

## **ALTAREA**

Partnership limited by shares with share capital of €336.670.195,90 €  
Registered office: 87, rue de Richelieu – 75002 PARIS  
335.480.877 RCS PARIS

### **COMBINED GENERAL MEETING OF 5 JUNE 2025**

#### **AGENDA AND DRAFT RESOLUTIONS**

#### **AGENDA**

##### **I - ORDINARY RESOLUTIONS**

1. Review and approval of the parent company annual accounts for the financial year ending 31 December 2024;
2. Review and approval of the consolidated accounts for the financial year ending 31 December 2024;
3. Appropriation of profit;
4. Option offered to shareholders to receive payment of the dividend in cash or in shares to be created by the Company;
5. Approval of the information referred to in Article L. 22-10-77 I of the French Commercial Code concerning compensation of corporate officers in 2024;
6. Approval of items of compensation paid or allocated in respect of the financial year ending 31 December 2024 to the Management;
7. Approval of items of compensation paid or allocated in respect of the financial year ending 31 December 2024 to the Chairman of the Supervisory Board;
8. Approval of the 2025 compensation policy applicable to corporate officers;
9. Reappointment of Christian de Gournay as Supervisory Board member;
10. Reappointment of Matthieu Lance as Supervisory Board member;
11. Reappointment of Jacques Nicolet as Supervisory Board member;
12. Reappointment of Predica - Prévoyance Dialogue du Crédit Agricole as Supervisory Board member;
13. Reappointment of Stichting Depositary APG Strategic Real Estate Pool as Supervisory Board member;
14. Appointment of Pâris Mouratoglou as Supervisory Board member;
15. Appointment of Isabelle Rossignol as Supervisory Board member;
16. Opinion on the Company's Climate Strategy;
17. Review and approval of the agreements and commitments referred to in Article L. 226-10 of the French Commercial Code authorised by the Supervisory Board;
18. Authorisation to be given to the Management, for a period of eighteen months, to trade in the Company's own shares;

## **II – EXTRAORDINARY RESOLUTIONS**

19. Authorisation to be given to the Management, for a period of twenty-six months, to cancel shares held by the Company following the purchase of its own shares;
20. Delegation of competence to be given to the Management, for a period of twenty-six months, for the purpose of deciding upon the issue, with preferential subscription rights maintained, of ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities to be issued by the Company or an affiliated company;
21. Delegation of competence to be given to the Management, for a period of twenty-six months, for the purpose of deciding upon the issue of ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities of the Company or an affiliated company without preferential subscription rights for shareholders but with the option of creating a priority subscription period, as part of a public offer other than that referred to in Article L. 411-2 1° of the French Monetary and Financial Code;
22. Delegation of competence to be given to the Management, for a period of twenty-six months, for the purpose of deciding upon the issue of ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities to be issued of the Company or an affiliated company without preferential subscription rights for shareholders, as part of a public offer as referred to in Article L. 411-2 1° of the French Monetary and Financial Code;
23. Delegation of competence to be given to the Management, for a period of twenty-six months, to increase the number of shares to be issued in the event of a capital increase, with or without preferential subscription rights;
24. Delegation of competence to be given to the Management, for a period of twenty-six months, for the purpose of issuing shares in the Company and/or negotiable securities convertible into shares in the Company to pay for contributions in kind of equity securities or negotiable securities convertible into shares;
25. Delegation of competence to be given to the Management, for a period of eighteen months, for the purpose of issuing ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities to be issued by the Company or an affiliated company, with preferential subscription rights waived in favour of a class of persons within the meaning of Article L. 225-138 of the French Commercial Code: (i) minority shareholders of subsidiaries or sub-subsidiaries of the Company subscribing by way of reinvestment of the disposal of an interest in the group, (ii) persons reinvesting the price of a portfolio of real estate assets or investments in a company involved in real estate investment or development, real estate asset management or distribution, as well as activities relating to renewable energy, or activities relating to data centres, and (iii) holders of negotiable securities issued by a subsidiary or sub-subsidiary of ALTAREA in accordance with the conditions of Article L. 228-93 of the French Commercial Code;
26. Delegation of competence to be given to the Management, for a period of twenty-six months, for the purpose of issuing ordinary shares of the Company and/or equity securities without preferential subscription rights convertible into other equity securities or conferring a right to the allocation of debt securities, intended to pay for securities tendered as part of public exchange offers initiated by the Company;
27. Fixing of general upper limits for capital increases and issuing of debt securities under delegations of competence and powers;
28. Delegation of competence to be given to the Management, for a period of twenty-six months, to increase the share capital by capitalisation of reserves, profits or share premiums;
29. Delegation of competence to be given to the Management, for a period of twenty-six months, for the purpose of issuing shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into

shares of the Company with shareholders' preferential subscription rights waived in favour of the members of the Group's Company Savings Plan(s);

30. Authorisation to be given to the Management, for a period of thirty-eight months, to award a maximum of seven hundred fifty thousand free shares, either existing or to be issued, without preferential subscription rights, to employees and/or senior executive officers of the Company or of affiliated companies;
31. Authorisation to be given to the Management, for a period of thirty-eight months, to grant stock purchase and/or subscription options in favour of employees and/or executive officers of the Company or of affiliated companies;
32. Delegation of competence to be given to the Management, for a period of eighteen months, to issue share warrants (BSAs), warrants to subscribe and/or acquire new and/or existing shares (BSAANEs) and/or warrants to subscribe and/or acquire new and/or existing redeemable shares (BSAARs), with preferential subscription rights waived in favour of managers, corporate officers and executives employed by the Company and its subsidiaries;
33. Amendment of Article 16.3 of the Articles of Association regarding the conduct of the discussions of the Board of Directors, Article 18 on the Supervisory Board Committees and Article 25.4 regarding the use of telecommunications for attending General Shareholders' Meetings for the purposes of refining and updating them in the light of applicable new legislative and regulatory requirements;

### **III – ORDINARY RESOLUTIONS**

34. Powers to carry out formalities.

## **DRAFT RESOLUTIONS**

### **I - ORDINARY RESOLUTIONS**

**First Resolution** *(Review and approval of the parent company annual accounts for the financial year ending 31 December 2024)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Management report, the report of the Supervisory Board and the reports of the Auditors on the accounts for the financial year ending 31 December 2024, approves the parent company accounts as presented, showing a reported net profit of €44,735,934.01.

It also approves the operations reflected in those accounts or summarised in those reports.

It notes that the financial statements for the last financial year do not include any sum corresponding to non-tax-deductible expenses covered by Article 39-4 of the French General Tax Code.

**Second Resolution** *(Review and approval of the consolidated accounts for the financial year ending 31 December 2024)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Management report, the report of the Supervisory Board and

the reports of the Auditors on the accounts for the financial year ending 31 December 2024, approves the consolidated accounts as presented, showing net income (Group share) of €6,136 thousand.

It also approves the operations reflected in those accounts or summarised in those reports.

### **Third Resolution**                      *(Appropriation of profit)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Management report and the report of the Supervisory Board, formally notes that the result for the financial year ending 31 December 2024 is a reported net profit of €44,735,934.01.

The Ordinary General Meeting, in accordance with the provisions of Article L. 232-10 of the French Commercial Code, resolves to add to the legal reserve the sum of €2,064,740.94 taken from profit for the financial year.

The Ordinary General Meeting,

- after formally noting that the distributable profit, in accordance with the provisions of Article L. 232-11 of the French Commercial Code, amounts to €42,671,193.07;
- resolves to distribute a dividend of €8 (eight euros) per share, namely an aggregate amount of €175,174,680.00, plus a bonus dividend equal to 1.5% of this amount, namely €2,627,620.20, to which the General Partner is entitled in accordance with the provisions of Article 29 paragraph 6 of the Articles of Association, namely a total dividend of €177,802,300.20 charged to:
  - the distributable profit for the financial year in the amount of .....€42,671,193.07;
  - the “Issue premiums” account in the amount of .....€135,131,107.13.

The above amounts have been calculated on the basis of the number of shares making up the share capital as at 31 December 2024, totalling 21,896,835. These amounts will be adjusted according to the number of shares entitled to dividends on the ex-dividend date, which may vary depending in particular on changes in the number of treasury shares, as well as definitive awards of free shares (if the beneficiary has a right to receive the dividend under the terms of the plans concerned). The meeting mandates the Management as necessary to make this adjustment.

The Ordinary General Meeting resolves that the amount corresponding to treasury shares on the dividend payment date not entitled to dividends in accordance with Article L. 225-210 of the French Commercial Code, together with any amount which shareholders may decide to waive, will be allocated to the “Issue, merger and contribution premiums” account. If the number of shares conferring entitlement to dividends changes, the overall amount will be adjusted accordingly and charged to the “Issue, merger and contribution premiums” accounts.

The payment will be made in cash and, subject to the Fourth Resolution being adopted by the General Meeting, shareholders will benefit from an option of receiving payment of the dividend in shares. In view of the time frames required for exercising this option, the dividend will be paid on Monday, 7 July 2025.

The General Meeting duly notes that the Company has elected for the tax treatment as provided by Article 208 C of the French General Tax Code and that part of its income is therefore not taxable. The dividend only carries entitlement to the 40% allowance provided for by Article 158-3 2° of the French General Tax Code for natural persons who are tax residents in France and in accordance with current legislation if an annual, express, overall and irrevocable option is provided for the sliding scale of income tax pursuant to the provisions of Article 200 A 2 of the French General Tax Code, and only for the portion of the dividend taken, if applicable, from non-exempt income (subject to corporation tax). In

accordance with Article 158-3, 3<sup>b</sup> bis of the French General Tax Code, this allowance does not apply to income exempt from tax under the SIIC regime pursuant to Article 208 C of the French General Tax Code. The amount deducted from the “Issue premiums” account will be regarded as a repayment of paid-in capital pursuant to the provisions of Article 112 1<sup>o</sup> of the French General Tax Code.

The General Meeting notes that the dividends distributed to Partners in respect of the last three financial years were as follows:

	<b>Number of shares entitled</b>	<b>Dividend distributed</b>	<b>Dividend entitled to the allowance*</b>	<b>Payment date</b>
FY 2021	20,194,052	€9.75	€1.98	31/05/2022
FY 2022	20,297,300	€10.00	€4.29	04/07/2023
FY 2023	20,798,638	€8.00	-	05/07/2024

\* These dividends carried entitlement to the 40% allowance provided for in Article 158, 3, 2<sup>o</sup> of the French General Tax Code applicable to natural persons who are tax residents in France.

The General Meeting confers all necessary powers on the Management for the purpose of:

- adjusting the total amount of the dividend and the amount to be charged to “Issue premiums” according to the number of shares entitled to the dividend on the ex-dividend date;
- noting as a result the dividend breakdown for tax purposes on the ex-dividend date.

**Fourth Resolution** *(Option offered to shareholders to receive payment of the dividend in cash or in shares to be created by the Company)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the report of the Management, noting that the Company’s share capital is fully paid up, resolves to offer each shareholders, in accordance with the provisions of Articles L. 232-18 et seq. of the French Commercial Code and Article 29 of the Articles of Association, the option of receiving payment of seventy-five percent (75%) of the dividend of €8 per share as set out in the previous resolution in the form of new shares in the Company.

