

## **Job Description BoD Vice Chair**

### **1. Job title**

Vice President of the Board of Directors

### **2. Main areas of activity**

- Preparing the meetings of the Board of Directors together with the Chairman of the Board of Directors within the framework of a regular Jour Fixe.
- Participation in the analysis of strengths, weaknesses, threats and opportunities of the company with regard to the corporate strategy.
- Participation in the issuance of directives by the Board of Directors for the implementation of the corporate strategy
- Participation in the structuring of the accounting system and ensuring the timely and correct preparation of the annual financial statements and the interim financial statements, as well as in the determination of the budget by the Board of Directors
- Participation in the supervision by the Board of Directors of the persons entrusted with the management of the company, in particular with regard to compliance with the law, the Articles of Association, regulations and directives.
- Participation in the formulation of the Board of Directors' strategy with regard to the appointment, dismissal and succession planning of the Executive Board.
- Participation in the preparation of the annual report including the annual financial statements, the management report and the consolidated financial statements, the remuneration report, as well as the preparation and conduct of the general meeting of shareholders and the execution of its resolutions

### **3. Job title of the direct superior**

President of the Board of Directors (Chairman)

**4. Deputy of the post holder**

A designated member of the Board of Directors

**5. Specific responsibilities**

- Acting as deputy to the Chairperson of the Board of Directors when required (absence, inability to attend, conflict of interest, etc.):
- Conducting and chairing the Board of Directors' meetings in accordance with the Board of Directors' meeting schedule
- Preparation of the Annual Report and the General Meeting of Shareholders
- Convening, conducting and chairing the General Meeting of Shareholders
- May delegate the tasks assigned to him/her but remains responsible for their fulfilment.

**6. General tasks**

- Participation and involvement in meetings of the Board of Directors
- Consideration of the owner's strategy in the definition and implementation of the corporate strategy

**7. Special tasks**

- Preparing, convening, chairing and conducting the Compensation Committee meetings of the Board of Directors.
- Calling and notifying the judge in the event of over-indebtedness if the Chairman of the Board of Directors is unable to attend

**8. Requirements profile**

Personality skills

- Integrity
- Loyalty

- Sovereignty
- Commitment

Social competence

- Ability to work in a team
- Ability to integrate
- Communication skills

Professional competence

- Knowledge of English and French
- Familiarity with finance and accounting
- Knowledge of legal and economic contexts

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Place, date

BoD Vice Chair

BoD Chair

BoD Member