

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY IN ANY JURISDICTION OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS NOTICE AND THE CONSENT SOLICITATION MEMORANDUM.

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF NOTEHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD IMMEDIATELY CONSULT THEIR OWN FINANCIAL, LEGAL, ACCOUNTING OR TAX ADVISERS.

28 April 2025



Verallia

A *société anonyme* established under the laws of the Republic of France having a share capital of €408,321,248.14 with its registered office at 31, Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie, France, 812 163 913 RCS Nanterre
(the “**Company**”)

**CONVENING NOTICE TO THE GENERAL MEETINGS OF THE
HOLDERS OF THE FOLLOWING NOTES**

ISIN / Common Code	Notes	Date and hour of meeting (Paris time)
ISIN: FR0014003G27 Common Code: 234202227	€500,000,000 1.625 per cent. Sustainability Linked Notes due 14 May 2028 guaranteed by Verallia Packaging (the “ 2028 Notes ”)	On 13 May 2025 at 10:00 a.m. on first convocation, and if no quorum is reached, on 20 May 2025 at 10:00 a.m. on second convocation
ISIN: FR0014006EG0 Common Code: 240703769	€500,000,000 1.875 per cent. Sustainability Linked Notes due 10 November 2031 guaranteed by Verallia Packaging (the “ 2031 Notes ”)	On 13 May 2025 at 10:30 a.m. on first convocation, and if no quorum is reached, on 20 May 2025 at 10:30 a.m. on second convocation

(each a “**Series**” and together the “**Notes**”)

issued by the Company

NOTICE IS HEREBY GIVEN that:

- (i) In respect of the 2028 Notes, pursuant to Condition 9.1(d) of the terms and conditions of the 2028 Notes set out in the prospectus dated 11 May 2021 (the “**2028 Terms and Conditions**”); and
- (ii) In respect of the 2031 Notes, pursuant to Condition 9.1(d) of the terms and conditions of the 2031 Notes set out in the prospectus dated 8 November 2021 the “**2031 Terms and Conditions**”, and together with the 2028 Terms and Conditions, the “**Terms and Conditions**”),

the Board of directors of the Company has decided to convene the holders of each Series of Notes (the “**Noteholders**”) to general meetings to be held at 19, Place Vendôme, 75001 Paris, France, in the offices of White & Case LLP on 13 May 2025:

- (iii) in respect of the 2028 Notes, at 10:00 a.m. (Paris time) on first convocation and if no quorum is reached, on 20 May 2025 at 10:00 a.m. (Paris time) on second convocation (the “**2028 General Meeting**”);
- (iv) in respect of the 2031 Notes, at 10:30 a.m. (Paris time) on first convocation and if no quorum is reached, on 20 May 2025 at 10:30 a.m. (Paris time) on second convocation (the “**2031 General Meeting**”, and together with the 2028 General Meeting, the “**General Meetings**”).

The General Meetings are convened in order to deliberate on the following agenda and, if thought fit, to approve the resolutions set out below (the “**Resolutions**”) (the “**Consent Solicitation**”), as more fully described in the Consent Solicitation Memorandum dated 28 April 2025 (the “**Consent Solicitation Memorandum**”), a copy of which is available for viewing and/or collection by the Noteholders as indicated below.

Unless the context otherwise requires, capitalized terms used in this notice not defined explicitly herein shall have the same meaning ascribed to them in the Terms and Conditions of the relevant Series of Notes and the Resolutions.

This notice is issued on 28 April 2025 by the Company and is published in accordance with the Terms and Conditions of the relevant Series of Notes.

The Board of directors of the Company has approved and agreed that the following agenda shall be presented for approval at the General Meeting for each Series of Notes:

AGENDA

- Waiver of the right to exercise the Put Option in the event of a Change of Control resulting from the Tender Offer;
- Filing of the documents relating to the General Meeting; and
- Powers to carry out formalities.