This means that the first 25% of the dividend, i.e. €2 (two euros) per share, will have to be paid in cash on Monday, 7 July 2025.

For the second 75% of the dividend, i.e. €6 (six euros) per share, each shareholder will be able to choose:

- (i) either payment of the entire second fraction of the dividend in cash;
- (ii) or payment of the entire second fraction of the dividend in shares pursuant to this resolution;

it being specified that the exercising of this option for the second fraction of the dividend will apply to all shares held by the shareholder.

The new shares resulting from the exercising of this option, relating to the second fraction of the dividend, will be issued at a price equal to 90% of the average first listed share price during the 20 trading days preceding the date of the general meeting, minus the amount of the dividend per share covered by the Third Resolution and rounded up to the next eurocent.

These shares will carry dividend rights.

As regards the second fraction of the dividend of €6 per share, shareholders will be able to opt for payment of the dividend in cash or in new shares between 13 and 24 June 2025 inclusive, sending their

request to the financial intermediaries authorised to pay the dividend, it being specified that the deadline for the shareholders to exercise their option may change depending on the financial intermediary used. After this date, the second fraction of the dividend will be paid only in cash.

For shareholders who do not opt for payment in shares, the payment of €6 in respect of the second fraction of the dividend benefiting from the option will be automatically paid in cash on 7 July 2025.

If the option for the second fraction of the dividend is exercised, and if the amount of the dividends does not correspond to a whole number of shares, shareholders will be able to:

- obtain the next highest whole number of shares by paying the difference in cash on the date they exercise their option; or
- receive the next lowest whole number of shares plus a balancing payment in cash.

Full powers are given to the Management, which may be subdelegated in accordance with the conditions provided for by law, for the purpose of ensuring payment of the dividend in new shares, specifying the terms of application and execution thereof, noting the number of shares issued pursuant to this resolution, making any necessary changes to the Articles of Association relating to share capital and the number of shares making up the share capital, and more generally taking any useful or necessary action.

**Fifth Resolution** *(Approval of the information referred to in Article L. 22-10-77 I of the French Commercial Code concerning compensation of corporate officers in 2024)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered (i) the Supervisory Board's report on corporate governance prepared in accordance with Article L. 226-10-1 of the French Commercial Code, and (ii) the agreement of the General Partner pursuant to Article L. 22-10-77 I of the French Commercial Code, approves, in accordance with Article L. 22-10-77 I of the French Commercial Code, the information mentioned in Article L. 22-10-9 I of the French Commercial Code concerning compensation of corporate officers in 2024 as presented in Chapter 6 of the Company's 2024 universal registration document ("Corporate governance"), paragraph 6.3.2 ("Information on compensation for the financial year 2024").

**Sixth Resolution** *(Approval of items of compensation paid or allocated in respect of the financial year ending 31 December 2024 to the Management)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered (i) the Supervisory Board's report on corporate governance prepared in accordance with Article L. 226-10-1 of the French Commercial Code and (ii) the agreement of the General Partner pursuant to Article L. 22-10-77 II of the French Commercial Code, approves, in accordance with Article L. 22-10-77 II of the French Commercial Code, the fixed, variable and exceptional items making up total compensation and benefits of any kind paid in respect of the financial year ended 31 December 2024 or allocated in respect of this financial year to the Management as presented in Chapter 6 of the Company's 2024 universal registration document ("Corporate governance"), paragraph 6.3.2 ("Information on compensation for the financial year 2024").

**Seventh Resolution** *(Approval of items of compensation paid or allocated in respect of the financial year ending 31 December 2024 to the Chairman of the Supervisory Board)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered (i) the Supervisory Board's report on corporate governance prepared in accordance with Article L. 226-10-1 of the French Commercial Code and (ii) the agreement of the General Partner pursuant to Article L. 22-10-77 II of the French Commercial Code, approves, in accordance with Article L. 22-10-77 II of the French Commercial Code, the fixed, variable and exceptional items making up total compensation and benefits of any kind paid in respect of the financial year ended 31 December 2024 or allocated in respect of this financial year to the Chairman of the Supervisory Board as presented in Chapter 6 of the Company's 2024 universal registration document ("Corporate governance"), paragraph 6.3.2 ("Information on compensation for the financial year 2024").

**Eighth Resolution** *(Approval of the 2025 compensation policy applicable to corporate officers)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered:

- (i) the compensation policy for the Management established by the General Partner following the unanimous favourable advisory opinion of the Supervisory Board and (ii) the compensation policy for the Supervisory Board established by the Supervisory Board in accordance with Article L. 22-10-76 I of the French Commercial Code;
- the Supervisory Board's report on corporate governance prepared in accordance with Article L. 226-10-1 of the French Commercial Code describing the compensation policy for corporate officers;
- the General Partner's agreement concerning the compensation policy for the Management and members of the Supervisory Board;

approves, in accordance with Article L. 22-10-76 II of the French Commercial Code, the compensation policy for the Management and members of the Supervisory Board for 2025 as presented in Chapter 6 of the Company's 2024 universal registration document ("Corporate governance"), paragraph 6.3.3 ("Compensation policy for the financial year 2025").

**Ninth Resolution** *(Reappointment of Christian de Gournay as Supervisory Board member)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Management's report and the Supervisory Board's report on corporate governance, and having noted that the term of office as Supervisory Board member of Christian de Gournay ends at the conclusion of this Meeting, reappoints him for a further period of two

(2) years, i.e. until the end of the Ordinary General Meeting to be held in 2027 to approve the financial statements for the financial year ending 31 December 2026.

**Tenth Resolution**                      *(Reappointment of Matthieu Lance as Supervisory Board member)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Management's report and the Supervisory Board's report on corporate governance, and having noted that the term of office as Supervisory Board member of Matthieu Lance ends at the conclusion of this Meeting, reappoints him for a further period of three (3) years, i.e. until the end of the Ordinary General Meeting to be held in 2028 to approve the financial statements for the financial year ending 31 December 2027.

**Eleventh Resolution**                      *(Reappointment of Jacque Nicolet as Supervisory Board member)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Management's report and the Supervisory Board's report on corporate governance, and having noted that the term of office as Supervisory Board member of Jacques Nicolet ends at the conclusion of this Meeting, reappoints him for a further period of two (2) years, i.e. until the end of the Ordinary General Meeting to be held in 2027 to approve the financial statements for the financial year ending 31 December 2026.

**Twelfth Resolution**                      *(Reappointment of Predica - Prévoyance Dialogue du Crédit Agricole as Supervisory Board member)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Management's report and the Supervisory Board's report on corporate governance, and having noted that the term of office as Supervisory Board member of Predica - Prévoyance Dialogue du Crédit Agricole ends at the conclusion of this Meeting, reappoints the company for a further period of four (4) years, i.e. until the end of the Ordinary General Meeting to be held in 2029 to approve the financial statements for the financial year ending 31 December 2028.

**Thirteenth Resolution**                      *(Reappointment of Stichting Depositary APG Strategic Real Estate Pool as Supervisory Board member)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Management's report and the Supervisory Board's report on corporate governance, and having noted that the term of office as Supervisory Board member of Stichting Depositary APG Strategic Real Estate Pool ends at the conclusion of this Meeting, reappoints the company for a further period of two (2) years, i.e. until the end of the Ordinary General Meeting to be held in 2027 to approve the financial statements for the financial year ending 31 December 2026.

**Fourteenth Resolution**                      *(Appointment of Pâris Mouratoglou as Supervisory Board member)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Management's report and the Supervisory Board's report on corporate governance, having acknowledged the end of the term of office as Supervisory Board member of Philippe Mauro at the conclusion of this Meeting, appoints Pâris Mouratoglou, a French national, born 10 January 1941 in Athens (Greece), as Supervisory Board member for a period of four (4) years, i.e. until the end of the Ordinary General Meeting to be held in 2029 to approve the financial statements for the financial year ending 31 December 2028.



**Fifteenth Resolution**                    *(Appointment of Isabelle Rossignol as Supervisory Board member)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Management's report and the Supervisory Board's report on corporate governance, having acknowledged the end of the term of office as Supervisory Board member of Eliane Frémeaux at the conclusion of this Meeting, appoints Isabelle Rossignol, a French national, born 21 January 1961 in Courbevoie (92), as Supervisory Board member for a period of four (4) years, i.e. until the end of the Ordinary General Meeting to be held in 2029 to approve the financial statements for the financial year ending 31 December 2028.

**Sixteenth Resolution**                    *(Opinion on the Company's Climate Strategy)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Management's report, gives a favourable opinion on the progress made and the targets set by the Company within the framework of its Climate Strategy, as described in the 2024 Business Review reproduced in Chapter 1 of the Company's 2024 universal registration document.

**Seventeenth Resolution**                *(Review and approval of the agreements and commitments referred to in Article L. 226-10 of the French Commercial Code and authorised by the Supervisory Board)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the report of the Auditors on the agreements referred to in Article L. 226-10 of the French Commercial Code and previously authorised by the Supervisory Board, approves the said report which does not refer to any new agreements.

**Eighteenth Resolution**                *(Authorisation to be given to the Management, for a period of eighteen months, to trade in the Company's own shares)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the report of the Management and the report of the Supervisory Board:

1. authorises the Management, in accordance with the provisions of Articles L. 22-10-62 and seq. of the French Commercial Code and of European Regulation no. 596/2014 of 16 April 2014 on market abuse ("**MAR regulation**"), to purchase or arrange for the purchase of the Company's shares within the limitations provided by legal and regulatory requirements, without:
  - the number of shares that the Company may purchase under this authorisation for the duration of the buyback programme exceeding ten percent (10%) of the shares making up the Company's share capital, at any time, on the understanding that (i) this limit applies to an amount of share capital that will, if applicable, be adjusted to take account of transactions affecting the share capital after this General Meeting, and that (ii) in accordance with Article L. 22-10-62 of the French Commercial Code, the number of shares taken into account to calculate the limit of ten percent (10%) corresponds to the number of shares bought, minus the number of shares resold during the authorisation period, provided that these shares have been bought to support the liquidity of the Company's shares in accordance with the conditions defined by the general regulations of the *Autorité des Marchés Financiers*; and
  - the number of shares that the Company will hold, at any time, exceeding ten percent (10%) of the shares making up its share capital on the date in question.

2. resolves that the Company may use this authorisation in accordance with applicable legal and regulatory requirements and market practices approved by the *Autorité des Marchés Financiers* with a view to the following allocations:
- cancellation of all or some of the shares thus acquired, in order primarily to increase the rate of return on equity and earnings per share, and/or neutralise the dilutive impact for shareholders of capital increases, this being subject to the Nineteenth Resolution being adopted by the General Meeting;
  - allotment of all or some of the shares thus acquired on exercising rights attached to equity securities and/or debt securities giving the right to the award of shares in the Company by way of conversion, exercise, redemption, exchange, presentation of a warrant, or any other manner;
  - allocation or assignment of all or some of the shares thus acquired to employees and corporate officers of the Company or the group in accordance with the law, and in particular within the framework of (i) stock option plans (in accordance with Articles L. 225-177 et seq. of the French Commercial Code), (ii) allocations of free shares (in accordance with Articles L. 225-197–1 and L. 22-10-59 et seq. of the French Commercial Code), or (iii) as part of a profit-sharing plan or within the framework of a company or group savings plan (or any similar plan) in accordance with the conditions provided by law and applicable regulations;
  - supporting the shares' secondary market and/or managing the liquidity of the shares by an investment services provider acting independently under a liquidity agreement in accordance with a code of ethics recognised by the *Autorité des Marchés Financiers*;
  - holding and use at a later date by way of payment, exchange or other within the framework of transactions in accordance with Article L. 22-10-62 6 of the French Commercial Code, in particular acquisitions initiated by the Company, it being specified that the number of shares bought by the Company to be held and used at a later date as payment or exchange within the framework of a merger, demerger or contribution may not exceed five percent (5%) of the Company's share capital on the date in question; and/or
  - allocation of all or some of the shares thus acquired to carrying out any operation in accordance with an accepted market practice that has been authorised by the *Autorité des Marchés Financiers (AMF)* or applicable regulations.

