

**BALO**  
**Bulletin des Annonces Légales Obligatoires N°34**

**Prior Notice of Meeting**

**Verallia**

*Société anonyme* with a share capital of €413,337,438.54 euros

**Head Office: 31 Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie**

**R.C.S. Nanterre 812 163 913**

[www.verallia.com](http://www.verallia.com)

(the « **Company** »)

**Avis de réunion**

The shareholders of the Company are informed that they will be soon called to the Combined General Meeting of the Company will be held on **Tuesday 25 April 2023**, at 2 pm (CET), at the head office of the Company located at 31 Place des Corolles, Tour Carpe Diem – Auditorium, Esplanade Nord, 92400 Courbevoie (France), to consider the following agenda:

***Ordinary matters:***

1. Approval of the Company's statutory financial statements for the financial year ended on 31 December 2022;
2. Approval of the Company's consolidated financial statements for the financial year ended on 31 December 2022;
3. Allocation of the profit for the financial year ended on 31 December 2022 and setting the dividend at €1,40 per share;
4. Statutory Auditors' special report on related-party agreements and commitments and observation that no new agreements have been entered into;
5. Renewal of Michel Giannuzzi's term as Director;
6. Renewal of Virginie Hélias' term as Director;
7. Renewal of BW Gestão de Investimentos Ltda (BWGI)'s term as Director;
8. Renewal of Cécile Tandeau de Marsac's term as Director;
9. Renewal of Brasil Warrant Administração de Bens e Empresas S.A.(BWSA)'s term as Director;
10. Renewal of Bpifrance Investissement's term as Director;
11. Renewal of Marie-José Donsion's term as Director;
12. Renewal of Pierre Vareille's term as Director;

13. Approval of the compensation policy for the Chairman of the Board of Directors;
14. Approval of the compensation policy for the Chief Executive Officer;
15. Approval of the compensation policy for Directors;
16. Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended on 31 December 2022 or awarded for the same year to Michel Giannuzzi, Chairman and Chief Executive Officer of the Company from 1 January 2022 to 11 May 2022;
17. Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended on 31 December 2022 or awarded for the same year to Michel Giannuzzi, Chairman of the Company's Board of Directors since 11 May 2022;
18. Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended on 31 December 2022 or awarded for the same year to Patrice Lucas, Deputy Chief Executive Officer of the Company from 1 February 2022 to 11 May 2022;
19. Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended on 31 December 2022 or awarded for the same year to Patrice Lucas, Chief Executive Officer of the Company from since 11 May 2022;
20. Approval of the information required in respect of Article L. 22-10-9 I. of the French Commercial Code relating to the compensation of corporate officers;
21. Authorisation granted to the Board of Directors to trade in the Company's shares;

***Extraordinary matters:***

22. Authorisation granted to the Board of Directors to reduce the Company's share capital by cancelling treasury shares;
23. Delegation of authority to the Board of Directors to increase the share capital by capitalisation of reserves, profits or premiums or any other amount for which capitalisation is allowed;
24. Delegation of authority to the Board of Directors to increase the share capital, with shareholders' pre-emption rights preserved, by issuing shares and/or equity securities granting access to other equity securities and/or conferring the right to be allotted debt securities and/or securities granting access to equity securities to be issued;
25. Delegation of authority to the Board of Directors to increase the share capital, without shareholders' pre-emption rights, by issuing shares and/or equity securities giving access to other equity securities and/or conferring the right to be allotted debt securities and/or transferable securities giving access to equity securities to be issued, with a compulsory priority period, through public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code;
26. Delegation of authority to the Board of Directors to increase the share capital, without shareholders' pre-emption rights, by issuing shares and/or equity securities granting access to other equity securities and/or conferring the right to be allotted debt securities and/or securities granting access to equity securities to be issued, with an optional priority period, through offers to the public other than those referred to in Article L. 411-2 of the French Monetary and Financial Code;
27. Delegation of authority to the Board of Directors to increase the share capital, without shareholders' pre-emption rights, by issuing shares and/or equity securities giving access to other equity securities and/or conferring the right to be allotted debt securities and/or transferable securities giving access to equity securities to be issued, as part of public offerings referred to in sub-section 1 of Article L. 411-2 of the French Monetary and Financial Code;

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28. Authorisation granted to the Board of Directors, in the event of an issue without shareholders' pre-emption rights, through public offerings, to set the issue price in accordance with the procedure decided by the General Meeting, up to a limit of 10% of the capital per annum;
29. Authorisation granted to the Board of Directors to increase the amount of an issue, with or without shareholders' pre-emption rights;
30. Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities giving access to other equity securities and/or conferring the right to be allotted debt securities and/or transferable securities giving access to equity securities to be issued, in return for contributions in kind;
31. Delegation of authority to the Board of Directors to increase the share capital, without shareholders' pre-emption rights, by issuing Company shares restricted to members of a company savings plan;
32. Delegation of authority to the Board of Directors to increase the share capital by issuing shares, without shareholders' pre-emption rights, to a specific category of beneficiaries;
33. Authorisation to the Board of Directors to carry out bonus allotments of shares in issue or to be issued, without shareholders' pre-emption rights, to certain employees and corporate officers of the Company and related companies; and
34. Powers to carry out legal formalities.

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### **Draft of resolutions**

#### **Ordinary resolutions**

##### **FIRST RESOLUTION**

*(Approval of the Company's statutory financial statements for the financial year ended on 31 December 2022)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after noting the reports of the Board of Directors and of the Statutory Auditors, approve the Company's statutory financial statements for the financial year ended on 31 December 2022, including the statement of financial position, the income statement and the notes, as presented to them, which show a net book profit of €143 390 448,02 , as well as the transactions reflected in those statements and summarised in those reports.

##### **SECOND RESOLUTION**

*(Approval of the Company's consolidated financial statements for the financial year ended on 31 December 2022)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after noting the reports of the Board of Directors and of the Statutory Auditors, approve the Company's consolidated financial statements for the financial year ended on 31 December 2022, including the statement of financial position, the income statement and the notes, as presented to them, which show a profit of €355 million (Group share) as well as the transactions reflected in those statements and summarised in those reports.

##### **THIRD RESOLUTION**

*(Allocation of the profit/loss for the financial year ended on 31 December 2022 and setting the dividend at €1.40 per share)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after noting the reports of the Board of Directors and of the auditors:

- note that the profit for the financial year amounts to €143,390,448.02;
- note that the amount carried forward is €184,520,053.14; i.e. a profit/loss available to be allocated of €327,910,501.16;

resolves to allocate that profit/loss result as follows:

- €7,169,522.40 to the legal reserve (5% of the profit);
- €171,204,856.20 to be distributed as dividends;
- €149,536,122.56 to retained earnings.

The dividends paid in respect of the treasury shares held by the Company on the date of payment will be allocated to retained earnings.

The shareholders at the General Meeting consequently resolve to pay a dividend of €1.40 per share.

The dividend to be distributed will be detached from the shares on Monday 8th May 2023 and paid on Wednesday 10th May 2023.

For individuals who are French tax residents who have not expressly and irrevocably opted to be taxed on all their income at the progressive income tax rates, the dividend is subject in principle to the 30% *prélèvement forfaitaire unique* (single fixed levy), made up of income tax (at 12.8%) and social security contributions (at 17.2%). For individuals who are French tax residents who have so opted, such dividends will be subject to personal income tax at the progressive income tax rates and entitles them to the 40% allowance provided for by Article 158-3, 2° of the French General Tax Code.

Pursuant to Article 243 bis of the French General Tax Code, the shareholders at the General Meeting note that they have been informed that, in respect of the past three financial years, the following dividends and income have been distributed:

#### **Income eligible for relief**

<b>Financial year</b>	<b>Dividends</b>	<b>Other income distributed</b>	<b>Income not eligible for relief</b>
<b>2021</b>	€128,403,642.15 i.e. €1.05 per share	Nil	Nil
<b>2020</b>	€117,109,178 i.e. €0.95 per share	Nil	Nil
<b>2019</b>	€100,634,850.70 i.e. €0.85 per share	Nil	Nil

#### **FOURTH RESOLUTION**

*(Statutory Auditors' special report on related-party agreements and commitments and observation that no new agreements have been entered into)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after noting the Board of Directors' report and the Statutory Auditors' special report presented pursuant to Article L. 225-40 of the French Commercial Code, note that no new agreement of the type referred to in Article L. 225-38 of that Code has been entered into.

#### **FIFTH RESOLUTION**

*(Renewal of the term of office of Michel Giannuzzi as Director)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, on the recommendation of the Board of Directors, approve the renewal of the term of office of Michel Giannuzzi as a Director for a period of four years expiring at the end of the general shareholders' meeting to be called in 2027 to vote on the financial statements for the year ended on 31 December 2026.

#### **SIXTH RESOLUTION**

*(Renewal of the term of office of Virginie Hélias as Director)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, on the recommendation of the Board of Directors, approve the renewal of the term of office of Virginie Hélias as a Director for a period of four years expiring at the end of the general shareholders' meeting to be called in 2027 to vote on the financial statements for the year ended on 31 December 2026.

#### **SEVENTH RESOLUTION**

*(Renewal of the term of BW Gestão de Investimentos Ltda (BWGI) as Director)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, on the recommendation of the Board of Directors, approve the renewal of the term of office of BW Gestão de Investimentos Ltda (BWGI) as a Director for a period of four years expiring at the end of the general shareholders' meeting to be called in 2027 to vote on the financial statements for the year ended on 31 December 2026.

#### **EIGHTH RESOLUTION**

*(Renewal of the term of Cécile Tandeau de Marsac as Director)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, on the recommendation of the Board of Directors, approve the renewal of the term of office of Cécile Tandeau de Marsac as a director for a period of two years expiring at the end of the general shareholders' meeting to be called in 2025 to vote on the financial statements for the year ended on 31 December 2024.

