

**BALO**  
**Bulletin des Annonces Légales Obligatoires N°42**

**Convening Notice**

**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 are 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).

The documents related to this General Meeting are available on the Company's website under the following link, at the section "General Shareholders Meetings": <https://www.verallia.com/en/investors/regulated-information/>

A live audio webcast of the General Meeting will be available at the following link: [https://channel.royalcast.com/landingpage/verallia-f r/20230425\\_1/](https://channel.royalcast.com/landingpage/verallia-f r/20230425_1/)

**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;

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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' shares;

***Extraordinary matters:***

22. Authorisation granted to the Board of Directors to reduce the Company' 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;

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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;
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**

The draft of resolutions that will be submitted to the General Meeting's vote have been published in the prior notice of meeting on the French Bulletin des Annonces Légales Obligatoires (BALO) number 34 of 20 March 2023.

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## **I. How to participate in the General Meeting**

### **A. 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

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- the voting proxy form,

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

## **B. 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.

### **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

<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.

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

### **C. Transfers by shareholders of their shares prior to the Combined General Shareholders' Meeting**

Any shareholder who has already returned their single proxy or remote voting form may no longer choose any other means of participating in the Meeting (Article R. 225-85 of the French Commercial Code). They may nevertheless transfer some or all of their shares at any time up to the day of the General Meeting.

If, however, transfer of ownership takes place prior to the second business day, at midnight (Paris time), preceding the Meeting, i.e. before midnight (Paris time) on **Friday, 21 April 2023**, the authorised financial intermediary holding the securities account shall inform the bank designated below of the transfer of ownership and provide the necessary details in order to invalidate or amend the vote cast remotely or proxy designated accordingly.

No transfer of ownership completed after midnight (Paris time) on the second business day preceding the Meeting, i.e. after midnight (Paris time) on **Friday, 21 April 2023**, whatever the means used, shall be notified by the authorised financial intermediary holding the securities account or taken into account by the Company, notwithstanding any agreement to the contrary.

### **D. 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

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

#### **E. Written questions for the Board of Directors**

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.

#### **F. Provisions concerning securities lending/borrowing**

In accordance with Article L. 22-10-48 of the French Commercial Code, any person holding, individually or jointly, in respect of one or more transactions involving the temporary transfer of Company shares or any transaction granting them the right or requiring them to resell or return such shares to the transferor, a number of shares representing more than 0.5% of voting rights shall inform the Company and the French Autorité des marchés financiers (AMF) by the second business day prior to the General Meeting, i.e. by midnight (Paris time) on **Friday, 21 April 2023** at the latest, when the contract arranging such transaction remains in force at that date, of the total number of shares they hold on a temporary basis.

This declaration shall include, in addition to the number of shares acquired in respect of one of the aforementioned transactions, the identity of the transferor, the date and expiry of the contract relating to the transaction and, where applicable, the voting agreement. The Company shall publish this information under the terms and conditions and according to the procedures set out in the General Regulation of the French Autorité des marchés financiers (AMF).

In case of failure to inform the Company and the French Autorité des marchés financiers (AMF), the shares acquired in respect of one of these transactions shall, in accordance with Article L. 22-10-49 of the French Commercial Code, be deprived of all voting rights at the General Meeting concerned or at any General Meeting held until the resale or

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return of said shares.

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

#### **H.**

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 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*