This program will also be intended to allow the Company to operate within the framework of any other authorised aim, or any aim that may come to be authorised by law or by applicable regulations, in particular any other market practice that is or may come to be accepted by the *Autorité des Marchés Financiers* after the General Meeting. In such a scenario, the Company should inform its shareholders by means of a press release;

3. resolves that the maximum purchase price per share is set at three hundred euros (€300) (excluding charges) or the equivalent value on the same date in any other currency or monetary unit established in reference to more than one currency. This maximum price only applies to acquisitions decided as of the date of this General Meeting and not to operations the terms of which have been entered into under an authorisation given by a previous general meeting and providing for purchases of shares after the date of this General Meeting;
4. resolves that the Management may adjust the above-mentioned purchase price in the event of a change in the par value of the shares, a capital increase through capitalisation of reserves, awarding of free shares, a stock split or reverse stock split, depreciation or reduction in share capital, distribution of reserves or other assets, and any other transactions concerning equity, to take account of the impact of these transactions on the value of the shares;

5. resolves, in accordance with Article R. 225-151 of the French Commercial Code, that the maximum amount of funds allocated to the share buyback program is set at one hundred and fifty million euros (€150,000,000) (excluding charges), corresponding to a maximum of 500,000 of the Company's shares bought on the basis of the maximum unit price of three hundred euros (€300) (excluding charges) authorised above;
6. resolves that, in accordance with applicable legal and regulatory requirements, the purchase, sale, exchange or transfer of the Company's shares may be carried out by any means, on one or more occasions, including by means of transactions on regulated markets, multilateral trading systems or systematic internalisers or over the counter, within the framework of trades carried out (particularly by means of the purchase, sale or transfer of blocks on or off-market) by means of a public purchase or exchange offer, by the use of derivatives, options strategies or allotment following the issuing of negotiable securities convertible into shares by means of the redemption, conversion, exchange, presentation of a warrant or any other means of awarding shares in the Company, and at such times as the Management chooses, in accordance with stock market regulations, either directly or indirectly through an investment services provider. Such transactions may take place with any shareholders of the Company, including corporate officers;
7. resolves that the Management shall have full powers in particular to decide on the implementation of this authorisation and determine the terms thereof, place any orders on the stock exchange or off-market, enter into any agreements, allocate or reallocate the shares purchased for the objectives of the program in accordance with applicable legal and regulatory requirements, determine the terms and conditions by which it shall, if applicable, protect the rights of holders of negotiable securities or options in accordance with legal, regulatory or contractual requirements, make any declarations to the *Autorité des Marchés Financiers* and any other competent authority and any other formalities and, in general, do what is necessary.

The Management shall inform the shareholders of all transactions carried out pursuant to this delegation at annual ordinary general meetings.

This authorisation is granted for a period of eighteen (18) months from the date of this General Meeting. It ends and replaces with immediate effect the unused part of the delegation granted by the Thirteenth Resolution of the Combined General Meeting of 5 June 2024.

## **II – EXTRAORDINARY RESOLUTIONS**

**Nineteenth Resolution** *(Authorisation to be given to the Management, for a period of twenty-six months, to cancel shares held by the Company following the purchase of its own shares)*

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, and having considered the report of the Management, the report of the Supervisory Board and the special report of the Auditors, authorises the Management, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, (i) to cancel, at its sole discretion, on one or more occasions, in such proportion and such times as it deems fit, all or part of the Company's shares that the Company holds or may come to hold in accordance with the terms of Article L. 22-10-62 of the French Commercial Code, and (ii) to reduce the Company's share capital by the total nominal amount of the shares thus cancelled, subject to a maximum of ten percent (10%) of the share capital per twenty-four (24) month period, it being specified that this limit applies to the amount of share capital adjusted, if applicable, to reflect transactions affecting the share capital after the date of this General Meeting.

The General Meeting grants all necessary powers to the Management to implement this delegation and in particular:

- to determine the definitive amount of any reduction(s) in share capital pursuant to this delegation, set the terms thereof, completing and note such capital reduction(s);
- to charge the difference between the purchase price of the cancelled shares and their par value to any equity accounts; and
- to amend the Articles of Association accordingly, carry out all necessary formalities and, more generally, to do all that is necessary or useful.

This authorisation is granted for a period of twenty-six (26) months from the date of the General Meeting. It ends and replaces with immediate effect the unused part of the authorisation granted by the Fourteenth Resolution of the Combined General Meeting of 5 June 2024.

**Twentieth Resolution**      *(Delegation of competence to be given to the Management, for a period of twenty-six months, for the purpose of deciding upon the issue, with preferential subscription rights maintained, of ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities to be issued by the Company or an affiliated company)*

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Management, the report of the Supervisory Board, and the special report of the Auditors, and after having formally noted that the share capital is fully paid up, and acting in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-127, L. 225-128, L. 225-129 et seq. and Articles L. 228-91 et seq.:

1. delegates to the Management its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, (outside the period of a public pre-offer or public offer for the Company's shares), in France and/or in other countries, in euros or in any other currency or unit of account established by reference to a basket of currencies, to issue, with preferential subscription rights for the Company's shareholders, (i) ordinary shares of the Company, (ii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued of the Company and/or conferring a right to the allocation of existing debt securities or debt securities to be issued, (iii) negotiable securities that are equity securities of the Company convertible into existing equity securities or equity securities to be issued and/or the allocation of existing debt securities or debt securities to be issued of companies in which the Company directly or indirectly holds at the time of issue more than one half of the share capital, (iv) negotiable securities that are equity securities of the Company convertible into existing equity securities or conferring a right to the allocation of debt securities of any other company, (v) any other negotiable securities governed by Articles L. 228-91 et seq. of the French Commercial Code, including share subscription warrants or purchase warrants issued on a standalone basis, and convertible into equity securities to be issued by the Company or by a company in which the Company directly or indirectly holds at the time of the issue more than one half of the share capital (subject in this case to the authorisation of the company within which the rights are exercised), in accordance with the terms and conditions determined by the Management and/or (vi) ordinary shares or negotiable securities as mentioned in the sections above to be issued after the issuing, by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital, of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned above;
2. resolves that subscription to shares and other negotiable securities mentioned in paragraph 1 of this resolution shall be in cash, either in specie and/or by offsetting of liquid and payable debt claims against the Company, as decided by the Management;

3. resolves that issues of preference shares and negotiable securities convertible immediately or in future into preference shares are excluded from this delegation of competence;
4. resolves that the maximum nominal amount of the capital increases that may be carried out immediately and/or in future pursuant to this delegation of competence shall be one hundred and sixty-five million euros (€165,000,000, i.e., in indicative terms, less than 50% of current share capital), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations;
5. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence is set at seven hundred and fifty million euros (€750,000,000) or the exchange value of that amount on the date hereof in the event of an issue in a foreign currency or unit of account established by reference to a basket of currencies;
6. resolves that the nominal amount of capital increases of the Company and the nominal amount of issues of debt securities pursuant to this delegation of competence will be counted against the upper limits referred to in the Twenty-Seventh Resolution of this General Meeting;
7. resolves that the shareholders may exercise, under the conditions provided by law, their full preferential subscription right. Furthermore, the Management will be able to give shareholders the right to subscribe on a preferential basis to a number of shares and/or negotiable securities above that which they may subscribe to on a priority basis, proportionate to the subscription rights they hold and in any case, up to the limit of their request;
8. resolves that if the shareholders' preferential and, where applicable, priority rights do not take up the entire issue of shares and/or negotiable securities, the Management may use, in such order as it may determine, one or more of the powers provided by applicable legal and regulatory provisions, including offering all or part of the unsubscribed shares and/or negotiable securities to the public;
9. formally notes and resolves that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right;
10. notes that in the event of use of this delegation of competence, the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital, of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned in paragraph 1 above shall entail the express waiver by shareholders of their preferential subscription right to the shares or negotiable securities mentioned above in favour of the holders of these negotiable securities to which the negotiable securities thus issued by such companies shall give the right, as well as shares to be issued by the Company to which these negotiable securities give the right;
11. notes that if the present delegation of competence is used, the decision to issue negotiable securities convertible into equity securities to be issued of a company in which the Company directly or indirectly owns more than half of the share capital on the date of issue, shall require the authorisation of the Extraordinary General Meeting of said company;
12. resolves that warrants to subscribe to the Company's shares in accordance with Article L. 228-91 of the French Commercial Code may be issued either by means of a subscription offer under the terms provided above, or by the free allocation to holders of the Company's shares. In the event of the free allocation of warrants, the Management resolves that allocation rights for fractional shares will not be negotiable and that the corresponding securities will be sold, with the amounts resulting

from the sale being allocated to holders of rights under the conditions provided by applicable legal and regulatory provisions;

13. resolves that the Management will have all necessary powers to implement this delegation and in particular:
- to set all the terms, dates and means of issues, determine the form, number and characteristics of negotiable securities to be issued immediately and/or in future and, if applicable, amend them during their life span in accordance with applicable formalities;
  - to determine the price and conditions of issues;
  - to set the amounts to be issued and the date of dividend entitlement for securities to be issued;
  - to set the dates and terms of the issue, the nature, number and characteristics of negotiable securities to be created; to decide, in addition, in the case of bonds or other debt securities (including negotiable securities giving the right to the allocation of debt securities mentioned in Article L. 228-91 of the French Commercial Code), whether they are subordinated or not, set the rate of interest and, if applicable, provide for mandatory or voluntary cases of suspension or non-payment of interest, the duration thereof (definite or indefinite), the possibility of reducing or increasing the nominal amount of securities and all other terms of issue and depreciation; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments or provide for the possibility for the Company to issue debt securities (fungible or non-fungible) by way of interest for which payment has been suspended by the Company or even take the form of complex bonds as defined by the market authorities; amend, during the term of the securities in question, the above terms, in compliance with the applicable formalities;
  - to determine the means of paying in shares or other securities issued, the possibility of suspending the exercise of rights to the award of shares attached to negotiable securities to be issued within a period not exceeding three months;
  - to determine and make any necessary adjustments to take account of the impact of transactions in the Company's share capital, in particular in the event of a change in the par value of the shares, a capital increase through capitalisation of reserves, awarding of free shares, a stock split or reverse stock split, distribution of dividends, reserves or premiums or any other assets, depreciation in share capital and any other transactions concerning equity or share capital (including in the event of a public offer and/or change of control) and set any other terms to ensure, if applicable, the protection of the rights of holders of negotiable securities convertible into shares (including by means of cash adjustments);
  - to set the terms of allocating and exercising subscription warrants;
  - to take all measures and carry out all formalities required by admission to trading on a regulated market of rights, shares, negotiable securities or warrants created and to set, if applicable, the terms of exercise, allocation, purchase, offer, exchange or redemption;
  - on its own initiative, to charge the expenses of increasing the share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
  - to note the increase(s) in share capital resulting from any issues carried out under this delegation of competence and amend the Articles of Association accordingly and carry out all necessary formalities; and

- in general, to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.