#### **NINTH RESOLUTION**

*(Renewal of the term of Brasil Warrant Administração de Bens e Empresas S.A.(BWSA) as Director)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, on the recommendation of the Board of Directors, approve the renewal of the term of office of Brasil Warrant Administração de Bens e Empresas S.A.(BWSA) as a director for a period of two years expiring at the end of the general shareholders' meeting to be called in 2025 to vote on the financial statements for the year ended on 31 December 2024.

#### **TENTH RESOLUTION**

*(Renewal of the term of Bpifrance Investissement as Director)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, on the recommendation of the Board of Directors, approve the renewal of the term of office of Bpifrance Investissement as a director for a period of two years expiring at the end of the general shareholders' meeting to be called in 2025 to vote on the financial statements for the year ended on 31 December 2024.

#### **ELEVENTH RESOLUTION**

*(Renewal of the term of Marie-José Donsion as Director)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, on the recommendation of the Board of Directors, approve the renewal of the term of office of Marie-José Donsion as Director for a period of one year expiring at the end of the general shareholders' meeting to be called in 2024 to vote on the financial statements for the year ended on 31 December 2023.

#### **TWELFTH RESOLUTION**

*(Renewal of the term of Pierre Vareille as Director)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, on the recommendation of the Board of Directors, approve the renewal of the term of office of Pierre Vareille as Director for a period of one year expiring at the end of the general shareholders' meeting to be called in 2024 to vote on the financial statements for the year ended on 31 December 2023.

#### **THIRTEENTH RESOLUTION**

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

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after reviewing the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and included in section 3.3 of the Company's 2022 Universal Registration Document, approve the compensation policy for the Chairman of the Company's Board of Directors not acting as Chief Executive Officer, as presented in the aforementioned report.

#### **FOURTEENTH RESOLUTION**

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

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after reviewing the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and included in section 3.3 of the Company's 2022 Universal Registration Document, approve the

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compensation policy for the Company's Chief Executive Officer.

#### **FIFTEENTH RESOLUTION**

*(Approval of the compensation policy for Directors)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after reviewing the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and included in section 3.3 of the Company's 2022 Universal Registration Document, approve the compensation policy for directors, as presented in the aforementioned report.

#### **SIXTEENTH RESOLUTION**

*(Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended on 31 December 2022 or awarded for the same year to Michel Giannuzzi, Chairman and Chief Executive Officer of the Company from 1 January 2022 to 11 May 2022)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after reviewing the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and included in section 3.3 of the Company's 2022 Universal Registration Document, approve the fixed, variable and exceptional items comprising the total compensation and benefits in kind paid in the previous financial year or awarded in respect of the same financial year to Michel Giannuzzi, Chairman and Chief Executive Officer of the Company from 1 January 2022 to 11 May 2022, as presented in the aforementioned report.

#### **SEVENTEENTH RESOLUTION**

*(Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended on 31 December 2022 or awarded for the same year to Michel Giannuzzi, Chairman of the Company's Board of Directors since 11 May 2022)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after reviewing the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and included in section 3.3 of the Company's 2022 Universal Registration Document, approve the fixed, variable and exceptional items comprising the total compensation and benefits in kind paid in the previous financial year or awarded in respect of the same financial year to Michel Giannuzzi, Chairman of the Company's Board of Directors since 11 May 2022, as presented in the aforementioned report.

#### **EIGHTEENTH RESOLUTION**

*(Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended on 31 December 2022 or awarded for the same year to Patrice Lucas, Deputy Chief Executive Officer of the Company from 1 February 2022 to 11 May 2022)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after reviewing the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and included in section 3.3 of the Company's 2022 Universal Registration Document, approve the fixed, variable and exceptional items comprising the total compensation and benefits in kind paid in the previous financial year or awarded in respect of the same financial year to Patrice Lucas, Deputy Chief Executive Officer of the Company from 1 February 2022 to 11 May 2022, as presented in the aforementioned report.

## **NINETEENTH RESOLUTION**

*(Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended on 31 December 2022 or awarded for the same year to Patrice Lucas, Chief Executive Officer of the Company from since 11 May 2022)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after reviewing the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and included in section 3.3 of the Company's 2022 Universal Registration Document, approve the fixed, variable and exceptional items comprising the total compensation and benefits in kind paid in the previous financial year or awarded in respect of the same financial year to Patrice Lucas, Chief Executive Officer of the Company from since 11 May 2022, as presented in the aforementioned report.

## **TWENTIETH RESOLUTION**

*(Approval of the information required under Article L. 22-10-9 I. of the French Commercial Code relating to the compensation of corporate officers)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after reviewing the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and included in section 3.3 of the Company's 2022 Universal Registration Document, approve the information referred to in Article L. 22-10-9 I of the French Commercial Code, as presented in the aforementioned report.

## **TWENTY-FIRST RESOLUTION**

*(Authorisation granted to the Board of Directors to trade in the Company's shares)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after noting the Board of Directors' report:

1. authorise the Board of Directors, with the right to sub-delegate as permitted by law, pursuant to Articles L. 22-10-62 et seq. of the French Commercial Code, to purchase, on one or more occasions and at such times as it shall determine, a number of shares in the Company not exceeding:
  - i. 10% of the total number of shares comprising the share capital, at any time whatsoever; or
  - ii. 5% of the total number of shares comprising the share capital in the case of shares acquired by the Company with a view to holding them and subsequently transferring them in payment or exchange as part of a merger, demerger or contribution transaction.

Such transactions may be effected at any time, in accordance with applicable regulations, other than during periods of public offers over the Company's securities.

Such percentages shall apply to a number of shares adjusted by reference to any transactions that may affect the share capital after this General Meeting.

The acquisitions made by the Company may not, under any circumstances, cause the Company to hold more than 10% of the shares comprising its share capital at any time whatsoever.

2. resolve that such authorisation may be used to:
  - i. ensure liquidity and make a market in the Company's securities through an investment service provider acting independently under a liquidity agreement in accordance with the market practice adopted by the French Financial Markets Authority on 22 June 2021;
  - ii. allot shares to corporate officers and employees of the Company and other Group entities, particularly within the scope of (i) profit-sharing arrangements, (ii) any Company stock option plan pursuant to Articles L. 225-177 et seq. and L. 22-10-56 of the French Commercial Code; (c) any savings plan pursuant to Articles L. 3331-1 et seq. of the French Labour Code; or (d) any award of bonus shares pursuant to Articles L. 225-197-1 et seq. and L. 22-10-59 of the French Commercial Code, and to carry out any hedging in relation to such transactions, under the conditions set out by the market authorities and at such times as the Board of Directors or the person acting on behalf of the Board of Directors may determine;

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- iii. deliver shares in the Company when exercising rights attached to transferable securities conferring entitlement, directly or indirectly by way of redemption, conversion, exchange, presentation of a warrant or any other means to be allotted shares the Company under applicable regulations, and to carry out any hedging in relation to such transactions, under the conditions set out by the market authorities and at such times as the Board of Directors or the person acting on behalf of the Board of Directors may determine;
  - iv. hold the Company's shares and subsequently deliver them in payment or exchange in connection with any acquisition, merger, demerger or contribution transaction;
  - v. cancel all or some of the securities thus purchased, subject to the adoption of the twenty-second resolution of this General Meeting or any resolution of the same nature;
  - vi. implement any market practice accepted by the French Financial Markets Authority and in general carry out any transaction in compliance with applicable regulations.
3. resolve that the maximum unit purchase price may not exceed fifty-four euros (€54) per share, excluding costs. However, the Board of Directors may, in the event that transactions are carried out that affect the Company's share capital, including alterations to the nominal value of the shares, capital increases through the capitalisation of reserves followed by the creation and allotment of bonus shares, stock splits or reverse stock splits, adjust the above-mentioned maximum purchase price to reflect the impact of such transactions on the value of the Company's shares;
4. resolve that the purchase, sale or transfer of such shares may be effected and paid for by any means permitted under applicable regulations, on a regulated market, on a multilateral trading facility, with a systematic internaliser or over the counter, in particular through block purchases or sales, through the use of options or other financial derivatives, warrants or, more generally, transferable securities conferring an entitlement to shares in the Company, at such times as the Board of Directors may determine;
5. resolve that the Board of Directors has full authority, with the right to sub-delegate as permitted by law, to allocate and, where appropriate, reallocate, to the extent permitted by relevant laws and regulations, shares bought back for one of the programme's objectives to one or more of its other objectives, or to sell them on- or off-market;
- All powers shall consequently be conferred on the Board of Directors, with the right to sub-delegate as permitted by law, to implement this authorisation, to clarify the terms thereof where necessary and to establish the procedures therefor under the legislative conditions and those of this resolution, and in particular to place all trading orders, enter into all agreements, particularly for keeping records of purchases and sales of shares, make all declarations to the French Financial Markets Authority or any other competent authority, produce any information document, carry out any formalities and, in general, take all necessary measures.
- The Board of Directors shall inform the shareholders at the General Meeting, in the manner required by law, of the transactions carried out pursuant to this authorisation.
6. resolve that this authorisation, which supersedes the authorisation granted pursuant to the sixteenth resolution of the General Meeting of 11 May 2022, is granted for a period of eighteen (18) months as from this General Meeting.

### **Extraordinary resolutions**

#### **TWENTY-SECOND RESOLUTION**

*(Authorisation granted to the Board of Directors to reduce the Company's share capital by cancelling treasury shares)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after noting the Board of Directors' report and the auditors' special report:

1. authorise the Board of Directors, with the right to sub-delegate as permitted by law, to:
  - i. cancel, at its sole discretion, on one or more occasions, capped at 10% of the amount of the share capital in existence on the date of cancellation (i.e. adjusted by reference to the transactions involving the Company's share capital after the adoption of this resolution) in any 24-month period, all or some of the shares acquired by the Company under a share buyback programme authorised by the shareholders;



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- ii. correlatively reduce the share capital and allocate the difference between the buy-back price of the cancelled shares and their nominal value to the available premiums and reserves of its choice, including to the legal reserve, capped at 10% of the share capital reduction effected.
2. confer all powers on the Board of Directors, with the right to sub-delegate as permitted by law, to establish the final amount of the share capital reductions subject to the limits provided for by law and this resolution, to set the terms and conditions thereof, to certify the completion thereof, and to take any action, and perform any formalities or declarations with a view to finalising any share capital reductions that may be carried out pursuant to this authorisation and to amend the Articles of Association accordingly;
3. resolve that this authorisation, which supersedes the authorisation granted pursuant to the seventeenth resolution of the General Meeting of 11 May 2022, is granted for a period of twenty-six (26) months as from this General Meeting.

