

**Etablissements Maurel & Prom SA**

A French société anonyme with a share capital of EUR 154,971,408.90

Registered office: 51, rue d'Anjou – 75008 Paris

457 202 331 R.C.S. Paris

**Notice of meeting**

The shareholders of Etablissements Maurel & Prom S.A. (the "**Company**") are hereby informed that an Ordinary and Extraordinary General Shareholders' Meeting will be held on first notice of meeting on Tuesday, 23 May 2023, at 10 a.m., at 9 avenue Hoche, 75008 Paris, France to deliberate on the following agenda and proposed resolutions.

Agenda

For the Ordinary General Shareholders' meeting

1. Approval of the company financial statements for the financial year ending on 31 December 2022;
2. Approval of the consolidated financial statements for the financial year ending on 31 December 2022;
3. Allocation of the result for the financial year ending on 31 December 2022;
4. Approval of the agreements referred to in Article L. 225-38 et seq of the French Commercial Code;
5. Ratification of the co-option of Ms. Ria Noveria as director;
6. Renewal of the term of office of Ms. Caroline Catoire as director;
7. Renewal of the term of office of Ms. Nathalie Delapalme as director;
8. Approval of the information relating to the remuneration paid or awarded to corporate officers for the financial year ending on 31 December 2022;
9. Approval of the compensation components paid or awarded for the financial year ending on 31 December 2022 to Mr. John Anis, Chairman of the Board of Directors;
10. Approval of the compensation components paid or awarded for the financial year ending on 31 December 2022 to Mr. Olivier de Langavant, Chief Executive Officer;
11. Approval of the compensation policy for directors;
12. Approval of the compensation policy for the Chairman of the Board of Directors;
13. Approval of the compensation policy for the Chief Executive Officer; and
14. Authorisation to be given to the Board of Directors to trade in the Company's shares, not usable during a public tender offer period.

For the Extraordinary General Shareholders' meeting

15. Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the share capital of the Company or one of its subsidiaries, with preferential subscription rights for shareholders maintained, not usable during a public tender offer period;
16. Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the share capital of the Company or one of its subsidiaries by way of public offers (other than the public offers set out in article L. 411-2 1° of the French Financial and Monetary Code), with cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period;
17. Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the share capital of the Company or one of its subsidiaries by way of public offers set out in article L. 411-2, 1° of the French Monetary and Financial Code, with cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period;
18. Authorisation to be given to the Board of Directors to set the issue price in accordance with the terms and conditions determined by the general shareholders' meeting, in the event of the issue of shares and/or

securities granting immediate or future access to the share capital, with cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period;

19. Authorisation to be given to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase with or without cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period;
20. Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the Company's share capital in the event of a public exchange offer initiated by the Company, without preferential subscription rights for shareholders, not usable during a public tender offer period;
21. Delegation of powers to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the Company's share capital in order to remunerate contributions in kind made to the Company, without preferential subscription rights for shareholders, not usable during a public tender offer period;
22. Delegation of authority to be given to the Board of Directors in order to increase the share capital of the Company by the incorporation of reserves, profits, premiums, or other amounts whose capitalisation is permitted, not usable during a public tender offer period;
23. Authorisation to be given to the Board of Directors for the purpose of granting free existing shares or free shares to be issued in favour of employees and/or corporate officers of the Company and its subsidiaries, entailing that shareholders waive their preferential subscription rights by operation of law;
24. Delegation of authority to be given to the Board of Directors to issue shares and/or securities granting immediate or future access to the share capital of the Company, reserved for participants in the Company savings plan, with cancellation of the preferential subscription rights of shareholders;
25. Authorisation to be given to the Board of Directors to reduce the share capital by cancelling treasury shares.

For the Ordinary General Shareholders' meeting

26. Powers for completing legal formalities.

Draft resolutions

**I. Resolutions to be submitted to the Ordinary General Shareholders' meeting:**

**First resolution** (Approval of the company financial statements for the financial year ending on 31 December 2022)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' and the Statutory Auditors' reports, as well as the company's financial statements for the financial year ending on 31 December 2022, including the balance sheet, the income statement and notes, approves the company financial statements for financial year ending on 31 December 2022, as presented to it, and the transactions reflected in these financial statements and summarised in these reports, from which it results, for said financial year, a loss of EUR 28,101,000.09.

The general shareholders' meeting also acknowledges that, pursuant to the provisions of article 223 *quater* of the French General Tax Code, the aggregate amount of the expenses and costs referred to in article 39, 4 of the French General Tax Code amounted to 0 euro for the last financial year and that no tax was paid on the aforementioned expenses and costs.

**Second resolution** (Approval of the consolidated financial statements for the financial year ending on 31 December 2022)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' and the Statutory Auditors' reports as well as the consolidated financial statements for the financial year ending on 31 December 2022, including the balance sheet, the income statement and notes, approves the consolidated financial statements for financial year ending on 31 December 2022, as presented to it, and the transactions reflected in these financial statements and summarised in these reports.

**Third resolution** (Allocation of the result for the financial year ending on 31 December 2022)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, notes that the company financial statements for the financial year ending on 31 December 2022 as approved by this general shareholders' meeting show a loss of EUR 28,101,000.09 and decides, on the proposal of the Board of Directors, to allocate the profit for the financial year ending on 31 December 2022 as follows:

2022 net accounting result	(EUR 28,101,000.09)
Allocation amount to the legal reserve	EUR 0
Previous retained earnings account	EUR 136,376,421.60
<b>Distributable profit</b>	EUR 108,275,421.51
<b>Distributed dividend</b>	EUR 45,713,457.95 <sup>(1)</sup>
<b>Retained earnings account</b>	EUR 62,561,963.56

<sup>(1)</sup> The total amount of the distribution is calculated on the basis of the number of dividend-bearing shares as at 31 December 2022, i.e. 198,754,165 shares, and may vary if the number of dividend-paying shares changes between 1<sup>st</sup> January 2023 and the ex-dividend date, depending in particular on the number of treasury shares as well as on the final allotments of free shares.

The dividend shall be EUR 0.23 per share for each dividend-bearing share. The dividend will be paid on 5 July 2023, it being understood that the ex-dividend date shall be 3 July 2023 and the record date, 4 July 2023. It is specified that if, at the time of payment of this dividend, the number of treasury shares has changed since 31 December 2022, the portion of the dividend relating to this variation will increase or reduce the "retained earnings" account.

Where dividends are paid to individual shareholders who are tax residents of France, those dividends are subject to a global fixed, non-definitive 30% withholding tax that includes (i) a fixed 12.8% income tax (article 117 *quater*, I of the French General Tax Code) and (ii) a 17.2% social security withholding tax (including the CSG, the CRDS and the solidarity levy). In the year income is taxed, dividends will subject to a unified fixed 30%

withholding tax (article 200 A, 1, A-1° of the French General Tax Code), from which the non-definitive fixed withholding tax on the same amount will be subtracted so there is no double taxation. Individual shareholders who are tax residents of France may, however, opt for having dividends taxed at the progressive income tax rate (article 200 A, 2 of the French General Tax Code) when filing their tax returns and no later than the deadline for filing.

In accordance with the applicable laws and regulations, the general shareholders' meeting acknowledges that the following dividends have been distributed for the three financial years preceding the financial year 2022:

<b>Year</b>	<b>Number of dividend bearing shares</b>	<b>Dividend per share (EUR)</b>	<b>Total (EUR)</b>
2019	None		
2020	None		
2021	197,694,953	0.14	27,677,293.42 <sup>(1)</sup>

<sup>(1)</sup> Amounts eligible for the 40% deduction for individuals domiciled in France for tax purposes provided for in article 158, 3-2° of the French General Tax Code.

**Fourth resolution** (*Approval of the agreements referred to in Article L. 225-38 et seq. of the French Commercial Code*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report on the agreements referred to in article L. 225-38 et seq. of the French Commercial Code, approves that report as well as the agreements and transactions referred to therein.

**Fifth resolution** (*Ratification of the co-option of Ms. Ria Noveria as director*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general meetings, having considered the Board of Directors' report, decides to ratify the co-option by the Board of Directors of Ms. Ria Noveria as director of the Company on 6 December 2022, to replace Ms. Ida Yusmiati, who resigned on 6 December 2022 with immediate effect, for the remainder of the latter's term of office, i.e. until the end of the general shareholders' meeting called to approve the financial statements for the financial year ending 31 December 2023.

**Sixth resolution** (*Renewal of the term of office of Ms. Caroline Catoire as director*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' report and acknowledging that the term of office of Ms. Caroline Catoire expires at the end of this general shareholders' meeting, decides to renew the term of office of Ms. Caroline Catoire as director for a period of three years which will expire at the end of the general shareholders' meeting called to approve the financial statements for the financial year ending 31 December 2025.

**Seventh resolution** (*Renewal of the term of office of Ms. Nathalie Delapalme as director*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' report and acknowledging that the term of office of Ms. Nathalie Delapalme expires at the end of this general shareholders' meeting, decides to renew the term of office of Ms. Nathalie Delapalme as director for a period of three years which will expire at the end of the general shareholders' meeting called to approve the financial statements for the financial year ending 31 December 2025.

**Eighth resolution** *(Approval of the information relating to the remuneration paid or awarded to corporate officers for the financial year ending on 31 December 2022)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to articles L.22-10-9 et L.22-10-34, I of the French Commercial Code and having considered the Board of Directors' report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves the information relating to the remuneration paid or awarded for the financial year ending on 31 December 2022 to the corporate officers, as presented in the aforementioned report and set out in the Company's universal registration document for the financial year ending on 31 December 2022, chapter 3 "Corporate Governance", section 3.2.3.1 "Executive corporate officers", subsection B) "Details of the remuneration of the Chairman of the Board of Directors and of the Chief Executive Officer for the last two fiscal years", section "Shareholder vote on the remuneration components paid or awarded to executive corporate officers for the fiscal year ended 31 December 2022" and Section 3.2.3.2 "Non-executive corporate officers", "Summary table of remuneration by virtue of their directorship and other remuneration received by non-executive corporate officers (AMF table no.3)".

**Ninth resolution** *(Approval of the compensation components paid or awarded for the financial year ending on 31 December 2022 to Mr. John Anis, Chairman of the Board of Directors)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to articles L.22-10-9 et L.22-10-34, II of the French Commercial Code and having considered the Board of Directors' report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves the fixed, variable and exceptional items composing the total compensation and benefits of any kind paid in the course of or awarded for the financial year ending on 31 December 2022 to Mr. John Anis, Chairman of the Board of Directors, as presented in the aforementioned report and included in the Company's universal registration document for the financial year ending on 31 December 2022, chapter 3 "Corporate Governance", section 3.2.3.1 "Executive corporate officers", subsection B) "Details of the remuneration of the Chairman of the Board of Directors and of the Chief Executive Officer for the last two fiscal years", section "Shareholder vote on the remuneration components paid or awarded to executive corporate officers for the fiscal year ended 31 December 2022", subsection "John Anis".