14. resolves that this delegation of competence granted to the Management is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the Fifteenth Resolution of the Combined General Meeting of 5 June 2024.

**Twenty-First Resolution** *(Delegation of competence to be given to the Management, for a period of twenty-six months, for the purpose of deciding upon the issue of ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities of the Company or an affiliated company without preferential subscription rights for shareholders but with the option of creating a priority subscription period, as part of a public offer other than that referred to in Article L. 411-2 1 of the French Monetary and Financial Code)*

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Management, the report of the Supervisory Board, and the special report of the Auditors, and after having formally noted that the share capital is fully paid up, and acting in accordance with the Articles L. 225-127, L. 225-128, L. 225-129 et seq., L. 22-10-51, L. 22-10-52 of the French Commercial Code and Articles L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Management its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, (outside the period of a public pre-offer or public offer for the Company's shares), in France and/or in other countries, in euros or a foreign currency or unit of account established by reference to a basket of currencies, to issue, without preferential subscription rights for the Company's shareholders, (i) ordinary shares of the Company, (ii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued of the Company and/or conferring a right to the allocation of existing debt securities or debt securities to be issued, (iii) negotiable securities that are equity securities of the Company convertible into existing equity securities or equity securities to be issued and/or giving the right to the allocation of existing debt securities or debt securities to be issued of companies in which the Company directly or indirectly holds at the time of issue more than one half of the share capital, (iv) negotiable securities that are equity securities of the Company convertible into existing equity securities or conferring a right to the allocation of debt securities of any other company, (v) any other negotiable securities governed by Articles L. 228-91 et seq. of the French Commercial Code (including share subscription warrants or purchase warrants issued on a standalone basis), and convertible into equity securities to be issued by the Company or by a company in which the Company directly or indirectly holds at the time of the issue more than one half of the share capital and/or (vi) ordinary shares or negotiable securities as mentioned in the sections above to be issued after the issuing, by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital, of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned above;
2. resolves that the subscription to shares and other negotiable securities mentioned in paragraph 1 of this resolution shall be in cash, either in specie and/or by offsetting of liquid and payable debt claims against the Company, as decided by the Management;
3. resolves that issues of preference shares and negotiable securities convertible immediately or in future into preference shares are excluded from this delegation of competence;

4. resolves that the maximum nominal amount of the capital increases that may be carried out immediately and/or in future pursuant to this delegation of competence shall be thirty-three million euros (€33,000,000, i.e., in indicative terms less than 10% of the current share capital), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations;
5. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence is set at seven hundred and fifty million euros (€750,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
6. resolves that the nominal amount of capital increases and the nominal amount of issues of debt securities pursuant to this delegation of competence will be counted against the upper limits referred to in the Twenty-Seventh Resolution of this General Meeting;
7. resolves to exclude the preferential subscription rights of the shareholders to the shares and other negotiable securities that may be issued by the Company pursuant to this resolution, on the understanding that the Management may give shareholders the option of priority subscription, on a revocable or irrevocable basis, for all or part of the issue made for a period and in accordance with the terms and conditions defined by the Management pursuant to applicable legal and regulatory requirements on the date it decides to use this delegation of competence. This subscription priority will not result in the creation of negotiable rights;
8. resolves that if the shareholders' preferential and, where applicable, priority rights do not take up the entire issue of shares and/or negotiable securities, the Management may use, in such order as it may determine, one or more of the powers provided below:
  - to limit the issue to the amount of subscriptions provided that this reaches at least three quarters of the issue decided;
  - to freely allocate all or some of the shares or negotiable securities not subscribed between persons of its choosing; and/or
  - to offer to the public all or some of the issued securities not subscribed.
9. formally notes and resolves, if applicable, that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right;
10. notes that in the event of use of this delegation of competence, the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned in paragraph 1 above shall entail the express waiver by shareholders of their preferential subscription right to the shares or negotiable securities mentioned above in favour of the holders of these negotiable securities to which the negotiable securities thus issued by such companies shall give the right, as well as shares to be issued by the Company to which these negotiable securities give the right;
11. resolves that:
  - (i) the issue price for each of the Company's shares issued under this delegation of competence shall be at least equal to the weighted average price of the last three trading days on the regulated market of Euronext Paris preceding the start of the offer, possibly minus a maximum discount of ten percent (10%); and
  - (ii) the issue price of the negotiable securities convertible immediately or in future into shares will be such that the sum received immediately by the Company, plus any sum that it might receive subsequently, is at least equal to the minimum issue price defined in the foregoing



paragraph for each share issued as a consequence of the issue of other such negotiable securities;

12. notes that if the present delegation of competence is used, the decision to issue negotiable securities convertible into equity securities to be issued of a company in which the Company directly or indirectly owns more than half of the share capital on the date of issue, shall require the authorisation of the Extraordinary General Meeting of said company;
13. resolves that the Management will have all necessary powers to implement this delegation and in particular:
  - to set the prices and terms of issues and set the amounts to be issued and the date of dividend entitlement for securities to be issued;
  - to set the dates and terms of the issue, the nature, number and characteristics of negotiable securities to be created; to decide, in addition, in the case of bonds or other debt securities (including negotiable securities giving the right to the allocation of debt securities mentioned in Article L. 228-91 of the French Commercial Code), whether they are subordinated or not, set the rate of interest and, if applicable, provide for mandatory or voluntary cases of suspension or non-payment of interest, the duration thereof (definite or indefinite), the possibility of reducing or increasing the nominal amount of securities and all other terms of issue and depreciation; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments or provide for the possibility for the Company to issue debt securities (fungible or non-fungible) by way of interest for which payment has been suspended by the Company or even take the form of complex bonds as defined by the market authorities; amend, during the term of the securities in question, the above terms, in compliance with the applicable formalities;
  - to determine the means of paying in shares or other securities issued, and provide for the possibility of suspending the exercise of rights to the award of shares attached to negotiable securities to be issued within a period not exceeding three months;
  - to make any necessary adjustments to take account of the impact of transactions in the Company's share capital, in particular in the event of a change in the par value of the shares, a capital increase through capitalisation of reserves, awarding of free shares, a stock split or reverse stock split, distribution of dividends, reserves or premiums or any other assets, depreciation in share capital and any other transactions concerning equity or share capital (including in the event of a public offer and/or change of control) and set any other terms to ensure, if applicable, the protection of the rights of holders of negotiable securities convertible into shares (including by means of cash adjustments);
  - to take all measures and carry out all formalities required for admission to trading on a regulated market of rights, shares, negotiable securities or warrants created;
  - to set the terms of allocating and exercising autonomous subscription warrants;
  - on its own initiative, to charge the expenses of increasing the share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
  - to note the increase(s) in share capital resulting from any issues carried out under this delegation of competence and amend the Articles of Association accordingly and carry out all necessary formalities; and

- in general, to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.

14. resolves that this delegation of competence granted to the Management is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the Sixteenth Resolution of the Combined General Meeting of 5 June 2024.

**Twenty-Second Resolution** *(Delegation of competence to be given to the Management, for a period of twenty-six months, for the purpose of deciding upon the issue of ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities to be issued of the Company or an affiliated company without preferential subscription rights for shareholders, as part of a public offer as referred to in Article L. 411-2 1 of the French Monetary and Financial Code)*

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Management, the report of the Supervisory Board, and the special report of the Auditors, and after having formally noted that the share capital is fully paid up, and acting in accordance with the provisions of Articles L. 225-129 et seq, L. 22-10-51 and L. 22-10-52 of the French Commercial Code and Articles L. 228-91 et seq. of the French Commercial Code, as well as the provisions of Article L. 411-2 1 of the French Monetary and Financial Code:

1. delegates to the Management its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, (outside the period of a public pre-offer or public offer for the Company's shares), in France and/or in other countries, in euros or a foreign currency or unit of account established by reference to a basket of currencies, within the framework of an offer in accordance with Article L. 411-2 1 of the French Monetary and Financial Code, to issue, without preferential subscription rights for the Company's shareholders, (i) ordinary shares of the Company, (ii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued of the Company and/or conferring a right to the allocation of existing debt securities or debt securities to be issued, (iii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued and/or giving the right to the allocation of existing debt securities or debt securities to be issued of companies in which the Company directly or indirectly holds at the time of issue more than one half of the share capital, (iv) negotiable securities that are equity securities of the Company convertible into existing equity securities or debt securities of any other company, (v) any other negotiable securities governed by Articles L. 228-91 et seq. of the French Commercial Code (including share subscription warrants or purchase warrants issued on a standalone basis), and convertible into equity securities to be issued by the Company or by a company in which the Company directly or indirectly holds at the time of the issue more than one half of the share capital in accordance with the terms and conditions determined by the Management and/or (vi) ordinary shares or negotiable securities as mentioned in the sections above to be issued after the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned above;
2. resolves that subscription to shares and other negotiable securities mentioned in paragraph 1 of this resolution shall be in cash, either in specie and/or by offsetting of liquid and payable debt claims against the Company, as decided by the Management;
3. resolves that issues of preference shares and negotiable securities convertible immediately or in future into preference shares are excluded from this delegation of competence;

4. resolves that the maximum nominal amount of the capital increases that may be carried out immediately and/or in future pursuant to this delegation of competence shall be thirty-three million euros (€33,000,000, i.e., in indicative terms, less than 10% of the current share capital), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations, it being understood that the capital increases carried out under this delegation of competence may in no circumstances exceed the regulatory ceilings in force at the time of the issue (currently 30% of the share capital per year);
5. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence may not exceed seven hundred and fifty million euros (€750,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
6. resolves that the nominal amount of capital increases and the nominal amount of issues of debt securities pursuant to this delegation of competence will be counted against the upper limits referred to in the Twenty-Seventh Resolution of this General Meeting;
7. resolves to exclude the preferential subscription right of the shareholders to the shares and other negotiable securities that may be issued by the Company pursuant to this resolution;
8. resolves that if the shareholders' preferential and, where applicable, priority rights do not take up the entire issue of shares and/or negotiable securities, the Management may use, in such order as it may determine, one or more of the powers provided below:
  - to limit the issue to the amount of subscriptions provided that this reaches at least three quarters of the issue decided; and/or
  - to freely allocate all or some of the shares or negotiable securities not subscribed between persons of its choosing;
9. notes that if the present delegation of competence is used, the decision to issue negotiable securities convertible into equity securities to be issued of a company in which the Company directly or indirectly owns more than half of the share capital on the date of issue, shall require the authorisation of the Extraordinary General Meeting of said company;
10. formally notes and resolves, if applicable, that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right immediately or in future;
11. notes that in the event of use of this delegation of competence, the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned in paragraph 1 above shall entail the express waiver by shareholders of their preferential subscription right to the shares or negotiable securities mentioned above in favour of the holders of these negotiable securities to which the negotiable securities thus issued by such companies shall give the right, as well as shares to be issued by the Company to which these negotiable securities give the right;
12. resolves that:
  - (i) the issue price for each of the Company's shares issued under this delegation of competence shall be at least equal to the weighted average price of the last three trading