### **TWENTY-THIRD RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the share capital by capitalisation of reserves, profits or premiums or any other amount for which capitalisation is allowed)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after noting the Board of Directors' report and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 thereof:

1. delegate to the Board of Directors, with the right to sub-delegate as permitted by law, its authority to increase the Company' share capital, on one or more occasions, in the proportions and at the times determined by it, by capitalising reserves, profits or issue premiums resulting from mergers or contributions, or any other sum that may be capitalised by law and under the Articles of Association, to be effected by issuing new shares or by increasing the nominal amount of existing shares or by a combination of these two methods on the terms that it shall determine;
2. resolve that the nominal amount of the capital increases that may be approved by the Board of Directors and carried out, immediately and/or in the future, pursuant to this delegation may not exceed eighty-two million euros (€82,000,000), this limit being separate from the limit provided for in paragraph 2 of the twenty-fourth resolution below. This limit shall be increased by the nominal value of any shares to be issued to protect, in the manner required by law and regulations and any applicable contractual provisions, the rights of holders of securities or other rights granting access to the Company' share capital;
3. state that, in the event of a capital increase giving rise to bonus allotments of new shares, the Board of Directors may resolve that rights to fractions of shares shall not be negotiable and that the corresponding shares shall be sold, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, with the proceeds from the sale being paid to the holders of the rights within the timeframe provided for by applicable regulations;
4. resolve that the Board of Directors shall have all powers, with the right to sub-delegate as permitted by law, to implement this delegation, and in particular:
  - i. to determine the terms and conditions of the transactions authorised and in particular to set the amount and the nature of the reserves, profits, premiums or other sums to be capitalised, to set the number of new shares to be issued or the amount by which the nominal amount of the existing shares comprising the share capital shall be increased, to determine the date, which may be retroactive, from which the new shares shall carry the right to receive dividends or the date on which the increase in the nominal amount shall take effect and shall make any deductions from the issue premium or premiums, including for costs incurred by the issues and, at its discretion, deduct from the amount of the capital increase the sums necessary to increase the legal reserve to one-tenth of the new share capital;
  - ii. to take any measures designed to protect the rights of holders of securities or other rights granting access to the capital, in existence on the date of the capital increase;
  - iii. to record the completion of the capital increase, take all useful measures and enter into all agreements to ensure

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that the proposed transaction or transactions complete and, in general, to take any action and perform any formalities to complete the capital increase or increases carried out pursuant to this delegation and to amend the Company's articles of association accordingly;

- iv. to take all measures and carry out all formalities required for the newly issued securities to be admitted to trading on the regulated market of Euronext Paris;
- 5. resolve that the Board of Directors shall not be entitled, unless otherwise previously authorised by the General Meeting, to exercise its rights under this delegation of authority between the date on which a third party registers a public offer targeting the shares in the Company and the end of the offer period;
- 6. resolve that this delegation, which supersedes the delegation granted pursuant to the eighteenth resolution of the General Meeting of 11 May 2022, is granted for a period of twenty-six (26) months as from this General Meeting.

#### **TWENTY-FOURTH RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the share capital, with shareholders' pre-emption rights preserved, by issuing shares and/or equity securities granting access to other equity securities and/or conferring the right to be allotted debt securities and/or securities granting access to equity securities to be issued)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after noting the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129 et seq., L. 22-10-49, L. 225-132, L. 225-133 and L. 228-91 et seq. thereof:

- 1. delegate to the Board of Directors, with the right to sub-delegate as permitted by law, the authority to resolve to issue, on one or more occasions, in the proportions and at the time it considers appropriate, both in France and abroad, in euros or in foreign currencies, with shareholders' pre-emption rights preserved, shares in the Company and/or equity securities granting access to other equity securities and/or granting the right to be allotted debt securities and/or securities granting access to equity securities to be issued, which may be subscribed for in cash or by the amount payable being offset against amounts owed that are certain, liquid and payable, or, in full or in part, by capitalising reserves, profits or premiums;
- 2. resolve that the total nominal amount of the capital increases that may be carried out immediately and/or in the future under this delegation may not exceed two hundred and six million euros (€206,000,000) or the equivalent in any other currency, it being stipulated that the nominal amount of the capital increases carried out pursuant to this resolution as well as the twenty-fifth to thirty-third resolutions submitted to the shareholders at this General Meeting shall count towards that limit. This limit shall be increased by the nominal value of any shares to be issued to protect, in the manner required by law and regulations and any applicable contractual provisions, the rights of holders of securities or other rights granting access to the Company's share capital;
- 3. resolve that the securities granting access to the Company's share capital may comprise debt securities or be associated with the issue of such securities, or even allow the issue thereof, as intermediate securities. The total maximum nominal amount of the issues of debt securities that may be carried out pursuant to this delegation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent value in foreign currencies, it being specified that the nominal amount of the issues of debt securities carried out pursuant to this resolution as well as the 25th to the 33rd resolutions put to the shareholders at this General Meeting shall count towards that limit;
- 4. resolve that the Board of Directors shall not be entitled, unless otherwise previously authorised by the General Meeting, to exercise its rights under this delegation of authority between the date on which a third party registers a public offer targeting the shares in the Company and the end of the offer period.
- 5. note that this delegation shall require the shareholders to waive their pre-emption rights over the Company's equity securities to which they may be entitled as a result of the securities issued pursuant to this delegation, either immediately or in the future;
- 6. resolve that the shareholders may exercise, under the conditions provided for by law, their pre-emption right to subscribe for equity securities and/or to the securities whose issue shall be approved by the Board of Directors

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pursuant to this delegation of authority in proportion to their existing shareholdings. The Board of Directors shall have the option of granting the shareholders the right to subscribe for a number of securities in excess of the number for which they may subscribe on a proportional basis, pro rata to the subscription rights they hold and, in any event, they shall not be issued with a number of shares that exceeds the number for which they applied;

If subscriptions in proportion to existing holdings and, where applicable, for excess shares are insufficient to absorb all the equity securities and/or securities issued, the Board of Directors shall have the option, in the order determined by it, either to limit the issue, in accordance with the law, to the amount of subscriptions received, provided that the number of securities issued amounts to at least three-quarters of the issue that was initially approved, or to freely distribute some or all of the securities not subscribed for among the persons of its choice, or to carry out a public offering in the same way, on the French or international market, over some or all of the unsubscribed securities, the Board of Directors being able to exercise any or all of the options described above;

7. further state that the Board of Directors, with the right to sub-delegate as permitted by law, may:

- i. resolve on and set the characteristics of the issues of shares and securities to be issued and, in particular, their issue price (with or without issue premium), the subscription and payment procedure and the date on which they shall carry the right to receive dividends (which may be retroactive);
- ii. in the event of the issue of share warrants, determine the number and characteristics thereof and resolve, at its discretion, subject to the conditions and in accordance with the procedures set by it, that the warrants may be redeemed or bought back, or even allotted to the shareholders for no consideration in proportion to their rights to the share capital;
- iii. more generally, determine the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any borrowings in the form of bonds, whether or not they are subordinated, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedure for amortisation and, where appropriate, for purchase, exchange or early redemption, the interest rates, whether fixed or variable, and the payment date; the interest rate may include a variable portion calculated by reference to the Company's business activities and income and deferred payment in the absence of distributable profits;
- iv. resolve to use the shares acquired under a share buyback programme authorised by the shareholders for allotment purposes as a result of the issue of securities issued on the basis of this delegation;
- v. take any measures designed to protect the rights of holders of securities or other rights granting access to the Company's capital required by laws or regulations and by applicable contractual provisions;
- vi. if necessary, suspend the exercise of the rights attached to such securities for a fixed period in accordance with laws and regulations and applicable contractual provisions;

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- vii. record the completion of any capital increases and issues of securities, amend the articles of association accordingly, deduct the issue costs from the premiums and, at its discretion, deduct from the amount of the capital increases the sums necessary to increase the legal reserve to one-tenth of the new share capital;
  - viii. take all measures and carry out all formalities required for the newly issued securities to be admitted to trading on a regulated market;
8. resolve that this delegation, which supersedes the delegation granted pursuant to the nineteenth resolution of the General Meeting of 11 May 2022, is granted for a period of twenty-six (26) months as from this General Meeting.

