

**SPECIAL REPORT OF THE BOARD OF DIRECTORS
TO THE COMBINED GENERAL SHAREHOLDERS' MEETING
(ORDINARY AND EXTRAORDINARY)
OF THE COMPANY ETABLISSEMENTS MAUREL & PROM,
OF MAY 18,,2021
CONCERNING THE ALLOCATION OF FREE SHARES**

The present report is prepared in accordance with Article L. 225-197-4 of the French Commercial Code to account to the General Shareholders' Meeting, called on May 18th 2021 for the allocation of free shares made during the past financial year ending December 31st, 2020 in (i) Etablissements Maurel & Prom ("**Maurel & Prom**"), (ii) companies which are bound to Maurel & Prom in accordance with Article L. 225-180 of the French Commercial Code and (iii) companies controlled by Maurel & Prom as defined in Article L. 233-16 of the French Commercial Code (together with Maurel & Prom, the "**Maurel & Prom Group** ").

a) Allocation of free shares to Maurel & Prom corporate officers

According to the Article L. 225-197-4 of the French Commercial Code, here below are mentioned the number and the value of the shares, which have been freely allocated by Maurel & Prom, in 2020, to its corporate officers:

As part of the long-term variable remuneration for the financial year 2020, 244,698 shares at a price of 1.839 euros (same price than the one used for free shares granted to employees) were granted to Olivier de Langavant as Chief Executive Officer.

b) Allocation of free shares to Maurel & Prom employees

According to Article L. 225-197-4 of the French Commercial Code, here below are mentioned the number and the value of the shares which have been freely allocated, in 2020a, to each of the ten employees of the Maurel & Prom Group, whose number of shares freely allocated are the highest.

The following shares have been freely allocated by Maurel & Prom to its employees:

- 135,000 shares to Philippe CORLAY.
- 105,000 shares to Olivier POIX.
- 87,000 shares to Pablo LIEMANN.
- 81,000 shares to Alain TORRE.
- 76,500 shares to Patrick DEYGAS.
- 30,000 shares to Jeanne CASTAING.
- 24,000 shares to Caroline MARIA.
- 24,000 shares to Jérôme DOUANE
- 24,000 shares to Frédéric ASSOULINE.
- 22,500 shares to Marie de JESSEY

For the 6th August's plan 2020, the acquisition periods (date when the beneficiary becomes definitively owner of the free shares) is realized by third part each year during three year, part 1 : one is of one (1) year from August 6th 2020, that is to say until August 6th 2021, part 2 : one (1) year from August 6th 2021, that is to say until August 6th 2022, part 3 : one (1) year from August 6th 2022, that is to say until August 6th 2023.

The retention period (period later than the acquisition period during which the beneficiary has to keep possession the free share) is realized by third part each year during three year, is of one (1) year from the date of acquisition, part 1 : August 1s 2020,, that is to say until August 1st 2021, part 2 : August 1st 2021, that is to say until August 1st 2022, part 3 : August 1st 2022,, that is to say until August 1st 2023.

It is specified that the acquisition of these shares is conditional upon active employment within the group at the vesting date and performance conditions, which will be assessed annually by the Board of Directors of the Company, on the recommendation of the Appointments and Compensation Committee of the Company and evaluated over a reference period.

Overall, Maurel & Prom allocated 1,824,000 (one million eight hundred and twenty four thousand) free shares during the year 2020.

- 981,000 (nine hundred and eighty-one thousand) shares of Maurel & Prom have been freely allocated to 36 employees of its subsidiaries.
- 234,000 (two hundred and thirty-four thousand) shares of Maurel & Prom have been freely allocated to 17 others employees.

The value (on the date of the allocation) of this free allocation implemented of 608,000 (sixth hundred and eight thousand) shares in one plan (6th August 2020), is of 1.839 euros per share, giving a total for this free shares plan of 1,118,112 euros for 31 December 2020 fiscal year end.

No allocation of free shares was done by other entities of the Maurel & Prom Group during this period.

The Board of Directors – March 9th 2021