- days on the regulated market of Euronext Paris preceding the start of the offer, possibly minus a maximum discount of ten percent (10%); and
- (ii) the issue price of the negotiable securities convertible, either immediately or in the future, into shares of the Company will be such that the sum received immediately by the Company, plus any sum that it might receive subsequently, will be at least equal to the minimum issue price defined in the foregoing paragraph for each share issued as a result of the issue of these other negotiable securities;

13. resolves that the Management will have all necessary powers to implement this delegation and in particular:

- to set the prices and terms of issues and set the amounts to be issued and the date of dividend entitlement for securities to be issued;
- to set the dates and terms of the issue, the nature, number and characteristics of negotiable securities to be created; to decide, in addition, in the case of bonds or other debt securities (including negotiable securities giving the right to the allocation of debt securities mentioned in Article L. 228-91 of the French Commercial Code), whether they are subordinated or not, set the rate of interest and, if applicable, provide for mandatory or voluntary cases of suspension or non-payment of interest, the duration thereof (definite or indefinite), the possibility of reducing or increasing the nominal amount of securities and all other terms of issue and depreciation; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments or provide for the possibility for the Company to issue debt securities (fungible or non-fungible) by way of interest for which payment has been suspended by the Company or even take the form of complex bonds as defined by the market authorities; amend, during the term of the securities in question, the above terms, in compliance with the applicable formalities;
- to determine the means of paying in shares or other securities issued, and provide for the possibility of suspending the exercise of rights to the award of shares attached to negotiable securities to be issued within a period not exceeding three months;
- to determine the terms and conditions that will safeguard the rights of holders of negotiable securities convertible into shares, in accordance with applicable legal and regulatory provisions;
- to set the terms of allocating and exercising subscription warrants;
- to take all measures and carry out all formalities required for admission to trading on a regulated market of rights, shares, negotiable securities or warrants created;
- on its own initiative, to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- to note the realisation of capital increases, amend the Articles of Association accordingly and carry out all necessary formalities; and
- in general, to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.

14. resolves that this delegation of competence granted to the Management is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the Seventeenth Resolution of the Combined General Meeting of 5 June 2024.

**Twenty-Third Resolution** *(Delegation of competence to be given to the Management, for a period of twenty-six months, to increase the number of shares to be issued in the event of a capital increase, with or without preferential subscription rights)*

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Management, the report of the Supervisory Board, and the special report of the Auditors, and after having formally noted that the share capital is fully paid up, and acting in accordance with Article L. 225-135-1 of the French Commercial Code:

1. delegates to the Management competence to increase the number of shares to be issued in the event of an increase in the Company's share capital, with or without preferential subscription rights, done within the framework of delegations of competence granted to the Management under the Twentieth, Twenty-first and/or Twenty-second Resolutions of this General Meeting, within the time limits and limitations provided by applicable regulations on the date of issue, i.e., currently within thirty (30) days of the close of subscription and up to the limit of fifteen percent (15%) of the initial issue and at the same price as that applied for said issue;
2. resolves that the nominal amount of the capital increases decided under this resolution shall be charged to the upper limit stipulated in the resolution under which the initial issue is decided and to the corresponding overall upper limit provided in the Twenty-Seventh Resolution of this General Meeting;
3. resolves that this authorisation granted to the Management is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the authorisation given by the Nineteenth Resolution of the Combined General Meeting of 5 June 2024.

**Twenty-Fourth Resolution** *(Delegation of competence to be given to the Management, for a period of twenty-six months, for the purpose of issuing shares in the Company and/or negotiable securities convertible into shares in the Company to pay for contributions in kind of equity securities or negotiable securities convertible into shares)*

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Management, the report of the Supervisory Board and the special report of the Auditors, and in accordance with the provisions of Articles L. 225-147, L. 225-147-1, L. 22-10-53 et seq. of the French Commercial Code:

1. delegates to the Management its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, (outside the period of a public pre-offer or public offer for the Company's shares), in France and/or in other countries, in euros or a foreign currency or unit of account established by reference to a basket of currencies, to issue, without preferential subscription rights for the Company's shareholders, (i) ordinary shares of the Company and/or (ii) negotiable securities that are equity securities of the Company convertible immediately or in future into new or existing ordinary shares of the Company, to pay for contributions in kind made to the Company and consisting of equity securities or negotiable securities convertible into shares of another company, when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply;
2. resolves that the maximum nominal amount of the capital increases that may be carried out immediately or in future pursuant to this delegation of competence may not exceed ten percent (10%) of the Company's share capital at the time of the issue decision in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations;

3. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence is set at seven hundred and fifty million euros (€750,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
4. resolves that the nominal amount of capital increases and the nominal amount of issues of debt securities that may be carried out pursuant to this delegation of competence will be counted against the upper limits referred to in the Twenty-Seventh Resolution of this General Meeting;
5. resolves to exclude the preferential subscription right of the shareholders to the shares and other negotiable securities that may be issued by the Company pursuant to this resolution;
6. formally notes and resolves, if applicable, that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right;
7. resolves that the Management will have all necessary powers to implement this delegation and in particular:
  - to make decisions, on the basis of the auditors' report mentioned in paragraphs 1 and 2 of Article L. 22-10-53 of the French Commercial Code, on the valuation of contributions and the granting of specific advantages and their values;
  - to decide on the issue by way of consideration for contributions and determine the negotiable securities to be issued;
  - to draw up the list of negotiable securities contributed, approve the valuation of contributions, set the conditions of the issuing of negotiable securities by way of consideration for contributions and, if applicable, the amount of any cash balance payable;
  - to determine the terms and conditions that will safeguard, if applicable, the rights of holders of negotiable securities convertible into shares;
  - on its own initiative, to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
  - to carry out, if applicable, the admission to trading on a regulated market of the shares or negotiable securities to be issued;
  - to formally note the definitive completion of the capital increases carried out under this delegation, amend the Articles of Association accordingly, carry out all formalities and declarations and apply for all authorisations necessary to make these contributions and, in general, do all that is necessary; and
  - in general, to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
8. resolves that this delegation of competence granted to the Management is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the Twentieth Resolution of the Combined General Meeting of 5 June 2024.

**Twenty-Fifth Resolution** *(Delegation of competence to be given to the Management, for a period of eighteen months, for the purpose of issuing ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities to be issued by the Company or an affiliated company, with preferential subscription rights waived in favour of a class of persons within the meaning of Article L. 225-138 of the French Commercial Code: (i) minority shareholders of subsidiaries or sub-subsidiaries of the Company subscribing by way of reinvestment to the disposal of an interest in the group, (ii) persons reinvesting the price of a portfolio or real estate assets or investments in a company involved in real estate investment, real estate asset management or distribution, or holding, directly or indirectly, equity investments in one or more companies involved in these activities, as well as activities relating to renewable energy, or activities relating to data centres and (iii) holders of negotiable securities issued by a subsidiary or sub-subsidiary of Altea in accordance with the conditions of Article L. 228-93 of the French Commercial Code)*

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Management, the report of the Supervisory Board and the report of the Auditors, after having ascertained that the share capital is fully paid up, and in accordance with the provisions of Articles L. 225-129 et seq., L. 225-138 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Management its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, (outside the period of a public pre-offer or public offer for the Company's shares), in France and/or in other countries, in euros or a foreign currency or unit of account established by reference to a basket of currencies, to issue, without preferential subscription rights for the Company's shareholders, (i) ordinary shares of the Company, (ii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued of the Company and/or conferring a right to the allocation of existing debt securities or debt securities to be issued, (iii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued and/or giving the right to the allocation of existing debt securities or debt securities to be issued of companies in which the Company directly or indirectly holds at the time of issue more than one half of the share capital, (iv) negotiable securities that are equity securities of the Company convertible into existing equity securities or conferring a right to the allocation of debt securities of any other company, (v) any other negotiable securities governed by Articles L. 228-91 et seq. of the French Commercial Code (including share subscription warrants or purchase warrants issued on a standalone basis), and convertible into equity securities to be issued by the Company or by a company in which the Company directly or indirectly holds at the time of the issue more than one half of the share capital in accordance with the terms and conditions determined by the Management and/or (vi) ordinary shares or negotiable securities as mentioned in the sections above to be issued after the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned above in favour of the categories of shareholders mentioned in paragraph 7 of this resolution;
2. resolves that subscription to shares and other negotiable securities mentioned in paragraph 1 of this resolution shall be in cash, either in specie and/or by offsetting of liquid and payable debt claims against the Company, as decided by the Management;
3. resolves that issues of preference shares and negotiable securities convertible immediately or in future into preference shares are excluded from this delegation of competence;

4. resolves that the maximum nominal amount of the capital increases that may be carried out immediately and/or in future pursuant to this delegation of competence shall be thirty-three million euros (€33,000,000) (i.e., for indicative purposes, less than 10% of current share capital), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations,
5. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence is set at three hundred and fifty million euros (€350,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
6. resolves that the nominal amount of capital increases and the nominal amount of issues of debt securities pursuant to this delegation of competence will be counted against the upper limits referred to in the Twenty-Seventh Resolution of this General Meeting;
7. resolves to exclude shareholders' preferential subscription rights in respect of shares and other negotiable securities to be issued pursuant to this delegation of competence and to reserve the subscription right to the following categories of persons:
  - minority shareholders or partners of the Company's subsidiaries or sub-subsidiaries subscribing (directly or indirectly, through an entity they control, that controls them or under the same control) by reinvestment of all or some of the proceeds of the sale of their interest in an ALTAREA Group company; or
  - natural or legal persons reinvesting (directly or indirectly, through an entity they control, that controls them or under the same control) all or some of the proceeds of the sale (whether the initial sale prices or an earnout payment) of a portfolio of property assets or shares of a company whose business is (or directly or indirectly holding an equity investment in one or more companies whose business is) (i) property investment or development; (ii) property asset management or distribution company; (iii) related to renewable energy; or (iv) related to data centres; or
  - holders of negotiable securities issued by a subsidiary or sub-subsidiary of the Company under the conditions provided in Article L. 228-93 of the French Commercial Code;
8. resolves that if the shareholders' preferential and, where applicable, priority rights do not take up the entire issue of shares and/or negotiable securities, the Management may use, in such order as it may determine, one or more of the powers provided below:
  - to limit the issue to the amount of subscriptions provided that this reaches at least three quarters of the issue decided; and/or
  - to freely allocate all or some of the shares or negotiable securities not subscribed between persons of its choosing;
9. formally notes and resolves that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right;
10. notes that in the event of use of this delegation of competence, the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned in paragraph 1 above shall entail the express waiver by shareholders of their preferential subscription right to the shares or negotiable securities mentioned above in favour of the holders of these negotiable securities to which the negotiable securities thus



issued by such companies shall give the right, as well as shares to be issued by the Company to which these negotiable securities give the right;