## **TWENTY-FIFTH RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the share capital, without shareholders' pre-emption rights, by issuing shares and/or equity securities giving access to other equity securities and/or conferring the right to be allotted debt securities and/or transferable securities giving access to equity securities to be issued, with a compulsory priority period, through public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after noting the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129 et seq., L. 225-135, L. 22-10-51, L.225-136, L. 22-10-52, L. 22-10-54 and L. 228-92 thereof:

1. delegate to the Board of Directors, with the right to sub-delegate as permitted by law, the authority to resolve to issue, via public offers, other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it considers appropriate, both in France and abroad, in euros or in foreign currencies, without pre-emption rights, shares in the Company and/or equity securities granting access to other equity securities and/or conferring the right to be allotted debt securities and/or securities granting access to equity securities to be issued, which may be subscribed for in cash or by the amount payable being offset against amounts owed that are certain, liquid and payable;
2. resolve that the total nominal amount of the capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed eighty-two million euros (€82,000,000) or the equivalent in any other currency, it being specified: that (i) the nominal amount of the capital increases carried out pursuant to this resolution as well as to the twenty-sixth, twenty-seventh, twenty-eighth and thirtieth resolutions submitted to the shareholders at this General Meeting shall count towards that limit; and (ii) the nominal amount of any capital increase carried out pursuant to this delegation shall count towards the overall nominal limit of two hundred and six million euros (€206,000,000) provided for capital increases in paragraph 2 of the twenty-fourth resolution of this General Meeting;  
  
These limits shall be increased by the nominal value of any shares to be issued to protect, in the manner required by law and regulations and any applicable contractual provisions, the rights of holders of securities or other rights granting access to the Company' share capital;
3. resolve that the Board of Directors shall not be entitled, unless otherwise previously authorised by the General Meeting, to exercise its rights under this delegation of authority between the date on which a third party registers a public offer targeting the shares in the Company and the end of the offer period.
4. resolve to disapply shareholders' pre-emption rights over the shares and over any other securities to be issued pursuant to this resolution;
5. resolve to grant shareholders a compulsory priority subscription period not giving rise to negotiable rights, which must be exercised in proportion to the number of shares held by each shareholder and, where applicable, in respect of excess shares, and consequently delegates to the Board of Directors, with the right to sub-delegate, the authority to set the duration and the terms and conditions of this period in compliance with applicable laws and regulations;
6. resolve that the securities granting access to the Company's share capital may comprise debt securities or be associated with the issue of such securities, or even allow the issue thereof, as intermediate securities. The overall

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maximum nominal amount of the issues of debt securities that may be carried out immediately or in the future pursuant to this delegation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent value in foreign currencies, it being specified that this amount shall count towards the overall nominal limit for issues of debt securities provided for in paragraph 3 of the twenty-fourth resolution;

7. note that this delegation shall require the shareholders to waive their pre-emption rights over the Company's equity securities to which they may be entitled as a result of the securities issued pursuant to this delegation;
8. resolve that, if the subscriptions are insufficient to absorb all the equity securities and/or securities issued, the Board of Directors shall have the option, in the order determined by it, either to limit the issue to the amount of subscriptions received, provided that the number of securities issued amounts to at least three-quarters of the issue that was approved, or to freely distribute some or all of the securities not subscribed for among the persons of its choice, or to carry out a public offering in the same way, the Board of Directors being able to use all the powers indicated above or just some of them;
9. further state that the Board of Directors, with the right to sub-delegate as permitted by law, may:
  - i. resolve on and set the characteristics of the issues of shares and securities to be issued and, in particular, their issue price (with or without issue premium), the subscription and payment procedure and the date on which they shall carry the right to receive dividends;
  - ii. in the event of the issue of share warrants, determine the number and characteristics thereof and resolve, at its discretion, subject to the conditions and in accordance with the procedures set by it, that the warrants may be redeemed or bought back, or even allotted to the shareholders for no consideration in proportion to their rights to the share capital;
  - iii. more generally, determine the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any borrowings in the form of bonds, whether or not they are subordinated, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedure for amortisation and, where appropriate, for purchase, exchange or early redemption, the interest rates, whether fixed or variable, and the payment date; the interest rate may include a variable portion calculated by reference to the Company's business activities and income and deferred payment in the absence of distributable profits;
  - iv. set the issue price of the shares or securities that may be created pursuant to the sub-sections above so that the Company receives, for each share created or allotted irrespective of any financial consideration, regardless of the form thereof (for example, interest, issue or redemption premium), a sum at least equal to the minimum price stipulated by laws or regulations in force on the date of issue (i.e. at this date, the weighted average price of the Company's shares over the last three trading sessions on the Euronext Paris regulated market preceding the launch of the offer to the public within the meaning of Regulation (EU) No 2017/1129 of 14 June 2017, less a discount of up to 10%);
  - v. resolve to use the shares acquired under a share buyback programme authorised by the shareholders for allotment purposes as a result of the issue of securities issued on the basis of this delegation;
  - vi. take any measures designed to protect the rights of holders of securities or other rights granting access to the Company's capital required by laws or regulations and by applicable contractual provisions;
  - vii. if necessary, suspend the exercise of the rights attached to such securities for a fixed period in accordance with laws and regulations and applicable contractual provisions;
  - viii. record the completion of any capital increases and issues of securities, amend the articles of association accordingly, deduct the issue costs from the premiums and, at its discretion, deduct from the amount of the capital increases the sums necessary to increase the legal reserve to one-tenth of the new share capital;
  - ix. take all measures and carry out all formalities required for the newly issued securities to be admitted to trading on a regulated market;
10. resolve that this delegation, which supersedes the delegation granted pursuant to the twentieth resolution of the General Meeting of 11 May 2022 is granted for a period of twenty-six (26) months as from this General Meeting.

## **TWENTY-SIXTH RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the share capital, without shareholders' pre-emption rights, by issuing shares and/or equity securities granting access to other equity securities and/or conferring the right to be allotted debt securities and/or securities granting access to equity securities to be issued, with an optional priority period, through offers to the public other than those referred to in Article L. 411-2 of the French Monetary and Financial Code)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after noting the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129 et seq., L. 225-135, L. 22-10-51, L.225-136, L. 22-10-52, L. 22-10-54 and L. 228-92 thereof:

1. delegate to the Board of Directors, with the right to sub-delegate as permitted by law, the authority to resolve to issue, via public offers, other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it considers appropriate, both in France and abroad, in euros or in foreign currencies, without pre-emption rights, shares in the Company and/or equity securities granting access to other equity securities and/or conferring the right to be allotted debt securities and/or securities granting access to equity securities to be issued, which may be subscribed for in cash or by the amount payable being offset against amounts owed that are certain, liquid and payable;
2. resolve that the total nominal amount of the capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed forty million euros (€40,000,000) or the equivalent in any other currency, it being specified that: (i) the nominal amount of capital increases without shareholders pre-emption right carried out pursuant to this delegation and the delegation granted under the twenty-seventh, twenty-eight, twenty-nine and thirtieth resolutions of this General Meeting shall count towards such limit and (ii) the nominal amount of any capital increase carried out pursuant to this delegation shall count towards: (x) the nominal limit of eighty-two million euros (€82,000,000) applicable to capital increases through public offerings without pre-emption rights (with and without any priority subscription period) in paragraph 2 of the twenty-fifth resolution of this General Meeting; and (y) the overall nominal limit of two hundred and six million euros (€206,000,000) applicable to capital increases in paragraph 2 of the twenty-fourth resolution of this General Meeting;

These limits shall be increased by the nominal value of any shares to be issued to protect, in the manner required by law and regulations and any applicable contractual provisions, the rights of holders of securities or other rights granting access to the Company' share capital;

3. resolve that the Board of Directors shall not be entitled, unless otherwise previously authorised by the General Meeting, to exercise its rights under this delegation of authority between the date on which a third party registers a public offer targeting the shares in the Company and the end of the offer period.
4. resolve to disapply shareholders' pre-emption rights over the shares and to any other securities to be issued pursuant to this resolution;
5. resolve that the Board of Directors may grant shareholders a priority subscription period not giving rise to negotiable rights, which must be exercised in proportion to the number of shares held by each shareholder and, where applicable, in respect of excess shares, and consequently delegates to the Board of Directors the authority to set the duration and the terms and conditions of this period in compliance with applicable laws and regulations;
6. resolve that the securities granting access to the Company's share capital may comprise debt securities or be associated with the issue of such securities, or even allow the issue thereof, as intermediate securities. The overall maximum nominal amount of the issues of debt securities that may be carried out immediately or in the future pursuant to this delegation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent value in foreign currencies, it being specified that this amount shall count towards the overall nominal limit for issues of debt securities provided for in paragraph 3 of the twenty-fourth resolution;
7. note that this delegation shall require the shareholders to waive their pre-emption rights over the Company's equity securities to which they may be entitled as a result of the securities issued pursuant to this delegation;

8. resolve that, if the subscriptions are insufficient to absorb all the equity securities and/or securities issued, the Board of Directors shall have the option, in the order determined by it, either to limit the issue to the amount of subscriptions received, provided that the number of securities issued amounts to at least three-quarters of the issue that was approved, or to freely distribute some or all of the securities not subscribed for among the persons of its choice, or to carry out a public offering in the same way, the Board of Directors being able to use all the powers indicated above or just some of them;
9. further state that the Board of Directors, with the right to sub-delegate as permitted by law, may:
  - i. resolve on and set the characteristics of the issues of shares and securities to be issued and, in particular, their issue price (with or without issue premium), the subscription and payment procedure and the date on which they shall carry the right to receive dividends;
  - ii. in the event of the issue of share warrants, determine the number and characteristics thereof and resolve, at its discretion, subject to the conditions and in accordance with the procedures set by it, that the warrants may be redeemed or bought back, or even allotted to the shareholders for no consideration in proportion to their rights to the share capital;
  - iii. more generally, determine the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any borrowings in the form of bonds, whether or not they are subordinated, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedure for amortisation and, where appropriate, for purchase, exchange or early redemption, the interest rates, whether fixed or variable, and the payment date; the interest rate may include a variable portion calculated by reference to the Company's business activities and income and deferred payment in the absence of distributable profits;
  - iv. set the issue price of the shares or securities that may be created pursuant to the sub-sections above so that the Company receives, for each share created or allotted irrespective of any financial consideration, regardless of the form thereof (for example, interest, issue or redemption premium), a sum at least equal to the minimum price stipulated by laws or regulations in force on the date of issue (i.e. at this date, the weighted average price of the Company's shares over the last three trading sessions on the Euronext Paris regulated market preceding the launch of the offer to the public within the meaning of Regulation (EU) No 2017/1129 of 14 June 2017, less a discount of up to 10%);
  - v. in the event that securities are issued as consideration for securities that are contributed as part of a public exchange offer (or a mixed public offer or alternative purchase or exchange offer or any other offer with an exchange component), set the exchange ratio as well as any balancing cash payment to be made, disapplying the price calculation methods set out in paragraph 9.iv, record the number of securities contributed to the exchange and set the terms of issue;
  - vi. resolve to use the shares acquired under a share buyback programme authorised by the shareholders for allotment purposes as a result of the issue of securities issued on the basis of this delegation;
  - vii. take any measures designed to protect the rights of holders of securities or other rights granting access to the Company's capital required by laws or regulations and by applicable contractual provisions;
  - viii. if necessary, suspend the exercise of the rights attached to such securities for a fixed period in accordance with laws and regulations and applicable contractual provisions;
  - ix. record the completion of any capital increases and issues of securities, amend the articles of association accordingly, deduct the issue costs from the premiums and, at its discretion, deduct from the amount of the capital increases the sums necessary to increase the legal reserve to one-tenth of the new share capital;
  - x. take all measures and carry out all formalities required for the newly issued securities to be admitted to trading on a regulated market;
10. resolve that this delegation, which supersedes the delegation granted pursuant to the twenty-first resolution of the General Meeting of 11 May 2022 is granted for a period of twenty-six (26) months as from this General Meeting.

