

## ADVICENNE

French limited company (*société anonyme*) with share capital of 1,277,413 euros  
Registered office: 2, rue Briçonnet, 30000 Nîmes  
497 587 089 R.C.S. Nîmes

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### RULES OF PROCEDURE OF THE ADVICENNE AUDIT COMMITTEE

After approval by the Board of Directors, the Audit Committee of Advicenne (the "Company"), at its meeting of 29 September 2017, adopted the following rules of procedure.

The members of the Audit Committee are all directors of the Company and are, as such, required to comply with the provisions of Article IV of the Rules of Procedure governing the Company's Board of Directors.

#### I. MISSION

Under the sole and collective responsibility of the members of the Company's Board of Directors and with a view to ensuring the quality of internal control and the reliability of the information provided to shareholders and financial markets, the Audit Committee monitors issues relating to the preparation and control of accounting and financial information and, to this end, is responsible in particular for:

- monitoring the process of preparing financial information;
- monitoring the effectiveness of internal control and risk management systems;
- monitoring the auditing of the annual financial statements and, where required, the consolidated financial statements by the Statutory Auditors;
- issuing a recommendation on the Statutory Auditors proposed for appointment by the General Shareholders' Meeting and reviewing the terms of their compensation;
- monitoring the independence of the Statutory Auditors;
- assessing the conditions of use of derivatives;
- reviewing the progress of any significant dispute on a regular basis;
- reviewing and making recommendations regarding transactions that present or could present a conflict of interests between the Company and a director;
- and, generally, providing advice and making recommendations relevant to the above-mentioned areas.

#### II. COMPOSITION

Where possible, the Audit Committee comprises at least two members appointed by the Board of Directors at the recommendation of the Appointments and Compensation Committee.

The members of the Audit Committee are chosen from among the members of the Board of Directors and, insofar as possible, at least two of the members of the Audit Committee must be independent members as defined by the Corporate Governance Code published by MiddleNext in September 2016 to which the Company refers.

When selecting Audit Committee members, the Board of Directors must consider their independence and ensure that at least one independent member of the Audit Committee has special knowledge of finance and accounting.

The Chairman of the Audit Committee is appointed by the Board of Directors for the duration of his or her term as a member of the committee and, whenever possible, is selected from the independent directors.

It is hereby specified, as necessary, that no director exercising management functions within the Company and its group companies may be a member of the Audit Committee.

Audit Committee members may receive from the Company and its subsidiaries, in addition to any reimbursement of expenses, only the attendance fees due in respect of their position as directors and members of the Audit Committee. Any other compensation shall be of an exceptional nature and be approved in advance by the Board of Directors.

The term of office of the Audit Committee members coincides with their term of office as directors. The term of the Audit Committee members may be renewed an unlimited number of times. The members of the Audit Committee may have their positions revoked by the Board of Directors at any time without providing a reason.

In the event of the death or resignation of a member during their term of office for any reason whatsoever, the Board of Directors may replace this member for the duration of the newly-appointed member's term as a Director.

### III. ORGANISATION OF WORK

The Audit Committee meets at least twice a year according to the schedule set by its Chairman, to review the annual, interim and, if appropriate, quarterly financial statements (consolidated in each case, where appropriate) based on an agenda set by the Committee Chairman and sent to Audit Committee members at least seven days before the meeting date. It must also meet at the request of its Chairman, of two of its members, or of the Chairman of the Board of Directors of the Company.

Notices of meetings may be provided by any means, including verbally.

The Chairman will set the agenda for each meeting and moderate the discussions.

The Audit Committee appoints the Chairman and the Secretary from among its members. In the Chairman's absence, the Audit Committee appoints an *ad hoc* meeting Chairman. In the event of a split vote, the oldest candidate will be appointed meeting Chairman.

At least one half of the members of the Audit Committee must be present for deliberations.

Audit Committee members may not be represented by another person.

The Audit Committee may hear any of the Company's directors and managers and initiate internal and external audits on any subject deemed relevant to its mission. The Chairman of the Audit Committee will give advance notice of this to the Board of Directors. In particular, the Audit Committee is entitled to interview persons who take part in preparing or auditing the financial statements, the Chief Financial Officer and the main finance department managers.

The Audit Committee may also interview the Statutory Auditors. It may meet with them without a representative of the Company present.

When they deem it necessary to carry out their mission, Audit Committee members may request that all types of accounting, legal and financial documents be submitted to them.

The Committee may request assistance in the form of advice from external service providers. These services should be approved in advance by the Board of Directors.

Audit Committee members may validly deliberate by video conference, telephone conference or in writing, including by fax, so long as all members agree to the method.

#### IV. REPORT

Proposals from the Audit Committee are presented to the Board of Directors in the form of a written report submitted to the Chairman of the Board. Audit Committee feedback is included on the agenda of every Board of Directors' meeting following an Audit Committee meeting.

The Chairman of the Audit Committee must ensure that reports on the Committee's activities submitted to the Board of Directors enable the latter to be fully informed and consequently facilitate its deliberations.

The annual report must include a statement on the Audit Committee's activities for the past financial year.

If, during its work, the Audit Committee identifies a significant risk which it believes is not being adequately handled, the Chairman must immediately alert the Chairman of the Board.