11. notes that if the present delegation of competence is used, the decision to issue negotiable securities convertible into equity securities to be issued of a company in which the Company directly or indirectly owns more than half of the share capital on the date of issue, shall require the authorisation of the Extraordinary General Meeting of said company;
12. resolves that the price of the Company's ordinary shares to be issued or to which the negotiable securities to be issued pursuant to this delegation of competence may confer a right shall be at least equal to the weighted average price of the Company's shares on Euronext Paris on the three stock market trading days preceding the day on which the price is fixed, potentially reduced by a maximum discount of ten percent (10%);
13. resolves that the issue price of the negotiable securities convertible immediately or in future into shares will be such that the sum received immediately by the Company, plus any sum that it might receive subsequently, is at least equal to the minimum subscription price defined in the foregoing paragraph for each share issued as a consequence of the issue of such negotiable securities;
14. resolves that the Management will have all necessary powers to implement this delegation and in particular:
  - to determine the list of beneficiaries within the categories mentioned above and the number of shares to be allocated to each one;
  - to set the prices and terms of issues and set the amounts to be issued and the date of dividend entitlement for securities to be issued;
  - to set the dates and terms of the issue, the nature, number and characteristics of negotiable securities to be created; to decide, in addition, in the case of bonds or other debt securities (including negotiable securities giving the right to the allocation of debt securities mentioned in Article L. 228-91 of the French Commercial Code), whether they are subordinated or not, set the rate of interest and, if applicable, provide for mandatory or voluntary cases of suspension or non-payment of interest, the duration thereof (definite or indefinite), the possibility of reducing or increasing the nominal amount of securities and all other terms of issue and depreciation; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments or provide for the possibility for the Company to issue debt securities (fungible or non-fungible) by way of interest for which payment has been suspended by the Company or even take the form of complex bonds as defined by the market authorities; amend, during the term of the securities in question, the above terms, in compliance with the applicable formalities;
  - to determine the means of paying in shares or other securities issued, and provide for the possibility of suspending the exercise of rights to the award of shares attached to negotiable securities to be issued within a period not exceeding three months;
  - to determine the terms and conditions that will safeguard the rights of holders of negotiable securities convertible into shares, in accordance with applicable legal and regulatory provisions;
  - to take all measures and carry out all formalities required for admission to trading on a regulated market of rights, shares, negotiable securities or warrants created;
  - to set the terms of allocating and exercising autonomous subscription warrants;

- on its own initiative, to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- to make any adjustments required by legal or regulatory provisions or applicable contractual stipulations intended to take account of the impact of transactions on the Company's share capital;
- to note the realisation of capital increases and amend the Articles of Association accordingly; and
- in general, to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.

15. resolves that this delegation of competence granted to the Management is valid for a period of eighteen (18) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the Twenty-First Resolution of the Combined General Meeting of 5 June 2024.

**Twenty-Sixth Resolution** *(Delegation of competence to be given to the Management, for a period of twenty-six months, for the purpose of issuing ordinary shares of the Company and/or equity securities without preferential subscription rights convertible into other equity securities or conferring a right to the allocation of debt securities, intended to pay for securities tendered as part of public exchange offers initiated by the Company)*

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Management, the report of the Supervisory Board and the special report of the Auditors, after having ascertained that the share capital is fully paid up, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 22-10-54, L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Management its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, (outside the period of a public pre-offer or public offer for the Company's shares), in France and/or in other countries, in euros or a foreign currency or unit of account established by reference to a basket of currencies, to issue (i) ordinary shares of the Company, (ii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued and/or conferring a right to the allocation of existing debt securities or debt securities to be issued, (iii) negotiable securities that are equity securities of the Company convertible into existing equity securities or equity securities to be issued and/or giving the right to the allocation of existing debt securities or debt securities to be issued of companies in which the Company directly or indirectly holds at the time of issue more than one half of the share capital, (iv) negotiable securities that are equity securities of the Company convertible into existing equity securities or conferring a right to the allocation of debt securities of any other company, (v) any other negotiable securities governed by Articles L. 228-91 et seq. of the French Commercial Code (including share subscription warrants or purchase warrants issued on a standalone basis), and convertible into ordinary shares to be issued by the Company (or by a company in which the Company directly or indirectly holds at the time of the issue more than one half of the share capital in accordance with the terms and conditions determined by the Management and/or (vi) ordinary shares or negotiable securities as mentioned in the sections above to be issued after the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into equity securities to be issued by the Company or other negotiable securities as mentioned above, as consideration for securities contributed to any public offering that includes an exchange element, initiated by the Company in France or abroad, for securities of companies whose shares are listed for trading on a regulated market in a European Economic Area or OECD member state;

2. resolves that the maximum nominal amount of the capital increases that may be carried out immediately or in future pursuant to this delegation of competence shall be thirty-three million euros (€33,000,000) (i.e., for indicative purposes, less than 10% of current share capital), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations;
3. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence is set at seven hundred and fifty million euros (€750,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
4. resolves that the nominal amount of capital increases and the nominal amount of issues of debt securities pursuant to this delegation of competence will be counted against the upper limits referred to in the Twenty-Seventh Resolution of this General Meeting;
5. resolves to exclude the preferential subscription right of the shareholders to the shares and other negotiable securities that may be issued by the Company pursuant to this resolution;
6. formally notes and resolves, if applicable, that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right;
7. notes that the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned in paragraph 1 above shall entail the express waiver by shareholders of their preferential subscription right to the shares or negotiable securities mentioned above in favour of the holders of these negotiable securities to which the negotiable securities thus issued by such companies shall give the right, as well as shares to be issued by the Company to which these negotiable securities give the right;
8. notes that if the present delegation of competence is used, the decision to issue negotiable securities convertible into equity securities to be issued of a company in which the Company directly or indirectly owns more than half of the share capital on the date of issue, shall require the authorisation of the Extraordinary General Meeting of said company;
9. resolves that the Management will have all necessary powers to implement this delegation and in particular:
  - to set the exchange ratio and, where applicable, the amount of any cash balance payable;
  - to formally note the number of shares tendered to the offer and the number of ordinary shares or negotiable securities to be created in consideration therefore;
  - to enter the difference between the issue price of the new ordinary shares and their nominal value in the balance sheet, as a liability in a "Transfer premium" account, which will be subject to the rights of all the shareholders;
  - to set the terms, timetable and means of issues, determine the nature and characteristics of negotiable securities to be issued (and if applicable, amend them during their life span in accordance with applicable formalities);

- to decide in the case of debt securities that may be issued under this delegation of competence, whether they are subordinated or not, their duration (which may be definite or indefinite), the interest rate, the fixed or variable redemption price with or without premium, repayment terms and in general their terms and conditions;
  - to carry out all transactions necessary or useful for the issue of negotiable securities in accordance with this delegation (including shares resulting from the exercise of a right under the provisions of Articles L. 228-91 and L. 228-93 of the French Commercial Code);
  - to make any adjustments required by legal or regulatory provisions or applicable contractual stipulations intended to take account of the impact of transactions on the Company's share capital;
  - on its own initiative, to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
  - to note the realisation of capital increases and amend the Articles of Association accordingly;
  - in general, to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
10. resolves that this delegation of competence is granted to the Management for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the Twenty-Second Resolution of the Combined General Meeting of 5 June 2024.

**Twenty-Seventh Resolution** (*Fixing of general upper limits for capital increases and issuing of debt securities under delegations of competence and powers*)

The General Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, having considered the report of the Management and the report of the Supervisory Board:

1. resolves that the total nominal amount of the capital increases that may be carried out immediately or in future by means of the issuing of shares or negotiable securities convertible into shares pursuant to the delegations of competence granted to the Management under the Twentieth to Twenty-Sixth and Thirty-Second Resolutions may not exceed one hundred and sixty-five million euros (€165,000,000) (i.e. for indicative purposes, less than 50% of current share capital), it being specified that the overall nominal amount of capital increases without preferential subscription rights that may be carried out under the Twenty-First to Twenty-Sixth and Thirty-Second Resolutions may not exceed thirty-three million euros (€33,000,000, i.e., for indicative purposes, less than 10% of current share capital). These ceilings may be increased, if applicable, by the nominal amount of any shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations;
2. resolves that the total nominal amount of issues of debt securities against the Company that may be issued pursuant to the delegations of competence granted to the Management under the Twentieth, Twenty-First, Twenty-Second, Twenty-fourth, Twenty-Fifth, Twenty-Sixth and Thirty-Second Resolutions may not exceed seven hundred and fifty million euros (€750,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;

3. resolves that this authorisation granted to the Management ends and replaces with immediate effect the unused part of the delegation granted by the Twenty-Third Resolution of the Combined General Meeting of 5 June 2024.

**Twenty-Eighth Resolution** *(Delegation of competence to be given to the Management, for a period of twenty-six months, to increase the share capital by capitalisation of reserves, profits or share premiums)*

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the report of the Management and the report of the Supervisory Board, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Management competence to decide and proceed, on one or more occasions, in such proportions and at such times as it may see fit, with increasing the Company's share capital through the capitalisation of all or part of profits, reserves or premiums, the capitalisation of which is permitted by law and by the Articles of Association, in the form of an award of free ordinary shares and/or by way of an increase in the par value of existing shares;
2. resolves that the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation of competence shall be one hundred and sixty-five million euros (€165,000,000, i.e., for indicative purposes, less than 50% of current share capital), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations. This cap is separate and independent of the ceilings set out in the Twenty-Eighth Resolution of this General Meeting;
3. delegates to the Management the power to decide, in the event of a capital increase resulting in the free allotment of new shares, that rights for fractional shares will not be negotiable and that the corresponding shares will be sold, with the amounts resulting from the sale being allocated to holders of rights under the conditions provided by legal and regulatory provisions;
4. resolves that the Management will have all necessary powers to implement this delegation and in particular, in accordance with the terms provided by applicable and regulatory requirements and within the above-mentioned limits:
  - to set the amount and nature of sums to be included in the share capital;
  - to set the terms and conditions of transactions and determine the dates and means of capital increases that may be carried out under this delegation of competence and in particular to set the number of shares to be issued and/or the amount by which the par value of the shares making up the share capital will be increased;
  - to determine the date, even retroactive, after which the new shares shall bear dividend rights and/or the increase in par value takes effect;
  - on its own initiative, to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
  - to make any adjustments required by legal or regulatory provisions or applicable contractual stipulations intended to take account of the impact of transactions on the Company's share capital;

- to determine the terms and conditions that will, if applicable, safeguard the rights of holders of negotiable securities or rights giving the right in future to shares of the Company in accordance with applicable legal and regulatory provisions and any applicable contractual stipulations;
  - to note the realisation of capital increases and amend the Articles of Association accordingly; and
  - in general, to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
5. resolves that this delegation of competence granted to the Management is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the Twenty-Fourth Resolution of the Combined General Meeting of 5 June 2024.