**Tenth resolution** *(Approval of the compensation components paid or awarded for the financial year ending on 31 December 2022 to Mr. Olivier de Langavant, Chief Executive Officer)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to articles L.22-10-9 et L.22-10-34, II of the French Commercial Code and having considered the Board of Directors' report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves the fixed, variable and exceptional items composing the total compensation and benefits of any kind paid in the course of or awarded for the financial year ending on 31 December 2022 to Mr. Olivier de Langavant, Chief Executive Officer, as presented in the aforementioned report and included in the Company's universal registration document for the financial year ending on 31 December 2022 chapter 3 "Corporate Governance", section 3.2.3.1 "Executive corporate officers", subsection B) "Details of the remuneration of the Chairman of the Board of Directors and of the Chief Executive Officer for the last two fiscal years", section "Shareholder vote on the remuneration components paid or awarded to executive corporate officers for the fiscal year ended 31 December 2022", subsection "Olivier de Langavant".

**Eleventh resolution** *(Approval of the compensation policy for directors)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to article L. 22-10-8 of the French Commercial Code and having considered the Board of Directors' report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves the compensation policy of the directors as presented in the aforementioned report and included in the Company's universal registration document for the financial year ending on 31 December 2022, chapter 3 "Corporate Governance", section 3.2.3.2 "Non-executive corporate officers", subsection A) "Remuneration policy for the directors in respect of fiscal year 2023".

**Twelfth resolution** (*Approval of the compensation policy for the Chairman of the Board of Directors*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to article L. 22-10-8 of the French Commercial Code, having considered the Board of Directors' report on corporate governance referred to in article L.225-37 of the French Commercial Code, approves the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional items composing the total compensation and benefits of any kind attributable to the Chairman of the Board of Directors, as presented in the aforementioned report and included in the Company's universal registration document for the financial year ending on 31 December 2022, chapter 3 "Corporate Governance", section 3.2.3.1 "Executive corporate officers", subsection C) "Principles and criteria governing the determination, allocation and award of the fixed, variable and exceptional components of total remuneration and benefits of any kind that may be owed or awarded for fiscal year 2023 to the Chairman of the Board and the Chief Executive Officer with respect to their office", section "Remuneration policy applying to the Chairman of the Board of Directors (a non-executive corporate officer) for fiscal year 2023".

**Thirteenth resolution** (*Approval of the compensation policy for the Chief Executive Officer*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to article L. 22-10-8 of the French Commercial Code, having considered the Board of Directors' report on corporate governance, approves the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional items composing the total compensation and benefits of any kind attributable to the Chief Executive Officer, as presented in the aforementioned report and included in the Company's universal registration document for the financial year ending on 31 December 2022, chapter 3 "Corporate Governance", section 3.2.3.1 "Executive corporate officers", subsection C) "Principles and criteria governing the determination, allocation and award of the fixed, variable and exceptional components of total remuneration and benefits of any kind that may be owed or awarded for fiscal year 2023 to the Chairman of the Board and the Chief Executive Officer with respect to their office", section "Remuneration policy for the Chief Executive Officer (an executive corporate officer) for the 2023 fiscal year".

**Fourteenth resolution** (*Authorisation to be given to the Board of Directors to trade in the Company's shares, not usable during a public tender offer period*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' report:

1. authorises the Board of Directors, in accordance with articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, European Parliament and Council Regulation No. 596/2014 dated 16 April 2014 on market abuse, Commission Delegated Regulation no. 2016/1052 dated 8 March 2016 and the General Regulation of the French Financial Markets Authority (*Autorité des marchés financiers*), as well as any other provisions of laws and regulations that may become applicable, to purchase, procure the purchase of, retain, or transfer (including by selling, delivering or exchanging) the shares of the Company, on one or more occasions, within the limits of a number of shares representing 10% of the share capital at any time, whereby this percentage applies to a capital figure adjusted according to the transactions impacting it subsequent to this general shareholders' meeting (on the understanding that if shares are redeemed to favour liquidity in accordance with the article L. 22-10-62 of the French Commercial Code, the number of shares taken into account when determining this 10% limit corresponds to the number of shares purchased, minus the number of shares sold during the period of this authorisation) or 5% if shares are acquired to be retained and subsequently delivered for payment or exchange in mergers, demergers, contributions or external growth operations;
2. decides that:
  - the maximum purchase price shall not exceed EUR 15 per share (excluding acquisition costs), it being specified that in the event of transactions affecting share capital or equity, in particular by capitalisation of reserves followed by the allocation of free shares and/or splitting or consolidation of shares, this price shall be adjusted accordingly by the Board of Directors;
  - the maximum amount of funds that the Company may allocate to this buyback programme amounts to EUR 301,892,355 (excluding acquisition costs), which corresponds, for information purposes, as of 31 December 2022, to 20,126,157 shares based on a maximum unit price of EUR 15 (excluding acquisition costs);
  - under no circumstances may acquisitions made by the Company pursuant to this authorisation cause it to hold, directly or indirectly at any time, more than 10% of the total number of shares making up the share capital on any given date;

- delegates to the Board of Directors, in the event of a change in the par value of the share, a capital increase by capitalisation of reserves, an allocation of free shares, a splitting or consolidation of shares, a distribution of reserves or of any other assets, a redemption of capital, or any other transaction affecting shareholders' equity, the power to adjust the aforementioned maximum purchase price in order to take into account the impact of these transactions on share value;
  - the acquisition, transfer, sale, delivery or exchange of these shares may be carried out by any means that are or come to be authorised under the applicable laws and regulations on the date of the relevant transactions, in particular on regulated markets, multilateral trading facilities (MTF), with a systematic or over-the-counter internaliser, including through block trades (without limiting the proportion of the buy-back programme that can be achieved by this means), public tender or exchange offers, by the use of optional mechanisms or by the use of any financial instrument (including derivatives), in all cases, either directly or indirectly such as through an investment services provider, in accordance with the applicable laws and/or regulations on the date of the relevant transactions;
3. decides that the Company's buyback of its own shares shall have the following purposes:
- to honour obligations relating to any stock purchase option plan (or any similar plan), any allocations of free shares plan or other share granting or sales, including under the participation in the fruits of the Company's expansion or the implementation of company savings plans (or similar), to employees and/or corporate officers of the Company and companies or economic interest groups related to it in accordance with the applicable laws and regulations;
  - the delivery of shares upon exercise of attached rights to securities granting immediate or future access by any means, to the share capital of the Company (including by engaging in hedging transactions in respect of the Company's obligations related to these securities);
  - to stimulate the market for the Company's shares under a liquidity contract that complies with market practice accepted by the French Financial Markets Authority (*Autorité des marchés financiers*);
  - to retain shares for subsequent delivery in the course of an exchange, payment, or even for a merger, demerger, contribution, or external growth transaction;
  - to cancel all or part of the redeemed shares;
4. decides that this programme is also aimed at implementing any market practice that is or may come to be authorised by market authorities, and more generally, at completing any other transaction compliant with laws and regulations that are or may come to be applicable. In the latter scenario, the Company will inform its shareholders by press release;
5. grants the Board of Directors all powers in particular for the purpose of deciding on and implementing the transactions described in this authorisation, to precise, if necessary, the terms and determine the conditions, and in particular to place any stock market order, conclude all agreements, draft all documents for information or otherwise, carry out all formalities, including assigning or reassigning the shares acquired for the various purposes, fix the conditions and the terms pursuant to which, if applicable, the rights of the holders of securities, free shares or options will be preserved in accordance with applicable legislative, regulatory or contractual provisions, to make the appropriate declarations to the *Autorité des marchés financiers* and any relevant authority or body and, in general, to do all that is necessary or useful for the implementation of this authorisation;
6. decides that this authorisation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation as from the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
7. authorises the Board of Directors, within the limits previously set by it, to sub-delegate the powers granted to it under this authorisation, in accordance with the applicable laws and regulations;
8. sets the validity period of this authorisation at 18 months as from the date of this general shareholders' meeting and acknowledges that, as of the same date, for the unused portion as at the date of this general shareholders' meeting, this authorisation takes precedence over the authorisation given to the Board of Directors by the general shareholders' meeting dated 17 May 2022 pursuant to its fifteenth resolution.

## II. Resolutions to be submitted to the Extraordinary General Shareholders' meeting:

**Fifteenth resolution** (*Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the share capital of the Company or one of its subsidiaries, with preferential subscription rights for shareholders maintained, not usable during a public tender offer period*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and acting in accordance with articles L. 225-129 *et seq.* of the French Commercial Code, in particular articles L. 225-129-2 and L. 225-132 to L. 225-134 of said Code, as well as articles L. 228-91 *et seq.* of said Code:

1. delegates its authority to the Board of Directors to decide (and if necessary postpone the decision) to increase share capital, on one or more occasions, in France and/or abroad at the time and in the proportion that it deems appropriate, in euros or in any other currency or currency unit established by reference to more than one foreign currency, with preferential subscription rights maintained, through the issue of (i) shares of the Company and/or (ii) securities governed by articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code granting immediate or future access to the share capital of the Company and/or of a company in which the Company directly or indirectly holds at the time of issue more than one half of the share capital (a "**Subsidiary**") (including equity securities entitling their holders to the allocation of debt securities), which may be subscribed in cash, by offsetting against receivables, or in full or in part by incorporating reserves, profits, premiums or other sums whose capitalisation is permitted;
2. decides to set the limits of the amounts of authorised issues as follows in the event of use of this delegation:
  - the cap of the nominal amount of the Company's immediate and/or future share capital increases that may result from all the securities issues undertaken pursuant to this delegation is set at EUR 150 million (i.e., for information purposes, as at 31 December 2022, 96.76% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that this cap is common to all securities issues that may be carried out pursuant to the fifteenth to the twenty-first resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and that consequently the nominal amount of the share capital increases undertaken pursuant to the fifteenth to the twenty-first resolutions may not exceed this cap. To this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital. In the event of a share capital increase by the incorporation of premiums, reserves, profits, or any other sums whose capitalisation is permitted in the form of free share allocations during the validity period of this delegation, the above-mentioned cap will be adjusted by applying a multiplier equal to the ratio between the number of securities comprising the share capital after the transaction and the number of securities prior to the transaction;
  - the cap of the nominal value of debt securities granting immediate or future access to the share capital of the Company or of one of its Subsidiaries, that may be issued pursuant to this delegation is set at EUR 1 billion or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this amount does not include any above-par value redemption premiums, where applicable, (ii) this amount is common to all debt securities whose issue is authorised by the fifteenth to the twenty-first resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and as a result, the nominal value of debt securities issued pursuant to the fifteenth to the twenty-first resolutions may not exceed this cap, and (iii) this amount is independent and separate from the amount of the debt securities whose issue shall be decided or authorised by the Board of Directors in accordance with the provisions of articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
3. decides that the shareholders may exercise, under the conditions provided by law, their full preferential subscription right on an irreducible basis to the shares and securities granting access to the share capital which will be issued pursuant to this delegation;
4. decides that the Board of Directors may establish a subscription right for shareholders to excess shares and securities granting access to capital, which will be exercised in proportion to their subscription rights and up to the limits of their requests. In addition, in accordance with article L. 225-134 of the French Commercial Code, if full subscriptions and, where applicable, excess subscriptions do not absorb the entire



issue, the Board of Directors may, subject to the conditions set out by law and in the order it determines, use one and/or the other of the following powers: (i) limit the issue to the amount of subscriptions received on the condition, in the event of an issue of shares or securities where the primary security is a share, that it amounts to at least three-quarters of the issue decided, (ii) freely distribute all or part of the unsubscribed securities, or (iii) offer to the public all or part of the unsubscribed securities, on the French market or abroad;

5. acknowledges that this delegation automatically entails a waiver by shareholders of their preferential subscription rights to the shares to which the securities issued pursuant to this delegation may entitle their holders either immediately or in the future, in favour of the holders of securities granting access to the share capital;
6. decides that any issuance of Company share subscription warrants that are included in the cap set out in the first section of the second paragraph above can be made by subscription offer, but also by free allocation to the owners of existing shares, it being specified that fractional allocation rights cannot be traded or assigned and that the corresponding securities must be sold with respect to the applicable laws and regulations;
7. decides that the Board of Directors will have full powers to implement this delegation under the conditions set out by law, and in particular:
  - to adopt the dates, conditions, characteristics, amounts, and terms of all issuance processes as well as the securities issued;
  - to determine the class of securities issued and set their issue and subscription price, with or without a premium, the terms of their release, their dividend entitlement date which may be retroactive, or the terms of exercise of the rights attached to the securities issued (where applicable, right of conversion, exchange, repayment, including the delivery of assets such as securities already issued by the Company or a Subsidiary);
  - to decide, if bonds or other debt securities governed by articles L. 228-91 *et seq.* of the French Commercial Code are issued, whether they are subordinated or not (and, where applicable, their rank of subordination), their interest rate (including interest at a fixed rate, variable rate, zero coupon or indexed) and specify, where appropriate, mandatory or optional cases of suspension or non-payment of interest, their duration (limited or indefinite), and whether the nominal value of securities may be reduced or increased along with the other terms for issuance (including the provision of guarantees or security) and amortisation (including repayment by delivery of assets); set the conditions under which these securities will give their holders access to the Company's share capital; provide that the securities may be bought back on the stock market or by way of a public tender offer or exchange offer by the Company, including for the purpose of cancelling them; amend, during the lifetime of the securities in question, the terms and conditions referred to above, in compliance with the applicable formalities;
  - where applicable, to provide for the possibility of suspending the exercise of the rights attached to the securities issued in compliance with the applicable laws and regulations;
  - where appropriate, to set and make any adjustments intended to take into account the impact of transactions on the share capital or equity of the Company, specifically in the event of a change in the nominal value of the share, a share capital increase by incorporation of reserves, profits or premiums, the allotment of free shares, the splitting or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets, redemption of capital, or any other transaction involving the Company's share capital or its equity (including in the event of a public offer and/or a change of control of the Company), and where appropriate, fix the terms pursuant to which the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital shall be preserved (including by way of cash adjustment), in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
  - to deduct all charges from the issue premium(s) up to the limits permitted by law, and in particular those relating to the costs of issuance, and deduct from the issue premiums all necessary amounts to fund the legal reserve;
  - more generally, to acknowledge the completion of the issue(s) of securities granting access to the capital or share capital increases and, as the case may be, make the relevant amendments to the articles of association, as well as undertake all formalities and declarations, enter into all agreements, take all steps with a view to listing the securities thus created and do all that is useful or required for the achievement and completion of these issues;
8. decides that this delegation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this

delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;

9. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;
10. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 18 May 2021 pursuant to its seventeenth resolution.

**Sixteenth resolution** (*Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the share capital of the Company or one of its subsidiaries by way of public offers (other than the public offers set out in article L. 411-2 1° of the French Financial and Monetary Code), with cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with articles L. 225-129 *et seq.* of the French Commercial Code (in particular article L. 225-129-2), articles L. 225-135, L. 22-10-51, L. 22-10-52 and L. 22-10-54 of said Code, as well as articles L. 228-91 *et seq.* of said Code:

1. delegates its authority to the Board of Directors to decide (and if necessary postpone the decision) to issue, on one or more occasions, in France and/or abroad, at the time and in the proportion that it deems appropriate, in euros or in any other currency or currency unit established by reference to more than one foreign currency, by way of public offers (other than the public offers set out in article L. 411-2 1° of the French Monetary and Financial Code), either (i) shares of the Company and/or (ii) securities governed by articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code granting immediate or future access to the share capital of the Company or a Subsidiary (including equity securities entitling their holders to the allocation of debt securities), which may be subscribed in cash, by offsetting against receivables, or in full or in part by incorporating reserves, profits, premiums or other sums whose capitalisation is permitted; it is specified that the instruments referred to in (i) and (ii) above may be issued following the issue by a Subsidiary of securities granting access to the Company's share capital to be issued.
2. decides that the issues of securities made pursuant to this delegation may be linked, as part of a single issue or several issues made simultaneously, to the offers referred to in the seventeenth resolution submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof);
3. decides to set the limits of the amounts of authorised issues as follows in the event of use of this delegation:
  - the cap of the nominal amount of the Company's immediate and/or future share capital increases that may result from all the securities issues undertaken pursuant to this delegation is set at EUR 30 million (i.e., for information purposes, as at 31 December 2022, 19,35% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this cap is common to all securities issues that may be carried out pursuant to the sixteenth to twenty first resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and that consequently the nominal amount of the share capital increases undertaken pursuant to the sixteenth to twenty-first resolutions may not exceed this cap and (ii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 150 million set in the fifteenth resolution. To this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital. In the event of a share capital increase by incorporation of premiums, reserves, profits, or any other sums whose capitalisation is permitted in the form of free share allocations during the validity period of this delegation, the above-mentioned caps will be adjusted by applying a multiplier equal to the ratio between the number of securities comprising the share capital after the transaction and the number of securities prior to the transaction;
  - the cap of the nominal value of debt securities granting immediate or future access to the share capital of the Company or of one of its Subsidiaries that may be issued pursuant to this delegation is set at EUR 300 million or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this amount does not

include any above-par value redemption premiums, where applicable, (ii) this amount is common to all debt securities whose issue is authorised by the sixteenth to twenty-first resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and as a result, the nominal value of debt securities issued pursuant to the sixteenth to twenty-first resolutions may not exceed this cap, (iii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 1 billion set at the fifteenth resolution, and (iv) this amount is independent and separate from the amount of the debt securities whose issue shall be decided or authorised by the Board of Directors in accordance with the provisions of articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

4. decides to cancel the preferential subscription right for shareholders to the shares and securities granting access to share capital which will be issued pursuant to this delegation;
5. decides to grant the Board of Directors the power to create a priority subscription period benefitting shareholders for all or part of an issue, to be exercised in keeping with terms and conditions to be determined in accordance with applicable laws and regulations; this priority does not give rise to the creation of negotiable rights, it must be exercised in proportion to the number of shares owned by each shareholder, and it may be supplemented by an excess subscription, it being understood that any unsubscribed securities will be offered to the public in France and/or abroad;
6. decides that if subscriptions, including, if any, the shareholders' subscriptions, do not absorb the entire issue, the Board of Directors may (i) limit the issue to the amount of subscriptions received, on the condition, in the event of an issue of shares or securities where the primary security is a share, that it amounts to at least three-quarters of the issue decided, and/or (ii) freely allocate all or part of the unsubscribed securities;
7. acknowledges that this delegation automatically entails a waiver by shareholders of their preferential subscription rights to the shares or securities to which the securities issued pursuant to this delegation may entitle their holders, either immediately or in the future, in favour of the holders of securities granting access to the share capital (including where shares or securities related to securities granting access to the Company's share capital are issued by a Subsidiary pursuant to article L. 228-93 of the French Commercial Code);
8. decides, in accordance with laws and regulations:
  - the issue price of the shares will be at least equal to the minimum amount provided by the laws and regulations applicable on the day when the shares are issued after correction, if necessary, of this amount to take account of the difference in the dividend entitlement date (for information, as at today, a price at least equal to the weighted average share price during the last three trading days on the Euronext Paris regulated market prior to the beginning of the public offering, potentially less the maximum discount of 10%);
  - the issue price of the securities granting immediate or future access to the share capital, issued by virtue of the present resolution, will be such that the amount immediately collected by the Company – plus any amount that may subsequently be collected by the Company – is, for each share issued as a result of the issue of these securities, at least equal to the issue price referred to in the previous paragraph, after correction of this amount, where required, to take into account the difference in the dividend entitlement date;
9. decides that the Board of Directors will have full powers to implement this delegation under the conditions set out by law, and in particular:
  - to adopt the dates, conditions, characteristics, amounts, and terms of all issuance processes as well as the securities issued;
  - to determine the class of securities issued and set their subscription price, with or without a premium, the terms of their release, their dividend entitlement date which may be retroactive or the terms of exercise of the rights attached to the securities issued (where applicable, right of conversion, exchange, repayment, including the delivery of Company assets such as securities already issued by the Company or a Subsidiary);
  - to decide, if bonds or other debt securities governed by articles L. 228-91 *et seq.* of the French Commercial Code are issued, whether they are subordinated or not (and, where applicable, their rank of subordination); their interest rate (including interest at a fixed rate, variable rate, zero coupon or indexed) and specify, where appropriate, mandatory or optional cases of suspension or non-payment of interest, their duration (limited or indefinite), and whether the nominal value of securities may be reduced or increased along with the other terms for issuance (including the provision of guarantees or security) and amortisation (including repayment by delivery of assets of the Company); set the conditions under which these securities will give their holders access to the

Company's share capital; provide that the securities may be bought back on the stock market or by way of a public tender offer or exchange offer by the Company, including for the purpose of cancelling them; amend, during the lifetime of the securities in question, the terms and conditions referred to above, in compliance with the applicable formalities;

- where applicable, to provide for the possibility of suspending the exercise of the rights attached to the securities issued in compliance with the applicable laws and regulations;
  - where appropriate, to set and make any adjustments intended to take into account the impact of transactions on the share capital or equity of the Company, specifically in the event of a change in the nominal value of the share, a share capital increase by incorporation of reserves, profits or premiums, the allotment of free shares, the splitting or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets, redemption of capital, or any other transaction involving the Company's share capital or its equity (including in the event of a public offer and/or a change of control of the Company), and where appropriate, fix the terms pursuant to which the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital shall be preserved (including by way of cash adjustment), in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
  - to deduct all charges from the issue premium(s) up to the limits permitted by law, and in particular those relating to the costs of issuance, and deduct from the issue premiums all necessary amounts to fund the legal reserve;
  - more generally, to acknowledge the completion of the issue(s) of securities granting access to the capital or share capital increases and make the relevant amendments to the articles of association, as well as undertake all formalities and declarations, enter into all agreements, take all steps with a view to listing the securities thus created and do all that is useful or required for the achievement and completion of these issues;
10. decides that this delegation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
  11. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;
  12. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 18 May 2021 pursuant to its eighteenth resolution.