## **TWENTY-SEVENTH RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the share capital, without shareholders' pre-emption rights, by issuing shares and/or equity securities giving access to other equity securities and/or conferring the right to be allotted debt securities and/or transferable securities giving access to equity securities to be issued, as part of public offerings referred to in sub-section 1 of Article L. 411-2 of the French Monetary and Financial Code)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after noting the Board of Directors' report and the auditors' special report and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129 et seq., L. 225-135, L. 225-136, L. 22-10-49, L.22-10-51, L. 22-10-52 and L. 228-91 et seq. thereof:

1. delegate to the Board of Directors, with the right to sub-delegate as permitted by law, the authority to resolve to issue, through offers to the public referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, subject to the conditions and limits provided for by laws and regulations, on one or more occasions, in the proportions and at the times it shall choose, both in France and abroad, in euros or in foreign currencies, without shareholders' pre-emption rights, shares in the Company and/or equity securities granting access to other equity securities and/or conferring the right to be allotted debt securities and/or securities granting access to equity securities to be issued, which may be subscribed for in cash or by the amount payable being offset against amounts owed that are certain, liquid and payable;
2. resolve that the total nominal amount of the capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed forty million euros (€40,000,000) or the equivalent in any other currency, it being specified, however, that this amount may not exceed 20% of the share capital over any 12-month period and shall count towards (i) the nominal limit of forty million euros (€40,000,000) applicable to capital increases through public offerings without pre-emption rights (without any priority subscription period) in paragraph 2 of the twenty-sixth resolution submitted to this General Meeting, (ii) the nominal limit of eighty-two million euros (€82,000,000) applicable to capital increases through public offerings without pre-emption rights (with and without any priority subscription period) in paragraph 2 of the twenty-fifth resolution submitted to this General Meeting and (iii) the overall nominal limit of two hundred and six million euros (€206,000,000) applicable to the capital increases referred to in paragraph 2 of the twenty-fourth resolution submitted to this General Meeting. These limits shall be increased by the nominal value of any shares to be issued to protect, in the manner required by law and regulations and any applicable contractual provisions, the rights of holders of securities or other rights granting access to the Company' share capital;
3. resolve that the Board of Directors shall not be entitled, unless otherwise previously authorised by the General Meeting, to exercise its rights under this delegation of authority between the date on which a third party registers a public offer targeting the shares in the Company and the end of the offer period.
4. resolve to disapply shareholders' pre-emption rights over the shares and to any other securities to be issued pursuant to this resolution;
5. resolve that the securities granting access to the Company's share capital may comprise debt securities or be associated with the issue of such securities, or even allow the issue thereof, as intermediate securities. The overall maximum nominal amount of the issues of debt securities that may be made, immediately or in the future, based on this delegation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent value in foreign currencies, it being specified that this amount shall count towards the overall nominal limit for issues of debt securities provided for by paragraph 3 of the twenty-fourth resolution submitted to this General Meeting;
6. note that this delegation shall require the shareholders to waive their pre-emption rights over the Company's equity securities to which they may be entitled as a result of the securities issued pursuant to this delegation;
7. resolve that, if the subscriptions are insufficient to absorb all the equity securities and/or securities issued, the Board of Directors shall have the option, in the order determined by it, either to limit the issue to the amount of subscriptions received, provided that the number of securities issued amounts to at least three-quarters of the issue that was approved, or to freely distribute some or all of the securities not subscribed for among the persons of its choice, or to carry out a public offering in the same way, the Board of Directors being able to use all the powers



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indicated above or just some of them;

8. further state that the Board of Directors, with the right to sub-delegate as permitted by law, may:
  - i. resolve on and set the characteristics of the issues of shares and securities to be issued and, in particular, their issue price (with or without issue premium), the subscription procedure and the date on which they shall carry the right to receive dividends;
  - ii. in the event of the issue of share warrants, determine the number and characteristics thereof and resolve, at its discretion, subject to the conditions and in accordance with the procedures set by it, that the warrants may be redeemed or bought back;
  - iii. more generally, determine the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any borrowings in the form of bonds, whether or not they are subordinated, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedure for amortisation and, where appropriate, for purchase, exchange or early redemption, the interest rates, whether fixed or variable, and the payment date; the interest rate may include a variable portion calculated by reference to the Company's business activities and income and deferred payment in the absence of distributable profits;
  - iv. set the issue price of the shares or securities that may be created pursuant to the sub-sections above so that the Company receives, for each share created or allotted irrespective of any financial consideration, regardless of the form thereof (for example, interest, issue or redemption premium), a sum at least equal to the minimum price stipulated by laws or regulations in force on the date of issue (i.e. at this date, the weighted average price of the Company's shares over the last three trading sessions on the Euronext Paris regulated market preceding the launch of the offer to the public within the meaning of Regulation (EU) No 2017/1129 of 14 June 2017, less a discount of up to 10%);
  - v. resolve to use the shares acquired under a share buyback programme authorised by the shareholders for allotment purposes as a result of the issue of securities issued on the basis of this delegation;
  - vi. take any measures designed to protect the rights of holders of securities required by laws or regulations and by applicable contractual provisions;
  - vii. if necessary, suspend the exercise of the rights attached to such securities for a fixed period in accordance with laws and regulations and contractual provisions;
  - viii. record the completion of any capital increases and issues of securities, amend the articles of association accordingly, deduct the issue costs from the premiums and, at its discretion, deduct from the amount of the capital increases the sums necessary to increase the legal reserve to one-tenth of the new share capital;
  - ix. take all measures and carry out all formalities required for the newly issued securities to be admitted to trading on a regulated market;
9. resolve that this delegation, which supersedes the delegation granted pursuant to the twenty-second resolution of the General Meeting of 11 May 2022 is granted for a period of twenty-six (26) months as from this General Meeting.

**TWENTY-EIGHTH RESOLUTION**

*(Authorisation granted to the Board of Directors, in the event of an issue without shareholders' pre-emption rights, through public offerings, to set the issue price in accordance with the procedure decided by the General Meeting, up to a limit of 10% of the share capital per annum)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after noting the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-136 and L. 22-10-52:

1. authorise the Board of Directors, with the right to sub-delegate as permitted by law, in the event of the issue of shares and/or any other securities granting access, either immediately or at some future time, to the Company's share capital, without shareholders' pre-emption rights, through offers to the public other than those referred to in Article L. 411-2 of the French Monetary and Financial Code or offers to the public referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, under the conditions, particularly regarding the amount, set out in the twenty-fifth, twenty-sixth and twenty-seventh resolutions, to derogate from the price-setting conditions provided for in the resolutions referred to above and to determine the issue price in accordance with the following conditions:
  - i. the issue price of the shares shall be at least equal to the average weighted price of the Company's shares on the Euronext Paris regulated market on the day before the issue price is set, less a discount of up to 10%;
  - ii. the issue price of the securities granting access to the share capital shall be such that the amount received immediately by the Company plus any amount that may subsequently be received by the Company is, for each share in the Company share issued as a result of the issuance of such securities, be at least equal to the amount referred to above;
2. resolve that the total nominal amount of the capital increases that may be carried out pursuant to this resolution may not exceed 10% of the share capital in any 12-month period (the share capital being calculated on the date of the decision to set the issue price), it being specified that this amount shall count towards (i) for the capital increases referred to in the twenty-sixth and twenty-seventh resolutions, on the nominal limit of forty million euros (€40,000,000) applicable to capital increases without pre-emption rights through public offerings (without priority period) referred to in paragraph 2 of the twenty-sixth resolution submitted to this General Meeting, (ii) on the nominal limit of eighty-two million euros (€82,000,000) applicable to capital increases through public offerings without pre-emption rights (with and without any priority subscription period) in paragraph 2 of the twenty-fifth resolution submitted to this General Meeting and (iii) the overall nominal limit of two hundred and six million euros (€206,000,000) applicable to the capital increases referred to in paragraph 2 of the twenty-fourth resolution submitted to this General Meeting. These limits shall be increased by the nominal value of any shares to be issued to protect, in the manner required by law and regulations and any applicable contractual provisions, the rights of holders of securities or other rights granting access to the Company' share capital;
3. resolve that the securities granting access to the Company's share capital may comprise debt securities or be associated with the issue of such securities, or even allow the issue thereof, as intermediate securities. The overall maximum nominal amount of the issues of debt securities that may be made, immediately or in the future, based on this delegation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent value in foreign currencies, it being specified that this amount shall count towards the overall nominal limit for issues of debt securities provided for by paragraph 3 of the twenty-fourth resolution submitted to this General Meeting;
4. resolve that the Board of Directors shall not be entitled, unless otherwise previously authorised by the General Meeting, to exercise its rights under this delegation of authority between the date on which a third party registers a public offer targeting the shares in the Company and the end of the offer period.
5. resolve that the Board of Directors shall have the authority to implement this authorisation, and specifically to enter into all agreements to this effect, particularly with a view to the successful completion of any issue, to record the completion and amend the articles of association accordingly, and carry out all formalities and declarations and request any authorisations required in order to successfully complete any issue;