**Twenty-Ninth Resolution** *(Delegation of competence to be given to the Management, for a period of twenty-six months, for the purpose of issuing shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into shares of the Company, with shareholders' preferential subscription rights waived in favour of the members of the Group's Company Savings Plan(s))*

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Management, the report of the Supervisory Board and the special report of the Auditors, in accordance with Articles L. 225-129, L. 225-129-2, L. 225-138, L. 225-138-1, L. 228-91 and L. 228-92 of the French Commercial Code and Article L. 3332-1 et seq. of the French Employment Code, and also in order to comply with the provisions of Article L. 225-129-6 of the French Commercial Code:

1. delegates to the Management its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, in France and/or in other countries, in euros or a foreign currency or unit of account established by reference to a basket of currencies, to issue (i) ordinary shares of the Company, (ii) negotiable securities that are equity securities convertible into other equity securities or giving access to the allocation of debt securities and/or negotiable securities convertible into shares of the Company, reserved for members of one or more Company Savings Plans (PEE) in place within the Company and/or companies and groupings affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Employment Code;
2. resolves that the Management may also decide within the framework of the above-mentioned capital increases to award free preference shares or any other securities convertible into shares of the Company in favour of members of one or more Company Savings Plans (PEE) in place within the Company and/or companies and groupings affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Employment Code, as full or partial replacement for the discount mentioned in paragraph 7 below, in accordance with the conditions of Article L. 3332-18 et seq. of the French Employment Code, it being specified as necessary that the Management may replace this capital increase in whole or in part for the assignment of securities already issued held by the Company under the same terms;
3. resolves that the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation of competence, including those resulting from any shares or negotiable securities convertible into shares awarded free of charge as full or partial replacement for the discount in accordance with the terms of Article L. 3332-18 et seq. of the French Employment Code, is set at ten million euros (€10,000,000), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving

access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations;

4. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence is set at seventy-five million euros (€75,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
5. resolves that the ceilings for capital increases and issues of debt securities specified in paragraphs 3 and 4 above of this delegation of competence are separate and independent of the ceilings referred to in the Twenty-Seventh Resolution of this General Meeting;
6. resolves to exclude the preferential subscription rights of the shareholders to the shares and other negotiable securities that may be issued by the Company pursuant to this resolution, in favour of members of Company Savings Plans (PEE) in place within the Company and/or companies and groupings affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Employment Code;
7. resolves that the issue price of new ordinary shares that may be issued under this delegation will be determined under the conditions provided for by Articles L.3332-18 et seq. of the French Employment Code and may neither exceed the average price of the shares of the Company quoted on Euronext Paris during the twenty trading days preceding the date of the decision of the Management fixing the opening date of the subscription, nor more than thirty percent (30%) lower than that average (or forty percent (40%) when the lock-up period provided by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Employment Code is equal to or greater than ten years); on the understanding that the Management may within legal and regulatory limits if necessary reduce or cancel any discount that may be decided upon, to take account, in particular, of legal and tax regimes applicable outside France, or choose to replace this maximum discount of thirty percent (30%) (or forty percent (40%) when the lock-up period provided by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Employment Code is equal to or greater than ten years) with the awarding of free shares and/or negotiable securities convertible into shares, on the understanding that this award may not exceed the applicable legal and regulatory limits applicable under the terms of Articles L. 3332-10 et seq. of the French Employment Code;
8. resolves that the issue price of the negotiable securities convertible into shares will be determined under the conditions provided by Article L. 3332-21 of the French Employment Code; nevertheless, a discount of up to forty percent (40%) may be applied when the lock-up period provided by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Employment Code is equal to or greater than ten years;
9. resolves that the Management will have all necessary powers to implement this delegation and in particular:
  - to determine the scope of companies or groupings whose employees will be able to benefit from the issues;
  - to fix the terms and conditions of membership of the Company Savings Plan(s) (PEE), and drawing up or amending the rules of such plan(s);
  - to determine the conditions, particularly length of service, to be met by the beneficiaries of issues;
  - to determine whether it is appropriate to allow employees time to fully pay up their securities;
  - to decide whether the shares must be subscribed directly by employees who are members of Group savings plans, or whether they must be subscribed through a company mutual fund (FCPE) or employee shareholder mutual fund (SICAVAS) acting as intermediary;

- to fix the opening and closing dates of the subscription and the issue price of the securities;
  - in the event of the awarding of free shares and/or negotiable securities convertible into shares, within the limits set by Article L. 3332-18 et seq. of the French Employment Code, to make awards of bonus shares or of negotiable securities convertible into shares and fixing the nature and amount of the reserves, profits or premiums to be capitalised;
  - to set the number of new shares to be issued and the rules for limiting allocations applicable in the event of over-subscription;
  - to set the terms, timetable and means of issues, determine the nature and characteristics of negotiable securities to be issued (and amend them during their life span in accordance with applicable formalities), carry out all transactions necessary or useful for the issue of negotiable securities in accordance with this delegation (including shares resulting from the exercise of a right under the provisions of Articles L. 228-91 and L. 228-93 of the French Commercial Code), make any adjustments required by legal or regulatory provisions or applicable contractual stipulations intended to take account of the impact of transactions on the Company's share capital, on its own initiative;
  - to note the realisation of capital increases and amend the Articles of Association accordingly;
  - to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase; and
  - in general, to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
10. resolves that this delegation of competence granted to the Management is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the authorisation given by the Twenty-Fifth Resolution of the Combined General Meeting of 5 June 2024.

**Thirtieth Resolution**                    *(Authorisation to be given to the Management, for a period of thirty-eight months, to award a maximum of seven hundred fifty thousand free shares, either existing or to be issued, without preferential subscription rights, to employees and/or senior executive officers of the Company or of affiliated companies)*

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Management, the report of the Supervisory Board and the report of the Auditors, and in accordance with the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code;

1. authorises the Management to award, on one or more occasions, existing ordinary shares or ordinary shares to be issued of the Company free of charge;
2. resolves that the beneficiaries of awards, subject to the provisions of Article L. 22-10-60 of the French Commercial Code, shall be designated from among the employees of the Company and/or eligible executive officers of the Company or companies or groupings affiliated to it in accordance with the terms of Article L. 225-197-2 of the French Commercial Code in accordance with the conditions defined below;



3. resolves that the total number of shares awarded free of charge under this resolution shall not exceed seven hundred and fifty thousand (750,000) shares, on the understanding that within this upper limit, the number of shares awarded to corporate executive officers shall not exceed two hundred and fifty thousand (250,000), it being specified that the nominal ceiling on increases in the Company's share capital under this delegation of competence is separate and independent of the ceilings specified in paragraph 1 of the Twenty-Seventh Resolution of this General Shareholders' Meeting;
4. resolves that issues of new shares in favour of employees or executive officers of the Company and/or companies or groupings affiliated to it in accordance with the Thirty-First Resolution shall be counted against the upper limits stated in paragraph 3 of this resolution;
5. resolves that awards of shares to their beneficiaries shall be definitive at the end of a minimum vesting period of one (1) year. The Management may also extend the vesting period and/or set a lock-up period, it being understood that the combined length of the vesting and lock-up periods shall not be less than two (2) years. However, it is specified that (i) the awarding of shares to their beneficiaries shall be definitive before the end of the applicable vesting period in the event that a beneficiary dies or is deemed to have a disability that falls within the second or third categories provided for by Article L. 341-4 of the French Social Security Code and (ii) awards of shares to executive officers must comply with the conditions set out in Article L. 22-10-60 of the French Commercial Code and by the corporate governance code to which the Company refers;
6. formally notes and resolves, if applicable, that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right;
7. resolves that the Management will have all necessary powers to implement this delegation and in particular:
  - to decide whether the free shares awarded shall be existing shares or shares to be issued, determine the conditions and any criteria for award of the shares, and to draw up the list or lists of beneficiaries of the awards;
  - if applicable, make the awarding of all or some of the shares subject to achieving one or more performance conditions to be determined by the Management;
  - to extend the vesting period and/or set a holding period for the shares, subject to the minimum vesting period and the cumulative period indicated in paragraph 5 above, on the understanding that, for shares that may be awarded to the executive officers covered by Article L. 225-197-1 II para. 4 of the French Commercial Code, the Management shall be responsible for deciding that such shares may not be sold by their holders while they remain in office, or to fix the number of such shares that they will be required to hold in registered form until the end of their term of office;
  - in the event of any transactions involving the share capital that may be effected during the vesting period of the shares awarded, to adjust the number of shares as required to preserve the rights of the beneficiaries and, in this case, to determine the procedures for such adjustment;
  - if the award is for shares to be issued, to carry out the capital increases by capitalisation of reserves or issue premiums of the Company that are to be effected when the shares are fully vested by the beneficiaries, to formally note the carrying out of said capital increases, to set the dividend entitlement dates of the new shares, and to amend the Articles of Association accordingly;
  - to carry out all formalities, and, in general, to do whatever is necessary and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.

8. resolves that this authorisation granted to the Management is valid for a period of thirty-eight (38) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the Twenty-Sixth Resolution of the Combined General Meeting of 5 June 2024.

**Thirty-First Resolution**      *(Authorisation to be given to the Management, for a period of thirty-eight months, to grant stock purchase and/or subscription options in favour of employees and/or executive officers of the Company or of affiliated companies)*

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Management, the report of the Supervisory Board and the special report of the Auditors, and in accordance with the provisions of Articles L. 225-177 et seq., L. 22-10-56 et seq. of the French Commercial Code:

1. resolves to authorise the Management, to grant, on one or more occasions, to some or all employees and executive officers of the Company and/or companies or groupings affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code, options giving the right to buy the Company's shares and/or options giving the right to subscribe to new shares of the Company to be issued;
2. resolves that the options that may be granted by the Management pursuant to this authorisation shall give the right to purchase or subscribe to a maximum of three hundred and fifty thousand (350,000) shares of the Company, on the understanding that within this limit, this number may not exceed one hundred thousand (100,000) shares of the Company as regards executive officers, it being specified that (i) the above-mentioned upper limits will be counted against the upper limits stated in paragraph 3 of the Thirtieth Resolution of this General Meeting and (ii) the maximum nominal amount of increases in the Company's capital resulting from the exercising of options granted under this delegation of competence is separate and independent of the overall upper limits referred to in paragraph 1 of the Twenty-Seventh Resolution of this General Meeting. In addition to these upper limits shall be, if applicable, the nominal amount of shares to be issued in order to preserve the rights of beneficiaries of options in accordance with legal and regulatory requirements;
3. resolves that the options may be exercised by the beneficiaries during a period of a maximum of seven (7) years as from the date on which they are granted;
4. resolves that the exercise price of the options by the beneficiaries will be determined on the date that the option is granted and that:
  - the exercise price of the options to purchase shares cannot be lower than (i) ninety-five percent (95%) of the average quoted price of the Company's shares on the Euronext Paris regulated market over the twenty (20) trading days preceding the date of award of the stock options or (ii) the average purchase price, as of that date, of the shares held by the Company within the scope of Article L. 22-10-62 of the French Commercial Code, subject to the corporate governance code to which the Company refers as regards executive officers; and
  - the exercise price of the options to subscribe to shares shall be determined on the date on which the option will be granted and cannot be less than ninety-five percent (95%) of the average quoted price of the Company's shares on the Euronext Paris regulated market over the twenty (20) trading days preceding the date of award of the stock options.

If the Company carries out one of the transactions referred to in Article L. 225-181 of the French Commercial Code or Article R. 22-10-37 of the French Commercial Code, the Company shall, in

accordance with applicable regulations, take the measures necessary to protect the interests of beneficiaries pursuant to Article L. 228-99 of the French Commercial Code.