**Seventeenth resolution** (*Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the share capital of the Company or one of its subsidiaries by way of public offers set out in article L. 411-2, 1° of the French Monetary and Financial Code, with cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with articles L. 225-129 *et seq.* of the French Commercial Code, in particular articles L. 225-129-2, L. 225-136 and L. 22-10-52 of said Code, as well as articles L. 228-91 *et seq.* of said Code:

1. delegates its authority to the Board of Directors to decide (and if necessary postpone the decision) to issue, on one or more occasions, in France and/or abroad, at the time and in the proportion that it deems appropriate, in euros or in any other currency or currency unit established by reference to more than one foreign currency, by way of the public offers referenced at paragraph 1 of article L.411-2 of the French Monetary and Financial Code and aimed exclusively at a limited set of investors acting on their own behalf or qualified investors, with cancellation of the shareholders' preferential subscription rights, either (i) shares of the Company and/or (ii) securities governed by articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code granting immediate or future access to the share capital of the Company or a Subsidiary (including equity securities entitling their holders to the allocation of debt securities), which may be subscribed in cash, by offsetting against receivables, or in full or in part by incorporating reserves, profits, premiums or other sums whose capitalisation is permitted; it is specified that the instruments referred to in (i) and (ii) above may be issued following the issue by a Subsidiary of securities granting access to the Company's share capital to be issued;

2. decides that the issues of securities made pursuant to this delegation may be linked, as part of the same issue or several issues made simultaneously, to offers made pursuant to the sixteenth resolution submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof);
3. decides to set the limits of the amounts of authorised issues as follows in the event of use of this delegation:
  - the cap of the nominal amount of the Company's immediate and/or future share capital increases that may result from all the securities issues undertaken pursuant to this delegation is set at EUR 30 million (i.e., for information purposes, as at 31 December 2022, 19,35% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this cap is common to all securities issues that may be carried out pursuant to the sixteenth to twenty-first resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and that consequently the nominal amount of the share capital increases undertaken pursuant to the sixteenth to twenty-first resolutions may not exceed this cap and (ii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 150 million set in the fifteenth resolution. To this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital. In the event of a share capital increase by the incorporation of premiums, reserves, profits, or any other sums whose capitalisation is permitted in the form of free share allocations during the validity period of this delegation, the above-mentioned caps will be adjusted by applying a multiplier equal to the ratio between the number of securities comprising the share capital after the transaction and the number of securities prior to the transaction;
  - in any event, the nominal amount of the capital increases carried out pursuant to this delegation may not exceed the limits set out in any law, regulation or, as the case may be, contractual provision applicable on the day of issue (for information, as at today, the issue of equity securities carried out by an offer referred to in article L.411-2, 1° of the French Monetary and Financial Code is limited to 20% of the share capital per year, with this capital being valued on the day of the Board of Directors' decision to use this delegation);
  - the cap of the nominal value of debt securities granting immediate or future access to the share capital of the Company or of one of its Subsidiaries that may be issued pursuant to this delegation is set at EUR 300 million or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this amount does not include any above-par value redemption premiums, where applicable, (ii) this amount is common to all debt securities whose issue is authorised by the sixteenth to twenty-first resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and as a result, the nominal value of debt securities issued pursuant to the sixteenth to twenty-first resolutions may not exceed this cap, (iii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 1 billion set at the fifteenth resolution, and (iv) this amount is independent and separate from the amount of the debt securities whose issue shall be decided or authorised by the Board of Directors in accordance with the provisions of articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
4. decides to cancel the preferential subscription right for shareholders to the shares and securities granting access to the share capital which will be issued pursuant to this delegation;
5. decides that if subscriptions, including, if any, the shareholders' subscriptions, do not absorb the entire issue, the Board of Directors may (i) limit the issue to the amount of subscriptions received, on the condition, in the event of an issue of shares or securities where the primary security is a share, that it amounts to at least three-quarters of the issue decided, and/or (ii) freely distribute all or part of the unsubscribed securities;
6. acknowledges that this delegation automatically entails a waiver by shareholders of their preferential subscription rights to the shares or securities to which the securities issued pursuant to this delegation may entitle their holders either immediately or in the future, in favour of the holders of securities granting access to the share capital (including where shares or securities related to securities granting access to the Company's share capital are issued by a Subsidiary pursuant to article L. 228-93 of the French Commercial Code);
7. decides in accordance with applicable laws, that:
  - the issue price of the shares will be at least equal to the minimum amount provided by the laws and regulations applicable on the day when the shares are issued after correction, if necessary, of this

amount to take account of the difference in the dividend entitlement date (for information, as at today, a price at least equal to the weighted average share price during the last three trading days on the Euronext Paris regulated market prior to the beginning of the public offering, potentially less the maximum discount of 10%);

- the issue price of the securities granting access to capital issued in virtue of the present resolution will be such that the amount immediately collected by the Company – plus any amount that may subsequently be collected by the Company – is, for each security issued as a result of the issue of these securities, at least equal to the issue price referred to in the previous paragraph, after correction of this amount, where required, to take into account the difference in the dividend entitlement date;
8. decides that the Board of Directors will have full powers to implement this delegation under the conditions set out by law, and in particular:
- to adopt the dates, conditions, characteristics, amounts and terms of all issuances processes as well as the securities issued;
  - to determine the class of securities issued and set their subscription price, with or without a premium, the terms of their release, their dividend entitlement date which may be retroactive or the terms of exercise of the rights attached to the securities issued (where applicable, right of conversion, exchange, repayment, including the delivery of Company assets such as securities already issued by the Company or a Subsidiary);
  - to decide, if bonds or other debt securities governed by articles L. 228-91 *et seq.* of the French Commercial Code are issued, whether they are subordinated or not (and, where applicable, their rank of subordination), their interest rate (including interest at a fixed rate, variable rate, zero coupon or indexed) and specify, where appropriate, mandatory or optional cases of suspension or non-payment of interest, their duration (limited or indefinite), and whether the nominal value of securities may be reduced or increased along with the other terms for issuance (including the provision of guarantees or security) and amortisation (including repayment by delivery of assets of the Company); set the conditions under which these securities will give their holders access to the Company's share capital; provide that the securities may be bought back on the stock market or by way of a public tender offer or exchange offer by the Company, including for the purpose of cancelling them; amend, during the lifetime of the securities in question, the terms and conditions referred to above, in compliance with the applicable formalities;
  - where applicable, to provide for the possibility of suspending the exercise of the rights attached to the securities issued in compliance with the applicable laws and regulations;
  - where appropriate, to set and make any adjustments intended to take into account the impact of transactions on the share capital or equity of the Company, specifically in the event of a change in the nominal value of the share, a share capital increase by incorporation of reserves, profits or premiums, the allotment of free shares, the splitting or consolidation of securities, the distribution of dividends, reserves, premiums any other assets, redemption of capital, or any other transaction involving the Company's share capital or its equity (including in the event of a public offer and/or a change of control of the Company), and where appropriate, fix the terms pursuant to which the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital shall be preserved (including by way of cash adjustment), in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
  - to deduct all charges from the issue premium(s) up to the limits permitted by law, and in particular those relating to the costs of issuance, and deduct from the issue premiums all necessary amounts to fund the legal reserve;
  - more generally, to acknowledge the completion of the issue(s) of securities granting access to the capital or share capital increases and make the relevant amendments to the articles of association, as well as undertake all formalities and declarations, enter into all agreements, take all steps with a view to listing the securities thus created and do all that is useful or required for the achievement and completion of these issues;
9. decides that this delegation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
10. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;

11. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 18 May 2021 pursuant to its nineteenth resolution.

**Eighteenth resolution** *(Authorisation to be given to the Board of Directors to set the issue price in accordance with the terms and conditions determined by the general shareholders' meeting, in the event of the issue of shares and/or securities granting immediate or future access to the share capital, with cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with the laws and regulations in force and in particular those of article L. 22-10-52 paragraph 2 of the French Commercial Code:

1. authorises the Board of Directors to deviate – for each issue of securities decided pursuant to the sixteenth and seventeenth resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof), and subject to (i) the adoption of these resolutions by this general shareholders' meeting and (ii) compliance with the cap(s) provided for in the resolution pursuant to which the issue is decided – from the price-setting conditions set out in the above-mentioned resolutions, within the limits of 10% of the Company's share capital per 12-month period (where this percentage of 10% of the Company's share capital is assessed on the date of the Board of Directors' decision to issue the securities under the sixteenth and seventeenth resolutions), and to set the issue price as follows:
  - the issue price of the shares will be at least equal to the closing price of the Company's share on the Euronext Paris regulated market during the last trading session prior to its setting, after correction of this amount, where required, to take into account of the difference in the dividend entitlement date, potentially less a maximum discount of 10% (provided that the subscription amount for each share is at least equal to the nominal value);
  - the issue price of the securities granting immediate or future access to the share capital of the Company or of one of its Subsidiaries will be such that the amount immediately collected by the Company – plus any amount that may subsequently be collected by the Company – is, for each capital securities issued as a result of the issue of these securities, at least equal to the issue price referred to in the previous paragraph, after correction of this amount, where required, to take into account the difference in the dividend entitlement date;
2. decides that the nominal amount of the Company's share capital increases resulting from issues made pursuant to this authorisation shall be deducted from the cap for share capital increases set out in the resolution pursuant to which the issue is decided;
3. decides that the nominal value of debt securities granting immediate or future access to the Company's share capital and resulting from issues made pursuant to this authorisation shall be deducted from the cap for debt securities granting immediate or future access to the Company's share capital set out in the resolution pursuant to which the issue is decided;
4. decides that this authorisation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
5. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this authorisation, in accordance with the applicable laws and regulations;
6. sets the validity period of this authorisation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this authorisation takes precedence over the authorisation given by the general shareholders' meeting dated 18 May 2021 pursuant to its twentieth resolution.

