

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 General Shareholders' Meeting will be held on first notice of meeting on Tuesday, 28 May 2024, at 10 a.m., at 9 avenue Hoche, 75008 Paris, France to deliberate on the following agenda and proposed resolutions.

Agenda

1. Approval of the company financial statements for the financial year ending on 31 December 2023;
2. Approval of the consolidated financial statements for the financial year ending on 31 December 2023;
3. Allocation of the result for the financial year ending on 31 December 2023;
4. Approval of the agreements referred to in Article L. 225-38 et seq of the French Commercial Code;
5. Renewal of the term of office of Mrs. Carole Delorme d'Armaillé as director;
6. Renewal of the term of office of Mrs. Ria Noveria as director;
7. Renewal of the term of office of Mr. Danial Syahputra Purba 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 2023;
9. Approval of the compensation components paid or awarded for the financial year ending on 31 December 2023 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 2023 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;
14. Authorisation to be given to the Board of Directors to trade in the Company's shares, not usable during a tender offer period;
15. Appointment of Sygnatures as auditor in charge of certifying the Company's sustainability information; and
16. Powers for completing legal formalities.

Draft resolutions

First resolution (Approval of the company financial statements for the financial year ending on 31 December 2023)

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 2023, including the balance sheet, the income statement and notes, approves the company financial statements for financial year ending on 31 December 2023, 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 profit of EUR 111,734,476.90.

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 past 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 2023)

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 2023, including the balance sheet, the income statement and notes, approves the consolidated financial statements for financial year ending on 31 December 2023, 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 2023)

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 2023 as approved by this general shareholders' meeting show a profit of EUR 111,734,476.90 and decides, on the proposal of the Board of Directors, to allocate the profit for the financial year ending on 31 December 2023 as follows:

2023 net accounting result	EUR 111,734,476.90
Allocation amount to the legal reserve	EUR 0
Previous retained earnings account	EUR 62,518,674.11
Distributable profit	EUR 174,253,151.01
Distributed dividend	EUR 45,680,237.44 ⁽¹⁾
Retained earnings account	EUR 128,572,913.57

⁽¹⁾ The total amount of the distribution is calculated on the basis of the number of dividend-bearing shares as at 31 December 2023, i.e 198,609,728 shares, and may vary if the number of dividend-bearing shares changes between 1st January 2024 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 2024, it being understood that the ex-dividend date shall be 3 July 2024 and the record date shall be 4 July 2024. It is specified that if, at the time of payment of this dividend, the number of treasury shares has changed since 31 December 2023, 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 2023:

Year	Number of dividend bearing shares	Dividend per share (EUR)	Total (EUR)
2020	None		
2021	197,694,953	0.14	27,677,293.42 ⁽¹⁾
2022	198,942,380	0.23	45,756,747.40 ⁽¹⁾

⁽¹⁾ 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 and seq. of the French Commercial Code, approves that report, as well as the agreements and transactions referred to therein.

Fifth resolution (Renewal of the term of office of Mrs. Carole Delorme d'Armaillé 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 Mrs. Carole Delorme d'Armaillé expires at the end of this general shareholders' meeting, decides to renew the term of office of Mrs. Carole Delorme d'Armaillé 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 on 31 December 2026.

Sixth resolution (Renewal of the term of office of Mrs. Ria Noveria 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 Mrs. Ria Noveria expires at the end of this general shareholders' meeting, decides to renew the term of office of Mrs. Ria Noveria 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 on 31 December 2026.

Seventh resolution (Renewal of the term of office of Mr. Daniel Syahputra Purba 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 Mr. Daniel Syahputra Purba expires at the end of this general shareholders' meeting, decides to renew the term of office of Mr. Daniel Syahputra Purba 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 on 31 December 2026.

Eighth resolution (Approval of the information relating to the remuneration paid or awarded to corporate officers for the financial year ending on 31 December 2023)

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 and 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 2023 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 2023, (i) chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", subsection 3.3.1 "Remuneration of directors", paragraph 3.3.1.3 "Remuneration allocated in 2023 per director" and (ii) chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", subsection 3.3.1 "Remuneration of directors", paragraph 3.3.1.2 "Shareholder vote at the 2024 GM (2024 policy and 2023 allocation)" and subsection 3.3.2 "Remuneration of the General Management", paragraph 3.3.2.2 "Shareholders' vote at the 2024 GM on the remuneration paid or allocated to executive corporate officers for the financial year ended 31 December 2023".

Ninth resolution *(Approval of the compensation components paid or awarded for the financial year ending on 31 December 2023 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 and 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 2023 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 2023, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", subsection 3.3.1 "Remuneration of directors", paragraph 3.3.1.2 "Shareholder vote at the 2024 GM (2024 policy and 2023 allocation)".

Tenth resolution *(Approval of the compensation components paid or awarded for the financial year ending on 31 December 2023 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 and 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 2023 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 2023, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", subsection 3.3.2 "Remuneration of the General Management", paragraph 3.3.2.2 "Shareholders' vote at the 2024 GM on the remuneration paid or allocated to executive corporate officers for the financial year ended 31 December 2023".

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 2023, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", subsection 3.3.1 "Remuneration of directors", paragraph 3.3.1.4 "Remuneration policy proposed to the 2024 General Meeting", subparagraph (B) "Remuneration policy for directors for fiscal year 2024".

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 2023, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", subsection 3.3.1 "Remuneration of directors", paragraph 3.3.1.4 "Remuneration policy proposed to the 2024 General Meeting", subparagraph (A) "Remuneration policy for the Chairman of the Board of Directors, a non-executive corporate officer, for fiscal year 2024".

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 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 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 2023, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", subsection 3.3.2 "Remuneration of the General Management", paragraph 3.3.2.3 "Remuneration policy proposed at the 2024 General Meeting".

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 and *seq.* and L. 225-210 and *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 share 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 2023, 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 program 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 23 May 2023 pursuant to its fourteenth resolution.

Fifteenth resolution (*Appointment of Sygnatures as auditor in charge of certifying the Company's sustainability information*)

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, pursuant to article L. 822-17 of the French Commercial Code appoints Sygnatures as auditor in charge of certifying the sustainability information for a period of three years which will expire at the end of the general shareholders' meeting called to approve in 2027 the financial statements for the financial year ending 31 December 2026.

Sixteenth 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.

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, 24 May 2024**, 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, 24 May 2024** 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, 24 May 2024.

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) 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) 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 **Monday, 13 May 2024**, 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, 27 May 2024**, 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, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

— **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, 22 May 2024**. 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, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

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, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, no later than three (3) days prior to the date of the General Shareholders' Meeting, i.e. by **Saturday, 25 May 2024**.

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, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, no later than **Saturday, 25 May 2024**. 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.

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, 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, 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, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

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, 27 May 2024**, 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, 24 May 2024**, 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, 24 May 2024**, 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, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

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, 7 May 2024**.

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. **Wednesday, 22 May 2024**. 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. 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. 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. 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 **Tuesday, 30 April 2024**.

The email address 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, 24 May 2024**, 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