5. notes that this authorisation entails the express waiver by shareholders of their preferential subscription rights to the shares that may be issued over time as the options are exercised in favour of the beneficiaries of the stock options.
6. resolves that the Management will have all necessary powers to implement this delegation and in particular, in accordance with the terms provided by applicable and regulatory requirements and within the above-mentioned limits:
  - to determine whether the options granted are options to subscribe to and/or purchase shares;
  - to determine the list of beneficiaries and the conditions to be met by the beneficiaries of said options, as well as the conditions for exercising these options, and the number of options allocated to each of them;
  - to set the terms and conditions of the options and in particular, the period (or periods) when the options may be granted and exercised and, if applicable, any holding period for the shares (wherein the required holding period shall not exceed three (3) years, the maximum period, as from the date of exercise of the options), on the understanding that the awarding and exercise of options granted to executive officers must comply with the terms set out in Article L. 22-10-57 of the French Commercial Code and the corporate governance code to which the Company refers;
  - to determine the date of dividend entitlement (even retroactive) of new shares resulting from the exercising of subscription options;
  - where applicable, to suspend temporarily, for a maximum period of three (3) months, the possibility of exercising options in the event of transactions entailing the exercise of a right attached to the shares;
  - to note the carrying out of capital increases and charging the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase; and
  - to carry out all formalities, and, in general, to do whatever is necessary and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.

Each year, the Management shall inform the General Meeting of the transactions completed pursuant to this authorisation.

7. resolves that this authorisation granted to the Management is valid for a period of thirty-eight (38) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the authorisations given by the Twenty-Seventh Resolution of the Combined General Meeting of 5 June 2024.

**Thirty-Second Resolution** *(Delegation of competence to be given to the Management, for a period of eighteen months, to issue share warrants (BSAs), warrants to subscribe and/or acquire new and/or existing shares (BSAANEs) and/or warrants to subscribe and/or acquire new and/or existing redeemable shares (BSAARs), with preferential subscription rights waived in favour of managers, corporate officers and executives employed by the Company and its subsidiaries)*

The General Meeting, acting under the conditions as to quorum and majority for Extraordinary General Meetings, having considered the report of the Management, the report of the Supervisory Board and the special report of the Statutory Auditors, and in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-138 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Management its competence to decide upon the issue, on one or more occasions, in the amounts and at the times that it shall determine (outside the period of a public pre-offer or public offer for the Company's shares), in France or abroad, of (i) share warrants (BSAs), (ii) warrants to subscribe and/or acquire new and/or existing shares (BSAANEs) and/or (iii) warrants to subscribe and/or acquire new and/or existing redeemable shares (BSAARs), with preferential subscription rights being withheld in favour of a defined category of persons as follows: managers, corporate officers and executives employed by the Company and by its French and foreign subsidiaries;
2. resolves that BSAs, BSAANEs and/or BSAARs that may be issued by the Management pursuant to this authorisation cannot give the right to subscribe to a number of shares resulting in the maximum nominal amount of ten million euros (€10,000,000) being exceeded, in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of BSAs, BSAANEs and/or BSAARs in accordance with legal and regulatory requirements as well as applicable contractual stipulations;
3. resolves that the nominal amount of capital increases resulting from the exercising of BSAs, BSAANEs and/or BSAARs granted under this delegation of competence will be counted against (i) the overall upper limits referred to in paragraph 2 of the Thirty-First Resolution of this General Meeting and (ii) the overall upper limits specified in paragraph 1 of the Twenty-Seventh Resolution;
4. resolves to withhold shareholders' preferential rights to subscribe the BSAs, BSAANEs and/or BSAARs mentioned in this resolution, and to reserve the rights to subscribe such warrants for managers, corporate officers and executives employed by the Company and by its French and foreign subsidiaries. The Management shall determine from this category the list of people authorised to subscribe the BSAs, BSAANEs and/or BSAARs, along with the maximum number of BSAs, BSAANEs and/or BSAARs that may be subscribed by each of them;
5. resolves that the Management shall determine, in accordance with regulations in force, all characteristics of the BSAs, BSAANEs and/or BSAARs, including their subscription price, which shall be determined, after taking the advice of an independent appraiser, on the basis of parameters influencing that price (mainly including the exercise price, lock-up period, exercise period, trigger threshold and redemption period, interest rate, dividend distribution policy, and price and volatility of the Company's shares), along with any performance conditions, the arrangements of the issue and the terms and conditions of the issue contract;
6. notes and resolves that this delegation, by operation of law, shall entail all preferential rights to subscribe to new shares issued through the exercise of these BSAs, BSAANEs and/or BSAARs that may be issued under this resolution being withheld from existing shareholders in favour of holders of the BSAs, BSAANEs and/or BSAARs issued under this resolution;
7. resolves that before using this delegation of competence, the Management must submit the principle of using it, including the main characteristics of the BSAs, BSAANEs and/or BSAARs, to the Company's Supervisory Board;

8. resolves that the Management will have all necessary powers to implement this delegation and in particular:
- to establish the exact list of beneficiaries within the category of persons defined above, the nature and number of warrants to be granted to each of them, the number of shares to which each warrant will give the right, the issue price of the warrants and the subscription and/or purchase price of the shares to which the warrants give the right in accordance with the conditions set out above;
  - on its own initiative, to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
  - to take any measures, form any agreements and carry out any formalities to perform these issues of BSAs, BSAANEs and/or BSAARs, to record the resulting increases in capital, to amend the Articles of Association accordingly, and to amend the BSA, BSAANE and/or BSAAR issue contract if it deems it necessary (subject to the agreement of holders of BSAs, BSAANEs and/or BSAARs); and
  - to carry out all formalities, and, in general, to do whatever is necessary and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
9. resolves that this authorisation granted to the Management is valid for a period of eighteen (18) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the Twenty-Eighth Resolution of the Combined General Meeting of 5 June 2024.

**Thirty-Third Resolution**      *(Amendment of Article 16.3 of the Articles of Association regarding the conduct of the discussions of the Board of Directors, Article 18 on the Supervisory Board Committees and Article 25.4 regarding the use of telecommunications for attending General Shareholders' Meetings for the purposes of refining and updating them in the light of applicable new legislative and regulatory requirements;)*

The General Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, having considered the report of the Management and the report of the Supervisory Board, resolves, for the purposes of refining or updating the Company's Articles of Association in the light of applicable new legislative and regulatory requirements, in particular those deriving from Act 2024-537 of 13 June 2024 the "Attractiveness Act" and its implementing decrees:

- to amend article 16.3 of the Articles of Association on the conduct of the Supervisory Board's discussions as follows:

Old wording:

*"16.3 The Supervisory Board shall meet at the registered office, or in any other place specified in the notice of meeting, as often as the interests of the Company require and, in all circumstances, at least four times a year in order to, in particular, consider the Management's report on the Company's activities. Except in urgent circumstances, the notice of meeting to*

*Supervisory Board members must be issued at least one week before the date of the meeting.*

*Notice of a meeting may be given by letter or by any other means of electronic communication. The Supervisory Board can meet on verbal notice of a meeting as soon as all members are present or represented.*

***These meetings may take the form of videoconferencing or any means of telecommunications allowing for the identification of Supervisory Board members, guaranteeing their effective participation in Board meetings allowing for the continuous broadcasting of debates and resolutions, in accordance with applicable legal and regulatory requirements. If applicable, the systems used for these meetings by videoconferencing or any other telecommunications medium must be described by an internal rule of the Supervisory Board.***

*Meetings may be called by the Chairman of the Supervisory Board, as well as by at least half of its members or by each of the managers and limited partners of the Company.*

*The Manager or Managers must be invited to the meetings which they shall attend in a purely consultative capacity.*

*At least half the members must be present for the meeting's deliberations to be quorate.*

*Votes shall be by simple majority of members present or represented who are able to vote. A present member can only represent a single absent member and only on presentation of an explicit power of attorney. In the event of a split vote, the vote of the Chairman is casting.*

*The deliberations of the Board shall be recorded in minutes in a special register and signed by the Chairman of the meeting and by the secretary or by the majority of members present."*

New wording:

***"16.3 The Supervisory Board shall meet at the registered office, or in any other place specified in the notice of meeting, as often as the interests of the Company require and, in all circumstances, at least four times a year in order to, in particular, consider the Management's report on the Company's activities. These meetings may take the form of any means of telecommunications allowing for the identification of participants (the Supervisory Board's internal rules may specify that certain meetings may not be held in these***

**conditions).** Except in urgent circumstances, the notice of meeting to Supervisory Board members must be issued at least one week before the date of the meeting.

Notice of a meeting may be given by letter or by any other means of electronic communication. The Supervisory Board can meet on verbal notice of a meeting as soon as all members are present or represented.

Meetings may be called by the Chairman of the Supervisory Board, as well as by at least half of its members or by each of the managers and limited partners of the Company.

The Manager or Managers must be invited to the meetings which they shall attend in a purely consultative capacity.

At least half the members must be present for the meeting's deliberations to be quorate.

Votes shall be by simple majority of members present or represented who are able to vote. A present member can only represent a single absent member and only on presentation of an explicit power of attorney. In the event of a split vote, the vote of the Chairman is casting.

**Members who attend the meeting by telecommunications media allowing their identification are considered present for purposes of quorum or majority. The Supervisory Board's may specify in its internal rules that certain votes may not be taken at a meeting held in these conditions.**

**Members may also vote by correspondence before the meeting using a form and according to the methods set down by application regulations.**

**The Board's votes may also be made by written consultation of its members, including by electronic media, at the initiative of the Chairman of the Board or by any Manager or limited partner. In these circumstances, the person initiating the consultation shall send to the Board members a proposed resolution supported by all contextual documents necessary to understand the subject, in written form, including by electronic media. The Board members must vote by any means within a response period of no longer than three (3) calendar days or any other shorter deadline set by the initiator of the consultation if the context or the nature of the decision so require. Any member may, within these deadlines, object to the use of this method of consultation. However, any member submitting a response to the consultation shall be deemed to have waived their right to object. The resolutions can only be approved if at least half the members take part in the consultation. In the event of a split vote, the Chairman's vote is casting. Members who fail to respond within the set deadline above shall be deemed absent and not to have participated in the vote.**

*The deliberations of the Board shall be recorded in minutes in a special register and signed by the Chairman of the meeting and by the secretary or by the majority of members present."*

- to delete the second paragraph of Article 18 of the Articles of Association on the naming of the Supervisory Board's specialist committees, this coming under the remit of the Supervisory Board's internal rules;
- to amend Article 25.4 of the Articles of Association on voting by correspondence and participation by telecommunications at General Shareholders' Meetings as follows:

Old wording:

***"25.4 Voting by correspondence and **videoconference*****

*Votes by correspondence shall be held according to the terms and conditions set by legal and regulatory provisions.*

***Shareholders may participate in and vote at any meeting by videoconference or any other electronic telecommunications medium allowing for their identification in accordance with law and regulations."***

New wording:

***"25.4 Voting by correspondence and **videoconference*****

*Votes by correspondence shall be held according to the terms and conditions set by legal and regulatory provisions.*

***Shareholders may participate in and vote at any meeting by videoconference or any other electronic telecommunications medium allowing for their identification in accordance with law and regulations."***

### III – ORDINARY RESOLUTIONS

#### **Thirty-Fourth Resolution** (*Powers to carry out formalities*)

The General Meeting confers all necessary powers on the holder of an original, copy or certified true extract of the minutes of this meeting to carry out any filings and formalities required by law.

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