**Nineteenth resolution** *(Authorisation to be given to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase with or without cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with the laws and regulations in force and in particular those of articles L. 225-135-1 and R. 225-118 of the French Commercial Code:

1. authorises the Board of Directors to decide (and if necessary postpone the decision), for each issue of securities decided pursuant to the fifteenth to seventeenth resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof), to increase the number of securities to be issued, within the timeframes and limits provided for by the laws and regulations applicable on the day of the issue (for information, on the day of this general shareholders' meeting, within thirty (30) days of closing of the subscription, up to the limit of 15% of the initial issue and at the same price);
2. decides that the nominal amount of the Company's share capital increases resulting from issues made pursuant to this authorisation shall be deducted from the cap for share capital increases set out in the resolution pursuant to which the issue is decided;
3. decides that the nominal value of debt securities granting immediate or future access to the Company's share capital and resulting from issues made pursuant to this authorisation shall be deducted from the cap for debt securities granting immediate or future access to the Company's share capital set out in the resolution pursuant to which the issue is decided;
4. decides that this authorisation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities, until the end of the offer period;
5. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this authorisation, in accordance with the applicable laws and regulations;
6. sets the validity period of this authorisation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this authorisation takes precedence over the authorisation given by the general shareholders' meeting dated 18 May 2021 pursuant to its twenty-first resolution.

**Twentieth resolution** (*Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the Company's share capital in the event of a public exchange offer initiated by the Company, without preferential subscription rights for shareholders, not usable during a public tender offer period*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with articles L. 225-129 *et seq.* of the French Commercial Code (in particular article L. 225-129-2), articles L. 225-135, L. 22-10-51, L. 22-10-52 and L. 22-10-54, as well as articles L. 228-91 *et seq.* of said Code:

1. delegates its authority to the Board of Directors to decide (and if necessary postpone the decision) to issue, on one or more occasions, at any time and in any proportion that it deems appropriate, either (i) shares of the Company and/or (ii) securities governed by article L. 228-92 paragraph 1 of the French Commercial Code granting immediate or future access to the Company's share capital (including equity securities entitling their holders to the allocation of debt securities), in consideration for securities tendered to a public exchange offer initiated by the Company in France or abroad under local rules, said offer being for the securities of a company whose shares are listed on a market referred to in article L 22-10-54 of the French Commercial Code (including Company securities);
2. decides to set the limits of the amounts of authorised issues as follows in the event of use of this delegation:
  - the cap of the nominal amount of the Company's immediate and/or future share capital increases that may result from all the security issues undertaken pursuant to this delegation is set at EUR 30 million (i.e., for information purposes, as at 31 December 2022, 19,35% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this cap is common to all securities issues that may be carried-out pursuant to the sixteenth to twenty-first resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and that consequently the nominal amount of the share capital increases undertaken pursuant to the sixteenth to twenty-first resolutions may not exceed this cap and (ii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 150 million set in the fifteenth resolution. To this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital. In the event of a share capital increase by the incorporation of premiums, reserves, profits, or any other sums whose capitalisation is permitted in the form of free share allocations during the validity period of this delegation, the above-



- mentioned caps will be adjusted by applying a multiplier equal to the ratio between the number of securities comprising the share capital after the transaction and the number of securities prior to the transaction;
- the cap of the nominal value of debt securities granting immediate or future access to the share capital of the Company that may be issued pursuant to this delegation is set at EUR 300 million or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this amount does not include any above-par value redemption premiums, where applicable, (ii) this amount is common to all debt securities whose issue is authorized by the sixteenth to twenty-first resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and as a result, the nominal value of debt securities issued pursuant to the sixteenth to twenty-first resolutions may not exceed this cap, (iii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 1 billion set at the fifteenth resolution, and (iv) this amount is independent and separate from the amount of the debt securities whose issue shall be decided or authorised by the Board of Directors in accordance with the provisions of articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
3. acknowledges that this delegation automatically entails a waiver by shareholders of their preferential subscription rights to the shares or securities to which the securities issued pursuant to this delegation may entitle their holders either immediately or in the future, in favour of the holders of securities granting access to the share capital;
  4. decides that the Board of Directors will have full powers to implement this delegation under the conditions set out by law, and in particular:
    - for the issue of shares and/or securities granting access to share capital to remunerate securities contributed to a public exchange offer, to fix the list of securities contributed to the exchange; to set the conditions of the issue, the exchange ratio and, where applicable, the amount of the cash payment due; to determine the terms and conditions of the issue as regards (though this list is not exhaustive) a public exchange offer, an alternative offer to purchase or exchange, or a single offer proposing the purchase or exchange of securities against a settlement in securities and cash; a primary public tender offer or a public exchange offer paired with a subsidiary public exchange or tender offer; or a public exchange offer made in France or abroad according to local rules (for example a "reverse merger" of the Anglo-Saxon type) on securities that meet the conditions set out in article L. 22-10-54 of the French Commercial Code, or any other form of public offer that complies with the applicable laws and regulations to said public offer;
    - to determine the dates and issue conditions, in particular the price and dividend entitlement date, which may be retroactive, of the new shares, or any securities granting immediate or future access to share capital, within the limits permitted by the applicable laws and regulations;
    - where applicable, to provide for the possibility of suspending the exercise of the rights attached to the securities issued in compliance with applicable laws or regulations;
    - where appropriate, to set and make any adjustments intended to take into account the impact of transactions on the share capital or equity of the Company, specifically in the event of a change in the nominal value of the share, a share capital increase by incorporation of reserves, profits or premiums, the allotment of free shares, the splitting or consolidation of securities, the distribution of dividends, reserves or premiums or any other Company assets, redemption of capital, or any other transaction involving the Company's share capital or its equity (including in the event of a public offer and/or a change of control of the Company), and where appropriate, fix the terms pursuant to which the rights of the holders of securities granting access to share capital or other rights granting access to share capital shall be preserved (including by way of cash adjustment) in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
    - to make an entry on the liabilities side of the balance sheet for a "contribution premium", covering the rights of all shareholders, and amounting to the difference between the issue price of the new shares and their nominal value;
    - if deemed appropriate, to deduct from said "contribution premium" all or part of the costs and fees incurred by the authorised transaction;
    - more generally, to acknowledge the completion of the issue(s) of securities granting access to the capital or share capital increases and make the relevant amendments to the articles of association, as well as undertake all formalities and declarations, request any authorisations necessary to complete the contributions, enter into all agreements, take all steps with a view to listing the securities thus created and do all that is useful or required for the achievement and completion of these issues;

5. decides that this delegation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
6. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;
7. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 18 May 2021 pursuant to its twenty-second resolution.

**Twenty-first resolution** (*Delegation of powers to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the Company's share capital in order to remunerate contributions in kind made to the Company, without preferential subscription rights for shareholders, not usable during a public tender offer period*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with the legislative provisions in force and in particular those of articles L. 225-129, L. 225-129-2, L. 225-147, L. 22-10-53 and articles L. 228-91 *et seq.* of the French Commercial Code:

1. delegates its powers to the Board of Directors to issue, on one or more occasions, in France and/or abroad at the time and in the proportion that it deems appropriate, (i) shares of the Company and/or (ii) securities governed by article L. 228-92 paragraph 1 of the French Commercial Code granting immediate and/or future access to the share capital of the Company (including equity securities entitling their holders to the allocation of debt securities), in order to remunerate contributions in kind granted to the Company and consisting in equity shares and/or securities granting access to share capital, when the provisions of article L. 22-10-54 of the French Commercial Code do not apply;
2. decides to set the limits of the amounts of authorised issues as follows in the event of use of this delegation of powers by the Board of Directors:
  - the cap of the nominal amount of the Company's immediate or future share capital increases that may result from all the securities issues undertaken pursuant to this delegation is set at EUR 30 million (i.e., for information purposes, as at 31 December 2022, 19.35% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this cap is common to all securities issues that may be carried out pursuant to the sixteenth to twenty-first resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and that consequently the nominal amount of the share capital increases undertaken pursuant to the sixteenth to twenty-first resolutions may not exceed this cap and (ii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 150 million set in the fifteenth resolution. To this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital. In the event of a share capital increase by the incorporation of premiums, reserves, profits, or any other sums whose capitalisation is permitted in the form of free share allocations during the validity period of this delegation, the above-mentioned caps will be adjusted by applying a multiplier equal to the ratio between the number of securities comprising the share capital after the transaction and the number of securities prior to the transaction;
  - in any event, the nominal amount of the Company's immediate or future capital increases carried out pursuant to this delegation may not exceed the limits set out in any law applicable on the day of issue (for information, on the day of this general meeting, the issue of equity securities carried out to remunerate contributions in kind offered to the Company is limited to 10% of the share capital, with this capital being valued on the date of the issue);
  - the cap of the nominal value of debt securities granting immediate or future access to the share capital of the Company that may be issued pursuant to this delegation is set at EUR 300 million or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this amount does not include any above-par value redemption premiums, where applicable, (ii) this amount is common to all debt securities whose issue is authorised by the sixteenth to twenty-first resolutions submitted to this general shareholders'

meeting (or any similar resolution that may replace it during the validity thereof) and as a result, the nominal value of debt securities issued pursuant to the sixteenth to twenty-first resolutions may not exceed this cap, (iii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 1 billion set at the fifteenth resolution, and (iv) this amount is independent and separate from the amount of the debt securities whose issue shall be decided or authorised by the Board of Directors in accordance with the provisions of articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