6. resolve that this authorisation, which supersedes the authorisation granted pursuant to the twenty-third resolution of the General Meeting of 11 May 2022, is granted for a period of twenty-six (26) months as from this General Meeting

## **TWENTY-NINTH RESOLUTION**

*(Authorisation granted to the Board of Directors to increase the amount of an issue, with or without shareholders' pre-emption rights)*

The shareholders at the General Meeting, voting under the conditions required for extraordinary general meetings, after noting the Statutory Auditors' special report and the Board of Directors' report, and subject to the adoption of the twenty-fourth, twenty-fifth, twenty-sixth and twenty-seventh resolutions of this General Meeting, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

1. authorise the Board of Directors, with the right to sub-delegate as permitted by law, to resolve to increase the number of securities to be issued as part of each issue, with or without shareholders' pre-emption rights, approved pursuant to the twenty-fourth, twenty-fifth, twenty-sixth and twenty-seventh resolutions of this general meeting under the conditions provided for by laws and regulations in force on the date of issue (i.e. currently, within thirty (30) days of subscriptions being closed, limited to 15% of each issue and at the same price used on the initial issue);
2. resolve that the total nominal amount of the capital increases that may be carried out pursuant to this delegation shall count towards the limit stipulated in the resolution pursuant to which the issue is approved and the overall nominal limit of two hundred and six million euros (€206,000,000) applicable to capital increases in paragraph 2 of the twenty-fourth resolution submitted to this General Meeting. This limit shall be increased by the nominal value of any shares to be issued to protect, in the manner required by law and regulations and any applicable contractual provisions, the rights of holders of securities or other rights granting access to the Company' share capital;
3. resolve that the securities granting access to the Company's share capital may comprise debt securities or be associated with the issue of such securities, or even allow the issue thereof, as intermediate securities. The overall maximum nominal amount of the issues of debt securities that may be made, immediately or in the future, based on this delegation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent value in foreign currencies, it being specified that this amount shall count towards the overall nominal limit for issues of debt securities provided for by paragraph 3 of the twenty-fourth resolution submitted to this General Meeting;
4. resolve that the Board of Directors shall not be entitled, unless otherwise previously authorised by the General Meeting, to exercise its rights under this delegation of authority between the date on which a third party registers a public offer targeting the shares in the Company and the end of the offer period.
5. resolve that this authorisation, which supersedes the authorisation granted pursuant to the twenty-fourth resolution of the General Meeting of 11 May 2022, is granted for a period of twenty-six (26) months as from this General Meeting.

## **THIRTIETH RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities giving access to other equity securities and/or conferring the right to be allotted debt securities and/or transferable securities giving access to equity securities to be issued, in return for contributions in kind)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after noting the Board of Directors' report and the auditors' special report and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129 et seq., L. 225-147, L. 22-10-49, L. 22-10-53 and L. 228-92 thereof:

1. delegate to the Board of Directors, with the right to sub-delegate as permitted by law, the authority to issue, based on the report of a capital contributions auditor or auditors, on one or more occasions, in the proportions and at the times it shall choose, both in France and abroad, in euros or in foreign currencies, shares in the Company and/or equity securities granting access to other equity securities and/or conferring the right to be allotted debt securities

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and/or securities granting access to equity securities to be issued, in consideration for contributions in kind granted to the Company and consisting of equity securities or securities granting access to the share capital, in circumstances in which the provisions of Article L. 22-10-54 of the French Commercial Code do not apply;

2. resolve that the total nominal amount of the capital increases that may be carried out pursuant to this delegation may not exceed 10% of the share capital (assessed at the date of the Board of Director' resolution on the issue) or the equivalent in any other currency, it being specified that the nominal amount of any capital increase carried out pursuant to this delegation shall count towards (i) the nominal limit of forty million euros (€40,000,000) applicable to the capital increases without pre-emption rights through public offerings (without priority period) referred to in paragraph 2 of the twenty-sixth resolution submitted to this General Meeting, (ii) the nominal limit of eighty-two million euros (€82,000,000) applicable to the capital increases without pre-emption rights through public offerings (with and without priority period) referred to in paragraph 2 of the twenty-fifth resolution submitted to this General Meeting, (iii) the overall nominal limit of two hundred and six million euros (€206,000,000) applicable to the capital increases referred to in paragraph 2 of the twenty-fourth resolution submitted to this General Meeting. This limit shall be increased by the nominal value of any shares to be issued to protect, in the manner required by law and regulations and any applicable contractual provisions, the rights of holders of securities or other rights granting access to the Company' share capital;
3. resolve that the securities granting access to the Company's share capital or conferring the right to be allotted debt securities of the Company may comprise debt securities or be associated with the issue of such securities, or even allow the issue thereof, as intermediate securities. The overall maximum nominal amount of the issues of debt securities that may be made, immediately or in the future, based on this delegation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent value in foreign currencies, it being specified that this amount shall count towards the overall nominal limit for issues of debt securities provided for by paragraph 3 of the twenty-fourth resolution submitted to this General Meeting;
4. resolve to disapply shareholders' pre-emption rights to the shares and other securities to be issued under this resolution in favour of the holders of the equity securities or transferable securities that are the subject of the contributions in kind;
5. resolve that the Board of Directors shall not be entitled, unless otherwise previously authorised by the General Meeting, to exercise its rights under this delegation of authority between the date on which a third party registers a public offer targeting the shares in the Company and the end of the offer period.
6. note that this delegation shall require the shareholders to waive their pre-emption rights over the Company's equity securities to which they may be entitled as a result of the securities issued pursuant to this delegation;
7. further state that the Board of Directors, with the right to sub-delegate as permitted by law, may:
  - i. decide, based on the report of the capital contributions auditor or auditors, on the value of the capital contributions and the grant of any special benefits;
  - ii. set the characteristics of the issues of shares and securities to be issued and, in particular, their issue price (with or without issue premium), the exchange ratio and the cash balance (if any), the subscription procedure and the date on which they shall carry the right to receive dividends;
  - iii. at its sole discretion, deduct the costs of the capital increase or increases from the premiums relating to such contributions and deduct from that amount the sums necessary to increase the legal reserve to one-tenth of the new share capital following each increase;
  - iv. take any measures designed to protect the rights of holders of securities or other rights granting access to the Company's capital required by laws or regulations and by applicable contractual provisions;
  - v. record the completion of any issues of shares and securities, make any amendments to the articles of association required as a result of the completion of any capital increase, deduct the costs of issue from the premium, at its discretion, and also increase the legal reserve to one-tenth of the new share capital and carry out all formalities and declarations and request any authorisations required in order to complete such contributions;
  - vi. take all measures and carry out all formalities required for the newly issued securities to be admitted to trading

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on a regulated market.

8. resolve that this delegation, which supersedes the delegation granted pursuant to the twenty-fifth resolution of the General Meeting of 11 May 2022 is granted for a period of twenty-six (26) months as from this General Meeting.

### **THIRTY-FIRST RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the share capital, without shareholders' pre-emption rights, by issuing Company shares restricted to members of company savings plan)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after noting the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138, L. 22-10-49 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labour Code:

1. delegate to the Board of Directors, with the right to sub-delegate as permitted by law, its authority to issue new shares, on one or more occasions, at its sole discretion, in the proportions and at the times it shall choose, both in France and abroad, such issue being restricted to eligible employees, former employees and corporate officers of the Company and/or of the companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, who are members of a company savings plan;
2. disapply, in favour of such members, shareholders' pre-emption rights over the shares that may be issued pursuant to this authorisation and waive any rights to any bonus shares that may be allotted in respect of the discount and/or the employer matching contribution;
3. resolve that the nominal amount of the capital increase that may be carried out pursuant to this delegation of authority may not exceed twelve million euros (€12,000,000) or the equivalent in any other currency, it being specified that (i) the nominal amount of the capital increases carried out pursuant to this resolution and the thirty-second resolution submitted to this General Meeting shall count towards this limit; and (ii) the nominal amount of any capital increase carried out pursuant to this resolution shall count towards the overall nominal limit of two hundred and six million euros (€206,000,000) applicable to the capital increases referred to in paragraph 2 of the twenty-fourth resolution submitted to this General Meeting. These limits shall be increased by the nominal value of any shares to be issued to protect, in the manner required by law and regulations and any applicable contractual provisions, the rights of holders of securities or other rights granting access to the Company' share capital;
4. resolve that the subscription price of the securities issued pursuant to this delegation shall be determined under the conditions set out in Article L. 3332-19 of the French Labour Code, it being specified that the maximum discount on the average share price quoted over the twenty (20) trading sessions preceding the decision fixing the opening date for subscriptions may not therefore exceed 20%. At the time of implementation of this delegation, however, the Board of Directors may reduce the amount of the discount on a case-by-case basis, particularly as a result of fiscal, social or accounting restrictions applicable in the countries in which the Group's entities participating in the capital increases are established. The Board of Directors may also decide to allocate shares, for no consideration, to subscribers for new shares, in substitution for the discount and/or the employer matching contribution;
5. resolve that the Board of Directors shall have all powers, with the right to sub-delegate as permitted by law, to implement this delegation, within the limits and under the conditions set out above, to:
  - i. approve the issue of the new shares in the Company;
  - ii. draw up a list of the companies whose eligible employees, former employees and corporate officers may benefit from the issue, set the conditions that the beneficiaries must meet to be able to subscribe, either directly or through a mutual investment fund, for the shares to be issued under this delegation of authority;
  - iii. set the amount of such issues and establish the prices and the dates of subscription, the terms of each issue and the conditions of subscription for, payment for and delivery of the shares issued under this delegation of authority, as well as the date, which may be retroactive, from which the new shares shall carry the right to receive dividends;

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- iv. resolve, pursuant to Article L. 3332-21 of the French Labour Code, to allot shares to be issued or already in issue, for no consideration, in respect of the employer matching contribution and/or, where appropriate, in respect of the discount, provided that their monetary value, assessed at the subscription price, does not cause the limits provided for in Article L. 3332-11 of the French Labour Code to be breached and, in the event that new shares are issued in respect of the discount and/or the employer matching contribution, to capitalise the necessary reserves, profits or issue premiums in order to pay up such shares;
  - v. set the period granted to subscribers to pay for their securities;
  - vi. record the completion of the capital increase at the amount of the shares that are actually subscribed for and amend the articles of association;
  - vii. at its sole discretion, deduct the costs of the capital increase or increases from the premiums relating to such capital increases and deduct from that amount the sums necessary to increase the legal reserve to one-tenth of the new share capital following each increase;
  - viii. in general, take any measures and carry out any formalities relevant to the issue and listing of the shares issued as a result of the capital increases and any correlative amendments to the articles of association under this delegation.
6. resolve that this delegation, which supersedes the delegation granted pursuant to the twenty-sixth resolution of the General Meeting of 11 May 2022 is granted for a period of twenty-six (26) months as from this General Meeting.