3. acknowledges that, in accordance with the law, the shareholders will not have preferential subscription rights to the securities issued under this delegation, as the latter are intended to remunerate contributions in kind;
4. acknowledges that this delegation automatically entails a waiver by shareholders of their preferential subscription rights to the shares or securities to which the securities issued pursuant to this delegation may entitle their holders either immediately or in the future, in favour of the holders of securities granting access to the share capital;
5. decides that the Board of Directors will have full powers to implement this delegation under the conditions set out by law, and in particular:
  - to determine the list of contributed shares and/or securities;
  - to rule on the Contribution Auditors' report on the valuation of contributions and the granting of special benefits;
  - should the contributors give their consent, to reduce the valuation of contributions or remuneration of the special benefits;
  - to determine the dates, conditions, and terms of the issue, in particular the price and dividend entitlement date of the new shares (including retroactive) or, if applicable, any securities granting access to share capital, as well as their characteristics and, if applicable, the amount of the cash payment due, within the limits permitted by the applicable laws and regulations;
  - where applicable, to provide for the possibility of suspending the exercise of the rights attached to the securities issued in compliance with the applicable laws and regulations;
  - where appropriate, to set and make any adjustments intended to take into account the impact of transactions on the share capital or equity of the Company, specifically in the event of a change in the nominal value of the share, a share capital increase by incorporation of reserves, profits or premiums, the allotment of free shares, the splitting or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets of the Company, redemption of capital, or any other transaction involving the Company's share capital or its equity (including in the event of a public offer and/or a change of control of the Company), and where appropriate, fix the terms pursuant to which the rights of the holders of securities granting access to share capital or other rights granting access to share capital shall be preserved (including by way of cash adjustment), in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
  - if deemed appropriate, to deduct from the "contribution premium" all or part of the costs and fees incurred by the authorised transaction;
  - more generally, to acknowledge the completion of the issue(s) of securities granting access to the share capital or share capital increases and make the relevant amendments to the articles of association, as well as undertake all formalities and declarations, request any authorisations necessary to complete these contributions, enter into all agreements, take all steps with a view to listing the securities thus created and do all that is useful or required for the achievement and completion of these issues.
6. decides that this delegation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
7. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;
8. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 18 May 2021 pursuant to its twenty-third resolution.

**Twenty-second resolution** (*Delegation of authority to be given to the Board of Directors in order to increase the share capital of the Company by the incorporation of reserves, profits, premiums, or other amounts whose capitalisation is permitted, not usable during a public tender offer period*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with the legislative provisions in force and in particular those of articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates its authority to the Board of Directors to decide (and if necessary postpone the decision) on an increase in the share capital, on one or more occasions, at the time, in the proportion, and according to the terms it determines, by the successive or simultaneous incorporation of reserves, profits, premiums or other sums whose capitalisation is permitted by law and under the Company's articles of association, followed by the allocation of free shares or an increase in the nominal value of existing shares, or a combination of both of these arrangements;
2. decides, in the event of the allocation of free shares, that fractional rights cannot be traded or assigned and that the corresponding shares will be sold; the proceeds from the sale will be allocated to the beneficiaries under the conditions provided for by applicable laws and regulations;
3. decides that the cap of the nominal amount of the Company's share capital increases that may be made pursuant to this delegation may not exceed EUR 100 million (i.e., for information purposes, as at 31 December 2022, 64.5% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) to this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to share capital or other rights granting access to share capital and (ii) this cap is autonomous, separate and independent from the caps set in the other resolutions submitted to this general shareholders' meeting;
4. decides that the Board of Directors will have full powers to implement this delegation, and in particular:
  - to set the amount and type of amounts to be capitalised, set the number of new shares to be issued and/or the amount by which the nominal value of existing shares will be increased, decide on the vesting date, which may be retroactive, of the new shares or the date on which the rise in nominal value will take effect;
  - to decide, where applicable and under the conditions provided for by applicable laws and regulations, whether or not to cancel the ability to trade or assign the allotment rights giving rise to the securities' sale mentioned in paragraph 2 of this delegation;
  - to decide, if necessary and where applicable, that the free shares allotted under this delegation on the basis of existing shares bearing double voting rights will benefit from such right immediately upon the issue of the new shares;
  - to carry out any adjustments in order to account for the transaction's impact on the share capital or equity of the Company, and fix the terms pursuant to which, where appropriate, the rights of the holders of securities granting access to share capital or other rights granting access to share capital shall be preserved (including by way of cash adjustment), in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
  - if deemed appropriate, to deduct from all reserves or premiums, all or part of the costs and fees incurred by the authorised transaction and to deduct from the issue premiums all necessary amounts to fund the legal reserve;
  - more generally, to acknowledge the completion of the resulting capital increase(s) and make the relevant amendments to the articles of association, take any measures and decisions and complete any formalities to facilitate the issuance, listing, and financial servicing of the securities issued, take all useful measures and conclude all agreements to achieve the successful completion of the authorised transaction;
5. decides that this delegation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
6. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;
7. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders'

meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 18 May 2021 pursuant to its twenty-fourth resolution.

**Twenty-third resolution** *(Authorisation to be given to the Board of Directors for the purpose of granting free existing shares or free shares to be issued in favour of employees and/or corporate officers of the Company and its subsidiaries, entailing that shareholders waive their preferential subscription rights by operation of law)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with the laws and regulations in force and in particular those of articles L. 225-197-1 *et seq.* and L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

1. authorises the Board of Directors to grant free shares of the Company, on one or more occasions, at any time and in any proportion that it deems appropriate and under the conditions it determines, within the limits set out in this authorisation, whether such shares already exist or will be issued, in favour of employees or certain categories thereof which it will determine, and eligible executive corporate officers of the Company or of related companies or entities within the meaning of Article L. 225-197-2 of the French Commercial Code;
2. decides that the total number of free shares granted pursuant this authorisation may not represent more than 3% of the share capital of the Company on the date of the granting decision made by the Board of Directors, on the understanding that (i) this cap is set autonomously, separately and independently of the caps set in the resolutions adopted by the general shareholders' meeting and (ii) to this cap will be added the nominal value of any Company's shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital. Furthermore, the shares granted pursuant to this authorisation may, under the conditions provided for by the applicable laws, be allocated in favour of the executive corporate officers of the Company if this is done subject to performance conditions, and if said allocations do not exceed 0.90% of the share capital of the Company on the date of the granting decision made by the Board of Directors (subject to any adjustments set out above), it being specified that this sub-cap of 0.90% of the share capital of the Company will be deducted from the above-mentioned overall cap of 3% of the share capital of the Company;
3. decides that the allocation of these shares to their beneficiaries will become final after a minimum vesting period of one (1) year, on the understanding that the minimum retention period may not be less than one (1) year as of the final allocation of such shares. However, the general shareholders' meeting authorises the Board of Directors, insofar as the allocation vesting period is at least of two (2) years, not to impose a retention period for the shares in question. In any event, it is recalled that the Board of Directors may provide vesting and retention periods that are longer than the minimum periods set out above. In addition, the allocation will be final in advance, and the shares may be freely sold in the event of the beneficiary's death or disability corresponding in France to a second or third class disability pursuant to article L. 341-4 of the French Social Security Code; under the conditions set out by the Board of Directors, the allocation may become final in advance and the shares may be transferred without restriction in the event of a retirement at the legal retirement age;
4. in the event of the allocation of free shares to be issued, authorises the Board of Directors to carry out one or more share capital increases by incorporation of reserves, profits, premiums or other amounts whose capitalisation is permitted in favour of the beneficiaries of said shares, with this authorisation automatically implying a corresponding waiver by the shareholders of their preferential subscription rights to those shares and to the portion of capitalised reserves, profits and premiums or other sums whose capitalisation is permitted, thus incorporated;
5. decides that existing shares that may be granted pursuant to this authorisation must be acquired by the Company pursuant to article L. 22-10-61 of the French Commercial Code and/or as part of a share buyback programme implemented under the conditions set out in article L. 22-10-62 of the French Commercial Code;
6. grants full powers to the Board of Directors, within the limits set out above, to implement this authorisation under the conditions set out by law, and in particular:
  - to determine the identity of the beneficiaries, the number of shares allocated to each of them, the methods of allocating the shares, and in particular the vesting and retention periods of the free shares then allocated;
  - to fix, within the conditions and limits provided for by law, the dates on which the allocations of free shares will be made;

- to fix, if appropriate, the criteria for the final allocation of the shares, particularly the conditions of presence and/or performance criteria;
  - to make the determination with respect to corporate officers in accordance with the last paragraph of II of article L. 225-197-1 and L. 22-10-59 of the French Commercial Code;
  - to set the dividend entitlement date for new shares issued pursuant this authorisation;
  - to provide for the option of temporarily suspending allocation rights;
  - to acknowledge the final grant dates and the dates from which the shares may be freely sold, taking into account legal restrictions;
  - to determine the conditions under which the number of shares granted will be adjusted to preserve the rights of the beneficiaries in the event of any financial transactions involving the Company, and make such adjustments, it being specified that the shares granted pursuant to these adjustments will be deemed to be granted on the same day as those shares initially granted;
  - to determine whether the free shares are existing shares or future shares to be issued and, in the event that new shares are issued, increase the share capital by incorporation of reserves, profits, premiums or other amounts whose capitalisation is permitted, determine the nature and amounts of the sums to be incorporated into the share capital for the purpose of paying-up said shares, acknowledge the completion of the share capital increase(s), amend the articles of association accordingly;
  - more generally, to take all steps to ensure the listing of new shares, enter into all agreements, draft all documents, undertake all formalities and make all declarations with the appropriate bodies and do all that is otherwise necessary;
7. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this authorisation, in accordance with the applicable laws and regulations;
  8. decides that each year, the Board of Directors will notify the general shareholders' meeting of the allocations made in connection with this authorisation in accordance with article L. 225-197-4 of the French Commercial Code;
  9. sets the validity period of this authorisation at 38 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this authorisation takes precedence over the authorisation given by the general shareholders' meeting dated 17 May 2022 pursuant to its sixteenth resolution.

**Twenty-fourth resolution** (*Delegation of authority to be given to the Board of Directors to issue shares and/or securities granting immediate or future access to the share capital of the Company, reserved for participants in the Company savings plan, with cancellation of the preferential subscription rights of shareholders*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with applicable laws and regulations and in particular those of articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 *et seq.* of the French Commercial Code and articles L. 3332-18 *et seq.* of the French Labour Code:

1. delegates its authority to the Board of Directors to decide (and if necessary postpone the decision), on one or more occasions, at the times and in the proportion that it deems appropriate, on the terms it determines, issuing (i) shares of the Company and/or (ii) securities governed by article L. 228-92, paragraph 1 of the French Commercial Code granting immediate or future access to the Company's share capital, reserved for members of an employee savings plan set up within the Company or at any related French or foreign companies within the meaning of articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labour Code (or a similar plan);
2. decides that the cap of the nominal amount of the Company's immediate and/or future share capital increases that may result from all the securities issues undertaken pursuant to this delegation is set at EUR 1 million (i.e., for information purposes, as at 31 December 2022, 0.65% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) to this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital and (ii) the cap is autonomous, separate and independent from the caps set in the other resolutions submitted to this general shareholders' meeting. In the event of a share capital increase by the incorporation of premiums, reserves, profits, or any other sums whose capitalisation is permitted, in the form of free share allocations during the

validity period of this delegation, the above-mentioned cap will be adjusted by applying a multiplier equal to the ratio between the number of securities comprising the share capital after the transaction and the number of securities prior to the transaction;

3. decides to waive, in favour of the relevant beneficiaries, the preferential subscription rights of the shareholders to shares and securities granting access to the Company's share capital to be issued pursuant to this delegation; said shareholders also waiving, in the event of a free allocation of shares or securities giving access to the capital, to any right to said shares or securities giving access to the capital, including to the reserves, profits, premiums or other sums the capitalisation of which may be permitted incorporated into the share capital, by reason of the free allocation of the said securities made on the basis of this resolution;
4. acknowledges that this delegation automatically entails a waiver by shareholders of their preferential subscription rights to the shares and to the securities to which the securities issued pursuant to this delegation may entitle their holders, either immediately and/or in the future, in favour of the holders of securities granting access to the share capital;
5. decides that the subscription price of the new shares or securities granting access to the share capital will be determined pursuant to the conditions set out in articles L. 3332-18 *et seq.* of the French Labour Code and will be at least equal to 70% of the Reference Price (as defined below) or 60% of the Reference Price if permitted by law when the lock-up period provided under the plan pursuant to articles L. 3332-25 and L. 3332-26 of the French Labour Code is greater than or equal to ten years; for the purposes of this paragraph, the Reference Price designates the weighted average share price of the Company on the Euronext Paris regulated market over the twenty trading days prior to the date of the decision setting the subscription opening date for members of a company or group savings plan (or similar plan); however, the general shareholders' meeting expressly authorises the Board of Directors to reduce or cancel the aforementioned discount if the Board of Directors deems it appropriate to do so, within the legislative and regulatory provisions limits, in order to specifically take into account the legal, accounting, tax and social regimes applicable locally;
6. decides that if the subscriptions have not absorbed an issue of securities in full, then the issue will be carried out only up to the amount of securities subscribed;
7. authorises the Board of Directors to grant the above beneficiaries, in addition to the shares or securities granting access to the share capital for which the subscription should be made in cash, shares or securities granting access to the share capital, as a replacement of all or part of the discount in relation to the Reference Price and/or as a top-up, on the understanding that the benefit arising from this allocation may not exceed the applicable legislative or regulatory provisions limits;
8. authorises the Board of Directors, under the terms stated in this resolution, to assign shares to the members of an employee or group savings plan (or equivalent plan) as provided for in article L. 3332-24 of the French Labour Code, it being specified that any discounted assignments of shares to the members of an employee savings plan or plans as stated in this resolution will count towards the limits defined in paragraph 2 above, to the extent of the nominal value of the assigned shares;
9. decides that the Board of Directors will have full powers to implement this delegation under the conditions set out by law, and in particular:
  - to decide that subscriptions may be made directly by the beneficiaries or by way of a company mutual fund or other structures or entities permitted by the applicable laws and regulations;
  - to draw up, the list of companies or entities from amongst the entities likely to fall within the scope of the employee savings plan whose current employees may subscribe for the shares or securities issued and, where applicable, receive the shares or securities granted free of charge;
  - to set the seniority conditions to be met by the beneficiaries of the shares or securities for each issue and/or free allocation to be made under this delegation;
  - to set the terms, conditions, characteristics and amounts of the issues of shares or securities granting access to the share capital that will be made pursuant to this delegation, in particular their dividend entitlement date, the terms of their release, and in particular determine, where appropriate, the amount of sums to be incorporated into the share capital up to the limit set above, and the equity item(s) from which they are to be deducted;
  - to determine, where applicable, the type of shares granted free of charge, as well as the terms, conditions, and characteristics of such allocation;
  - where applicable, to provide for the possibility of suspending the exercise of the rights attached to shares or securities granting access to the share capital in compliance with the applicable laws and regulations;

- where appropriate to set and make any adjustments intended to take into account the impact of transactions on the share capital or equity of the Company, specifically in the event of a change in the nominal value of the share, a share capital increase by incorporation of reserves, profits or premiums, allotment of free shares, the splitting or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets, redemption of capital, or any other transactions involving the Company's share capital or equity (including in the event of a public offer and/or a change of control), and where appropriate, fix the terms pursuant to which the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital shall be preserved (including by way of cash adjustment) in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
  - at its sole discretion and if deemed appropriate, to make all deductions from the issue premium(s) up to the limits permitted by law, and in particular those related to the costs of issuance, and deduct from the issue premiums all necessary amounts to fund the legal reserve;
  - more generally, to acknowledge the completion of the issue(s) of securities granting access to the share capital or capital increases and make the relevant amendments to the articles of association, as well as to undertake all formalities and declarations, enter into all agreement, take all steps with a view to listing of the securities thus created and do all that is useful or required for the achievement and completion of these issues;
10. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;
  11. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 18 May 2021 pursuant to its twenty-sixth resolution.

**Twenty-fifth resolution** (*Authorisation to be given to the Board of Directors to reduce the share capital by cancelling treasury shares*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with the laws and regulations in force and in particular those of article L. 22-10-62 and seq. of the French Commercial Code:

1. authorises the Board of Directors to reduce the share capital by cancelling, on one or more occasions and at the time and in the proportion it determines up to the limit of 10% of the share capital (i.e., for information purposes, as at 31 December 2022, a cap of 20,126,157 shares) and, per periods of 24 months, all or part of the shares that the Company holds or could purchase in the context of the share buyback programs authorised by the general shareholders' meeting, on the understanding that this limit applies to an amount of the Company's share capital which will be adjusted, if and as necessary, to take account of transactions affecting its share capital after this general shareholders' meeting;
2. decides that any excess purchase price for the shares over their nominal value will be recorded under the "Issue premiums" item, or under any available reserve item;
3. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided for by the applicable laws and regulations, all powers to make the share capital reduction resulting from the cancellation of the shares and the aforementioned charge including allocating the portion of the legal reserve that has become available as a result of the share capital reduction, and to accordingly amend the articles of association of the Company, and to complete all formalities and generally do all that is useful or required to implement this authorisation;
4. sets the validity period of this authorisation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this authorisation takes precedence over the authorisation given by the general shareholders' meeting dated 18 May 2021 pursuant to its twenty-seventh resolution.



**III. Resolution to be submitted to the Ordinary General Shareholders' meeting:**

**Twenty-sixth resolution** (*Powers for completing legal formalities*)

The general shareholders' meeting gives full powers to the bearer of an original, a copy or an excerpt of the minutes of this general shareholders' meeting to carry out all the publicity, filing and other formalities that must be performed.

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**A. Formalities required prior to participating in the General Shareholders' Meeting** – Shareholders may participate in the General Shareholders' Meeting regardless of the number of shares they own or the form in which they are held (registered or bearer shares).

Shareholders are entitled to participate in the General Shareholders' Meeting if the shares are registered in their name in a registered share account, or in the name of the authorised intermediary acting on their behalf pursuant to paragraph 7 of Article L. 228-1 of the French Commercial Code, no later than two business days prior to the General Shareholders' Meeting, i.e., by 00:00, Paris time, on **Friday 19 May 2023**, either in the registered share accounts kept for the Company by its agent Uptevia or in the bearer share accounts kept by the authorised intermediary bank or broker.

Proof of registration of shares in the bearer shares accounts kept by the authorised intermediary must be provided in the form of a certificate of ownership issued by that intermediary – an electronic certificate is acceptable – and attached to the postal or proxy voting form or to the admission card request issued in the shareholder's name or on behalf of the shareholder represented by the registered intermediary, in accordance with article R. 22-10-28 of the Commercial Code.

A shareholder's certificate of ownership will be issued two business days prior the General Shareholders' Meeting for shareholders who wish to attend the General Shareholders' Meeting in person if they have not received their admission card at least two business days prior to the General Shareholders' Meeting, i.e., by 00:00, Paris time, on **Friday 19 May 2023** at the latest.

#### **B. Ways of participating in the General Shareholders' Meeting**

Shareholders can choose one of four ways to participate in the General Shareholders' Meeting:

- 1) attending in person;
- 2) voting online by logging in to the secure voting platform VOTACCESS before the General Shareholders' Meeting;
- 3) voting by post; or
- 4) voting by appointing the Chairman of the General Shareholders' Meeting or a third party as proxy.

For proxy voting forms of shareholders that do not name a proxy, the Chairman of the General Shareholders' Meeting shall vote in favour of proposed resolutions submitted or approved by the Board of Directors and against any other proposed resolutions. To vote otherwise, shareholders must select a proxy who agrees to vote according to the shareholder's instructions.

Once shareholders have requested an admission card or certificate of ownership to attend the General Shareholders' Meeting, have sent a proxy form or their votes by post or online, they are no longer able to choose another mode of meeting participation.

##### **1) Shareholders who will attend the General Shareholders' Meeting in person**

Shareholders who wish to attend the General Shareholders' Meeting in person may request an admission card as follows:

**Requesting an admission card by post.** — For a paper admission card, shareholders must:

— **For holders of registered shares:** registered shareholders automatically receive a voting form along with the notice of meeting. The form must be filled out to specify that the shareholder intends to participate in person and requests an admission card, then signed and returned using the prepaid envelope provided with the notice of meeting or the shareholder may also go directly to the special reception desk on the date of the General Shareholders' Meeting with proof of identity;

— **For holders of bearer shares:** shareholders must ask their authorised intermediary managing the securities account to provide them with an admission card. The request must be sent early enough to reach Uptevia no later than Friday 19 May 2023.

**Requesting an admission card online.** — Shareholders may request an admission card before the General Shareholders' Meeting via the VOTACCESS platform dedicated to the General Shareholders' Meeting as described below:

— **For holders of shares in registered form (pure or administered):** holders of registered shares must log in to the Uptevia shareholder account ([www.investor.uptevia.com](http://www.investor.uptevia.com)) by using the ID number displayed at the top right of their voting form. Holders of administered registered shares who are either new shareholders or who have not previously logged in to the website must log in to the same website above and generate a request for an ID number from the Uptevia "Investor Relations" department. They will then receive a letter containing the necessary credentials to connect to the website. Holders of pure registered shares must log in using their usual access codes.