### **THIRTY-SECOND RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the share capital, without shareholders' pre-emption rights, by issuing shares to a specific category of beneficiaries)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after noting the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of Articles L. 225-129 et seq., L. 22-10-49 and L. 225-138 of the French Commercial Code:

1. delegate, with the right to sub-delegate as permitted by law, its authority to issue new shares, on one or more occasions, at its sole discretion, in the proportions and at the times it shall choose, both in France and abroad, such issue being restricted to one or more categories of beneficiaries who meet the following conditions: (i) they are employees and/or corporate officers of the Company and/or companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code whose registered office is outside France; (ii) the shares are subscribed for on behalf of persons referred to in sub-section (i) above by one or more mutual investment funds or other entities governed by French or foreign law, with or without legal personality; and (iii) one or more financial institutions are appointed by the Company to offer the persons referred to in sub-section (i) above a shareholding plan comparable to those offered to employees of the Company in France;
2. disapply, in favour of such beneficiaries, shareholders' pre-emption rights over the shares that may be issued pursuant to this delegation of authority;
3. note that this delegation shall require the shareholders to waive their pre-emption rights over the Company's equity securities to which they may be entitled as a result of the securities issued pursuant to this delegation;
4. resolve that the nominal amount of the capital increase that may be carried out pursuant to this delegation of authority may not exceed twelve million euros (€12,000,000) or the equivalent in any other currency, it being specified that the nominal amount of any capital increase carried out pursuant to this delegation shall count towards (i) the nominal limit of twelve million euros (€12,000,000) provided for in paragraph 3 of the thirty-first resolution of this General Meeting and (ii) the overall nominal limit of two hundred and six million euros (€206,000,000) applicable to the capital increases referred to in paragraph 2 of the twenty-fourth resolution submitted to this General Meeting. These limits shall be increased by the nominal value of any shares to be issued to protect, in the manner required by law and regulations and any applicable contractual provisions, the rights of holders of securities or other rights granting access to the Company' share capital;

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5. resolve that the subscription price of the shares issued pursuant to this delegation may not be more than 20% lower than the average share price quoted over the twenty (20) trading sessions preceding the decision fixing the opening date for subscriptions, or higher than this average. At the time of implementation of this delegation, however, the Board of Directors may reduce the amount of the discount on a case-by-case basis, particularly as a result of fiscal, social or accounting restrictions applicable in any country in which the Group's entities participating in the capital increases are established. Moreover, in the event that a transaction is carried out pursuant to this resolution simultaneously with a transaction carried out pursuant to the twenty-sixth resolution, the subscription price for the shares issued pursuant to this resolution may be identical to the subscription price for the shares issued pursuant to the twenty-sixth resolution;
6. resolve that the Board of Directors shall have all powers, with the right to sub-delegate as permitted by law, to implement this delegation, within the limits and under the conditions set out above, to:
  - i. draw up a list of beneficiaries, from the categories of beneficiaries defined above, of each issue and the number of shares to be subscribed for by each beneficiary pursuant to this delegation of authority;
  - ii. set the amount of such issues and establish the prices and the dates of subscription, the terms of each issue and the conditions of subscription for, payment for and delivery of the shares issued under this delegation of authority, as well as the date, which may be retroactive, from which the new shares shall carry the right to receive dividends;
  - iii. set the period granted to subscribers to pay for their securities;
  - iv. record the completion of the capital increase at the amount of the shares that will be actually subscribed for and amend the articles of association;
  - v. at its sole discretion, deduct the costs of the capital increase or increases from the premiums relating to such capital increases and deduct from that amount the sums necessary to increase the legal reserve to one-tenth of the new share capital following each increase;
  - vi. in general, take any measures and carry out any formalities relevant to the issue and listing of the shares issued as a result of the capital increases and any correlative amendments to the articles of association under this delegation.
7. resolve that this authorisation, which supersedes the authorisation granted pursuant to the twenty-seventh resolution of the General Meeting of 11 May 2022, is granted for a period of eighteen (18) months as from this General Meeting.

### **THIRTY-THIRD RESOLUTION**

*(Authorisation to the Board of Directors to carry out bonus allotments of shares in issue or to be issued, without shareholders' pre-emption rights, to certain employees and corporate officers of the Company and related companies)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after noting the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code:

1. authorise the Board of Directors, pursuant to Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code and subject to the conditions defined in this resolution, to make bonus allotments of shares in the Company, either in issue or to be issued, on one or more occasions, to recipients of its choice from among the employees (or certain categories of employee) and corporate officers (or certain categories of corporate officer) of the Company and/or the companies related to it within the meaning of Article L. 225-197-2 of the French

Commercial Code;

2. resolve that the total number of bonus shares allotted under this authorisation may not exceed zero point five per cent (0.5%) of the number of shares comprising the Company's share capital on the date on which the Board of Directors resolves to allot such shares, and that the aggregate nominal amount of the capital increases that may result therefrom will count towards the overall nominal limit of two hundred and six million euros (€206,000,000) applicable to capital increases in paragraph 2 of the twenty-fourth resolution submitted to this General Meeting. In all circumstances, the total number of bonus shares that are allotted may not exceed the limits set by Articles L. 225-197-1 et seq. of the French Commercial Code. This limit does not take account of any adjustments that may be made to protect any rights of the recipients of the bonus shares;
3. resolve that the maximum total number of bonus shares that may be allotted to the Company's corporate officers under this resolution may not represent more than twenty per cent (20%) of all the shares that may be allotted pursuant to this authorisation and that the vesting of the shares allotted under this authorisation will be subject to performance conditions;
4. resolve that the shares will be definitively allotted to their recipients at the end of a vesting period, the length of which will be set by the Board of Directors, such period not being less than three years for corporate officers and two years for recipients others than corporate officers and that the minimum period over which the recipients will be required to hold the shares in the Company will also be set by the Board of Directors, such period lasting at least one year from the date on which the shares are definitively allotted. However, where shares are allotted with a vesting period of three years or more, the holding period for the shares may be reduced or cancelled with the result that the shares may be transferred without restriction once definitively allotted;
5. resolve that, where a recipient suffers a disability that falls within the second or third categories provided for in Article L. 341-1 of the French Social Security Code, the shares may, exceptionally, be definitively allotted immediately and no holding period will apply to the shares, which will be immediately transferable;
6. resolve that the Board of Directors will determine the identity of the recipients and the number of bonus shares that may be allotted to each of them, together with the vesting conditions, including performance conditions for allotments of shares to the Company's corporate officers.
7. record that this authorisation automatically entails an express waiver by the shareholders, in favour of the recipients of the shares that are the subject of the bonus allotment (i) of their pre-emption right over the shares that are issued and that are the subject of the bonus allotment, (ii) of the share of reserves, profits or premiums that will be capitalised in the event of a bonus allotment of shares that are issued and (iii) of any rights over existing shares that are the subject of a bonus allotment. The corresponding capital increase will be completed as a result of the shares being definitively allotted to their recipients;
8. grant authority to the Board of Directors, subject to the limits set out above, with the right to sub-delegate as permitted by law, to implement this authorisation, and specifically to:
  - i. determine whether the bonus shares are shares to be issued or in issue;
  - ii. determine the identity of the recipients of the share allotments and the number of shares to be allotted to each recipient;
  - iii. determine all terms, conditions and procedures applicable to the bonus share plan(s);
  - iv. adjust the number of shares to be allotted in the event of transactions involving the Company's share capital or equity that have the effect of altering the value of the shares comprising the share capital, in order to protect the rights of the recipients of the bonus shares;
  - v. set the conditions and determine the criteria, dates and procedures for the allotment of shares, including the minimum vesting period and the length of any holding period applicable to each recipient, record the definitive allotment dates and, based on legal restrictions, the dates from which the shares may be freely transferred and, in general, take any necessary steps and enter into any agreements to complete the proposed allotments.
9. resolve that the Board of Directors shall also have the authority, with the right to sub-delegate as permitted by law, in the event that new shares are issued, to deduct the amounts required to pay up those shares from the



reserves, profits or issue premiums, record the completion of the capital increases carried out pursuant to this authorisation, amend the articles of association accordingly and, in general, carry out all necessary actions and formalities;

- 10.resolve that the Board of Directors shall not be entitled, unless otherwise previously authorised by the General Meeting, to exercise its rights under this delegation of authority between the date on which a third party registers a public offer targeting the shares in the Company and the end of the offer period;
11. note that, each year, the Board of Directors will inform the shareholders at the ordinary general meeting, as required by laws and regulations, in particular paragraph 1 of Article L. 225-197-4 of the French Commercial Code, of the transactions carried out pursuant to this resolution;
- 12.resolve that this authorisation, which supersedes the authorisation granted pursuant to the twenty-second resolution of the General Meeting held on 10 June 2020, is granted for a period of eighteen (18) months as from this General Meeting.