Once logged in to the website, holders of (pure or administered) registered shares should follow the instructions on the screen to access the VOTACCESS website and request an admission card online.

— **For holders of bearer shares:** holders of bearer shares must check with their account-holding institution as to whether or not the institution has access to the VOTACCESS website and if so, whether that access is subject to any special terms of use. Only holders of bearer shares whose account-holding institution has subscribed to the VOTACCESS website will be able to request an admission card online. If the shareholder's account-holding institution uses the VOTACCESS platform, the shareholder must log in to their account-holding institution's web portal using their usual access codes. They must then click on the icon that appears on the line corresponding to their shares in Etablissements Maurel & Prom and follow the screen instructions to access the VOTACCESS website and request an admission card online.

The admission card will be available in accordance with the procedure indicated on the screen. If shareholders have not chosen to receive the card by post, they are responsible for printing the card and presenting it at the entrance.

## **2) Electronic voting (VOTACCESS)**

— **For holders of shares in registered form (pure or administered):** holders of registered shares should log in to the Uptevia shareholder account ([www.investor.uptevia.com](http://www.investor.uptevia.com)) using the ID number displayed at the top right of the voting form.

Holders of administered registered shares who are either new shareholders or have not previously logged in must log on to the same website mentioned above and generate a request for an ID number from the Uptevia "Investor Relations" department. They will then receive a letter containing the necessary credentials to log in and vote at the General Shareholders' Meeting.

Holders of shares in pure registered form should log in using their usual access codes.

Once logged in, holders of shares in registered form (pure or administered) should follow the screen instructions to access the VOTACCESS website and cast their vote or appoint the Chairman or a third party as proxy.

— **Holders of shares in bearer form** must check with their account-holding institution as to whether or not the institution has access to the VOTACCESS website and, if so, whether that access is subject to specific terms of use. Only holders of bearer shares whose account-holding institution has subscribed to the VOTACCESS website will be able to vote electronically. If the shareholder's account-holding institution uses the VOTACCESS platform, the shareholder must log in to their account-holding institution's web portal using their usual access codes. They must then click on the icon that appears on the line corresponding to their shares in the Company and follow the screen instructions to access the VOTACCESS site and cast their vote or appoint the Chairman or a third party as proxy.

The secure VOTACCESS platform for voting prior to the General Shareholders' Meeting will be open from **Thursday, 4 May 2023** at 3 p.m., Paris time.

The opportunity to cast a vote or appoint the Chairman of the General Shareholders' Meeting as proxy electronically will end the day before the General Shareholders' Meeting, i.e. **Monday, 22 May 2023**, at 3 p.m., Paris time.

Shareholders are nevertheless advised not to wait until the last day to log in to the website in case there are any delays in receiving their log-in information.

**3) Shareholder or proxy voting by mail:** Shareholders who wish to vote on paper by post, either themselves or through a proxy, must:

— **For holders of registered shares (pure or administered):** return the postal or proxy voting form – the form will be automatically sent to them together with the notice of meeting by post – using the prepaid reply envelope included with the notice of meeting to Uptevia, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex, France.

— **For holders of bearer shares:** request the form from the authorised intermediary managing their securities account, as from the date of notice of the General Shareholders' Meeting. To be taken into account, requests must have been received by the authorised intermediary no later than six days prior to the date of the General Shareholders' Meeting, i.e. by **Wednesday, 17 May 2023**. Once filled out and signed by the shareholder, the form should be returned to the account-holding institution which will forward the voting form, together with the certificate of ownership referred to above, to Uptevia, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex, France.

To be taken into account, in accordance with article R.225-77 of the French Commercial Code, postal voting forms from shareholders must be received by Uptevia, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex, France, no later than three (3) days prior to the date of the General Shareholders' Meeting, i.e. by **Saturday, 20 May 2023**.

To be taken into account, duly signed and completed proxy voting forms identifying the proxy from shareholders must be received by Uptevia, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex, France, no later than **Saturday, 20 May 2023**. The proxy given for the General Shareholders' Meeting is valid for any subsequent general meetings that may be convened with the same agenda, and it may be cancelled in the same manner as required for the proxy's appointment. To be taken into account, duly signed and completed voting instructions from the proxy acting pursuant to the proxy form must have been received by Uptevia, Service Assemblées Générales, no later than **Saturday, 20 May 2023**.

In accordance with the provisions of article R. 22-10-24 of the French Commercial Code, cancellation of a proxy follows the same procedure as a proxy appointment.

**4) Electronic proxy appointments and proxy voting:** Shareholders who wish to vote by electronically appointing a proxy must:

— **For holders of registered shares (pure or administered):** send an email with an electronic signature, obtained from an authorised third-party certifier in accordance with the legal and regulatory provisions in force, to the following email address: [ct-mandataires-assemblees@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com), stating their full name, address and Uptevia ID number for holders of pure registered shares (shown at the top left of their securities account statement) or their ID number from their financial intermediary for holders of administered registered shares, as well as the full name of the appointed or cancelled proxy.

— **For holders of bearer shares:** send an email with an electronic signature, obtained from an authorised third-party certifier in accordance with the legal and regulatory provisions in force, to the following email address: [ct-mandataires-assemblees@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com), stating their full name, address and complete bank details as well as the full name of the appointed or cancelled proxy, then requesting that the financial intermediary managing their securities account send written confirmation to Uptevia, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex, France.

Only notifications of proxy appointment or cancellation may be sent to the above-mentioned email address. No requests and notifications regarding other matters will be accepted or processed.

Appointments or cancellations of proxy instructions identifying the proxy may be made electronically until the day before the date of the General Shareholders' Meeting, i.e. by **Monday, 22 May 2023**, à 3 p.m., Paris time.

**Voting and selling shares:** shareholders who have already cast their vote remotely or online, sent in a proxy form, or requested an admission card or certificate of ownership may sell some or all of their shares at any time. However, if the transfer of ownership occurs more than two business days prior to the General Shareholders' Meeting, i.e. 0:00 Paris time, **Friday, 19 May 2023**, the Company will invalidate or modify the postal vote, proxy, admission card or certificate of ownership accordingly. To this end, the account-holding authorised intermediary shall notify the Company or its agent (Uptevia) of the sale and provide them with the necessary information. No transfer of ownership carried out less than two business days before the General Shareholders' Meeting, i.e. after 0:00 Paris time, **Friday, 19 May 2023**, regardless of the method used, will be notified by the authorised intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

### **C. Shareholders' right of communication**

All the information and documents that must be communicated to this General Shareholders' Meeting will be made available to the shareholders, in accordance with the legal and regulatory provisions in force, at the Company's registered office at 51, rue d'Anjou – 75008 Paris, France, or may be requested from Uptevia, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex, France.

The documents referred to in Article R. 22-10-23 of the French Commercial Code are posted on the Company's website (<http://www.maureletprom.fr>) no later than 21 days before the General Shareholders' Meeting, i.e. **Tuesday, 2 May 2023**.

### **D. Written questions and requests for inclusion of an item or resolution on the meeting agenda**

Any shareholder may submit written questions to the Board of Directors. In accordance with Article R.225- 84 of the French Commercial Code, written questions will be validly taken into consideration provided they have been received by the Company no later than on the fourth business day preceding the date of the General Shareholders' Meeting, i.e. **Tuesday, 16 May 2023**. Questions should be sent to the Company either by registered letter with acknowledgement of receipt to Etablissements Maurel & Prom, Questions Écrites, 51, rue d'Anjou – 75008 Paris, France, or by email to [questionsecrites.assemblee@maureletprom.fr](mailto:questionsecrites.assemblee@maureletprom.fr). To be taken into consideration, written questions must be accompanied by a certificate of ownership.

Please note that only written questions may be sent to the email address [questionsecrites.assemblee@maureletprom.fr](mailto:questionsecrites.assemblee@maureletprom.fr). No requests or notifications regarding other matters will be accepted or processed.

Shareholders are advised to submit their questions via email to the address indicated above, rather than by post.

In accordance with current regulations, a single combined response may be given to these written questions when they have the same content. Please note that answers to written questions may be published directly on the Company's website (<http://www.maureletprom.fr>).

Shareholders and associations of shareholders meeting the conditions set forth by law and regulation may request that items or draft resolutions be included on the agenda of the General Shareholders' Meeting. Such requests must be submitted (i) to the registered office of the Company – 51, rue d'Anjou – 75008 Paris, France by letter sent by recorded delivery with confirmation of receipt or (ii) by email to the following address: [inscription.resolutions@maureletprom.fr](mailto:inscription.resolutions@maureletprom.fr). They must be received by the Company no later than 25 calendar days before the General Shareholders' Meeting, in accordance with Articles R. 22-10-22 and R. 225-73, II of the French Commercial Code, i.e., by **Friday, 28 April 2023**.

The email address [inscription.resolutions@maureletprom.fr](mailto:inscription.resolutions@maureletprom.fr) may only be used for requests to add items or draft resolutions to the agenda of the General Shareholders' Meeting; no other requests or notifications concerning any other matter will be taken into account or processed.

Shareholders are advised to request the inclusion of items or draft resolutions on the agenda by email to the address stated above, rather than by post.

Reasons must be provided for all requests to include items on the meeting agenda. Draft resolutions and, where appropriate, an overview of the reasons therefor, must be provided for all requests to add proposals for resolutions to the agenda.

Where the proposed resolution concerns the appointment of a potential new member to the Board of Directors, the request must include the information required by the applicable regulations: the person's full name and age; references and professional activity over the past five years, including all offices currently or previously held in other companies; as applicable, details of positions or offices held by the person within the Company and the number of Company shares owned or held.

Shareholders and associations of shareholders making requests to include items or draft resolutions on the agenda must demonstrate that they hold or represent a minimum fraction of the Company's share capital, as required by the applicable laws and regulations, on the date of their request by way of shares registered with the Company or its agent Uptevia or bearer shares held by an authorised banking or financial intermediary bank or broker. All such requests must be accompanied by a certificate of ownership. Only those items or draft resolutions for which the shareholder and/or association of shareholders has submitted new proof of shareholder status under the above-mentioned conditions by no later than two business days prior to the General Shareholders' Meeting, i.e. by 00:00, Paris time, on **Friday, 19 May 2023**, will be examined by the General Shareholders' Meeting

This notice of meeting will be followed by a convening notice showing any changes to the agenda, amongst other things further to any requests submitted by shareholders to include items or draft resolutions.

The Board of Directors