#### **THIRTY-FOURTH RESOLUTION**

*(Powers to carry out legal formalities)*

The shareholders at the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, confer all powers on the bearer of copies or extracts of these minutes to carry out all legal formalities.

## **I — Preliminary formalities to be completed to participate in the General Meeting**

The General Meeting is made up of all shareholders, regardless of the number of shares they hold.

Pursuant to Article R. 22-10-28 of the French Commercial Code, the right to participate in the General Meeting is established by the registration of securities in the name of the shareholder or of the intermediary registered on the shareholder's behalf (pursuant to the seventh paragraph of Article L. 228-1 of the French Commercial Code) by the second business day preceding the General Meeting, that is by midnight (Paris time) on **Friday, 21 April 2023**, in the registered securities accounts kept by the Company (or its agent) or in bearer securities accounts kept by authorised intermediaries.

Registration of registered shares is certified by way of registration in the registered securities accounts kept by the Company.

Registration of shares in bearer securities accounts kept by authorised intermediaries is certified by way of a participation certificate issued by said intermediaries (electronically, if applicable, under the conditions stipulated in Article R. 225-61 of the French Commercial Code), provided with:

- the remote voting form; or
- the voting proxy form,

established in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

## **II. — Conditions for participating in the General Meeting**

### **1. Attending the General Meeting in person:**

A shareholder wishing to attend the General Meeting in person must first obtain an admission card<sup>1</sup>.

- **A registered shareholder** who has been registered for at least one month by the date of the notice of meeting, in accordance with the provisions of Article R. 225-68 of the French Commercial Code, shall receive the notice of meeting along with a single form by post, unless they have requested to be notified electronically.

The shareholder can obtain their admission card either by returning the single form, duly completed, dated and signed, using the prepaid envelope enclosed with the notice of meeting received by post, or by logging in to the <http://www.sharinbox.societegenerale.com> website with their usual login details to access the *Votaccess* platform.

The admission card can then be printed directly from the voting platform or sent to the shareholder by post.

- **A bearer shareholder** can either access the *Votaccess* platform by logging in to the Internet portal of their securities account holder using their usual access codes and then follow the on-screen instructions to print out their admission card, or they can send the single form to their securities account holder. In the latter case, if the shareholder has not received their admission card by **Friday, 21 April 2023**, they must ask their securities account holder to issue a participation certificate on that date that will prove their status as a shareholder and allow them admission to the General Meeting<sup>2</sup>.

Any request received by **Friday, 21 April 2023** at the latest will be honoured.

To facilitate admission, shareholders wishing to attend the General Meeting are nevertheless advised to submit their request as soon as possible to ensure their card arrives on time. Under no circumstances should requests for admission cards be sent directly to the Company. On the day of the General Meeting, all shareholders must be able to prove their identity and shareholder status in order to attend the General Meeting<sup>3</sup>. Shareholders are kindly asked to arrive before the starting time of the General Meeting.

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<sup>1</sup> This document is strictly personal and may not be transferred to another person.

<sup>2</sup> The participation certificate transmitted by the account holder.

<sup>3</sup> Upon presentation of an identity document and an admission card and/or participation certificate transmitted by the account holder.

## **2. Votes or proxies sent by post**

Shareholders are strongly encouraged to cast their votes or grant proxy electronically. However, shareholders wishing to vote remotely or be represented by granting proxy to the Chairman of the General Meeting or to a representative may:

- **For registered shareholders (directly or administered):** return the single remote or proxy voting form, which they will have been sent with the notice of meeting, using the envelope enclosed with the notice of meeting.
- **For bearer shareholders:** request the single remote or proxy voting form from the intermediary that manages their securities as of the date of the notice of the General Meeting. Once this form has been completed by the shareholder, it should be returned to the account holder, which will then add a participation certificate and send it on to Société Générale Securities Services. To be counted, remote voting forms or proxies granted to the Chairman must be received by Société Générale Securities Services no later than **Friday, 21 April 2023**.

Designations or revocations of proxy sent by post must be received by Société Générale Securities Services, Service des Assemblées, CS 30812, 44308 Nantes Cedex 3, France no later than **Friday, 21 April 2023**.

## **3. Votes or proxies sent electronically**

Shareholders may transmit their voting instructions and designate or revoke a proxy online via the secure online *Votaccess* platform, under the conditions described below:

- **Registered shareholders** must submit their requests online via the secure *Votaccess* platform accessible via [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using their access code or login e-mail (if they have activated their *Sharinbox* by *SG Markets* account) and their password.

Once on the home page of the *Sharinbox* website, registered shareholders must follow the on-screen instructions in order to access the *Votaccess* platform where they will be able to vote online.

- **Bearer shareholders** are responsible for finding out whether their account holder has access to the *Votaccess* platform and, if so, whether this access is subject to specific conditions for use. Please note that only bearer shareholders whose account holder has signed up to *Votaccess* are able to vote and designate or revoke a proxy online.

If the shareholder's account holder has signed up to *Votaccess*, the shareholder must log in to the account holder's Internet portal with their usual access codes. The shareholder must then click on the icon that will appear on the line corresponding to their Verallia shares and follow the on-screen instructions in order to access *Votaccess* and vote or designate or revoke a proxy.

If the shareholder's account holder does not have access to the *Votaccess* platform, they may still give notification of the designation or revocation of a proxy electronically, in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, by sending an e-mail to: [shareholders@verallia.com](mailto:shareholders@verallia.com). This e-mail must include, as an attachment, a digitised copy of the proxy voting form specifying the full name, address and complete bank details of the shareholder, as well as the full name and address of the designated or revoked representative, along with the participation certificate issued by the authorised intermediary. Only notifications of the designation or revocation of proxy may be sent to the aforementioned e-mail address; no other request or notification on any other subject will be considered and/or processed.

Moreover, the shareholder must ask the bank or financial intermediary managing their securities account to send written confirmation to Société Générale Securities Services. In order for designations or revocations of proxies notified by electronic means to be validly taken into account, notifications must be received by Société Générale Securities Services no later than one day before the General Meeting, i.e. by 3:00 p.m. (Paris time) on **Monday, 24 April 2023**.

The *Votaccess* platform will be open from **Friday, 7 April 2023**. Online voting prior to the General Meeting will close one day before the Meeting, i.e. at 3:00 p.m. (Paris time) on **Monday, 24 April 2023**. Given the potential risk of congestion on the *Votaccess* platform, it is highly recommended that shareholders not wait until the day before the General Meeting to enter their voting instructions.

### **III. - Requests to add items or draft resolutions to the agenda**

Requests made by shareholders to add items or draft resolutions to the agenda of the General Meeting, pursuant to the conditions stipulated in Article R. 225 -71 of the French Commercial Code, must be sent by recorded delivery with confirmation of receipt to the Company's registered office at the following address: Verallia, 31 place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie, France (for the attention of the Legal Department) or to the following e-mail address: [shareholders@verallia.com](mailto:shareholders@verallia.com). These requests must reach the Company no later than the 25<sup>th</sup> day preceding the date of the General Meeting, i.e. by **Friday, 31 March 2023**, in accordance with Articles R. 225-73 and R. 22-10-22 of the French Commercial Code.

An explanation must be provided for any request to add an item to the agenda. Any request to add a draft resolution must include the text of the draft resolution plus a brief explanation of the reasons for the resolution.

The authors of the request must, at the date of the request, provide proof of ownership or representation of the fraction of capital required by Article R. 225-71 of the French Commercial Code, held either in the registered accounts kept by the Company or in the bearer securities accounts kept by an intermediary as referred to in Article L. 211-3 of the French Monetary and Financial Code. Requests must include a share registration certificate.

The item or resolution will be reviewed subject to the authors of the request providing a new certificate proving registration of the securities in the same accounts on the second business day prior to the General Meeting, i.e. on **Friday, 21 April 2023** before midnight (Paris time).

### **IV. Questions écrites au Conseil d'administration**

Each shareholder has the option to send any written questions to the Board of Directors as from the date of the notice of the General Meeting.

Questions must be sent by recorded delivery with confirmation of receipt to the following address: Verallia, 31 place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie, France (for the attention of the Legal Department) or by e-mail to the following address: [shareholders@verallia.com](mailto:shareholders@verallia.com). These questions must be received by the Company no later than **Wednesday, 19 April 2023**.

In accordance with Article R. 225-84 of the French Commercial Code, in order to be considered, these questions must be accompanied by a certificate of registration either in the registered securities accounts kept by the Company or in the bearer securities accounts kept by an intermediary as referred to in Article L. 211- 3 of the French Monetary and Financial Code.

In accordance with Article L. 225-108 of the French Commercial Code, a joint answer may be given for questions with the same content. Answers to written questions will be deemed to have been given if they are published on the Company's website in the section dedicated to questions and answers.

### **V. Shareholders' right to information**

The documents that must be made available to shareholders for the purposes of this General Meeting will be available at the Company's registered office at 31 place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie, France, under the conditions set out in applicable laws and regulations.

Shareholders will be able, within the legal time frames, to obtain the documents stipulated in Articles R. 225-81 and R. 225-83 of the French Commercial Code on request from Société Générale Securities Services, Service des Assemblées, CS 30812, 44308 Nantes Cedex 3, France.

The documents and information stipulated in Article R. 22-10-23 of the French Commercial Code may be consulted on the Company's website at <https://verallia.com/en/investors/regulated-information/>, in the sub-section "General Shareholders Meeting 2023", from no later than the 21<sup>st</sup> day prior to the General Meeting, i.e. from **Tuesday, 4 April 2023**.

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The bank responsible for servicing the Company's securities is: Société Générale Securities Services, Service Assemblées Générales, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, France.

***This document is a free translation of the French version and is provided for information purposes only.***

This notice will be followed by a notice of meeting containing any changes to the agenda as a result of requests to add draft resolutions submitted by shareholders.

*The Board of Directors*