Please note the following important dates relating to the General Meetings:

Times and dates	Events
28 April 2025	<p>Announcement of the Consent Solicitation</p> <ul style="list-style-type: none"> • Publication of the convening notice to the Noteholders of each Series of Notes, which will be published through Euroclear and available (in French and in English) for inspection and copying (i) at the registered office of the Company, (ii) at the specified offices of the Paying Agent and of the Centralizing Agent and (iii) on the Company's Internet website (https://www.verallia.com/) • Publication of a press release by the Company announcing the launch of the Consent Solicitation • Consent Solicitation Memorandum available for inspection at the registered office of the Company, at the office of the Centralizing Agent and at the offices of the Paying Agent of each Series of Notes (copies of which are obtainable, upon request, free of charge)
9 May 2025, 0:00 (midnight) (Paris time)	Required date and time for the book-entry statement evidencing the right of each holder of Notes to participate in the relevant General Meeting on first convocation (each, a " First General Meeting ")
10 May 2025, 23:59 (Paris time)	Deadline for the reception by the Centralizing Agent of Participation Forms in view of each First General Meeting
13 May 2025	At 10:00 a.m. (Paris time), First General Meeting for the 2028 Notes
13 May 2025	At 10:30 a.m. (Paris time), First General Meeting for the 2031 Notes
As soon as possible on 13 May 2025	Announcement and publication of results or, if no quorum is met at any given First General Meeting, convocation of the relevant General Meeting(s) on second convocation (each, an " Adjourned General Meeting " and together, where relevant, the " Adjourned General Meetings ") Any such announcement, publication or convocation will be published through Euroclear and available (in French and in English) for inspection and copying (i) at the registered office of the Company, (ii) at the specified offices of the Paying Agent and of the Centralizing Agent and (iii) on the Company's Internet website (https://www.verallia.com/).
On or about 15 May 2025	Payment of the Consent Fee to the Noteholders having validly cast their votes at the relevant First General Meeting of any given Series of Notes if the Resolutions are adopted by the relevant First General Meeting
16 May 2025, 0:00 (midnight) (Paris time)	Required date and time for the book-entry statement evidencing the right of each holder of Notes to participate in the relevant Adjourned General Meeting(s), if any
17 May 2025, 23:59 (Paris time)	Deadline for the reception by the Centralizing Agent of Participation Forms in view of the relevant Adjourned General Meeting(s), if any

20 May 2025	At 10:00 a.m. (Paris time), Adjourned General Meeting for the 2028 Notes, where relevant
20 May 2025	At 10:30 a.m. (Paris time), Adjourned General Meeting for the 2031 Notes, where relevant
As soon as possible on 20 May 2025	Announcement of the final results of the Adjourned General Meeting(s), where relevant
On or about 22 May 2025	Payment of the Consent Fee to the Noteholders having validly cast their votes at the relevant First General Meeting of any given Series of Notes if the Resolutions are adopted by the relevant Adjourned General Meeting(s), if any

THE TEXT OF THE RESOLUTIONS is as follows:

PROPOSED RESOLUTIONS FOR EACH GENERAL MEETING

First resolution – Waiver of the right to exercise the Put Option in the event of a Change of Control resulting from the Tender Offer

The General Meeting, having deliberated pursuant to Article L.228-65, I of the French *Code de commerce* and having decided in accordance with the applicable quorum and majority criteria required for general meetings in accordance with the Terms and Conditions of the Notes and having taken formal note of:

- the report of the Board of Directors (*Conseil d'administration*) of the Company; and
- the consent solicitation memorandum dated 28 April 2025,

irrevocably and expressly waives the right of each Noteholder to exercise the Put Option in the event of a Change of Control (as such terms are defined in Condition 5(c) “*Redemption at the option of the Noteholders following a Change of Control*” of the Terms and Conditions of the Notes) resulting from the Tender Offer (as such term is defined in, and in the conditions set out in, the report of the Board of Directors of the Company).

Second resolution - Filing of the documents relating to the General Meeting

The General Meeting decides, in accordance with article R.228-74 paragraph 1 of the French *Code de commerce*, that the attendance sheet, the powers of the represented Noteholders set out in the relevant Participation Forms and the minutes of the present General Meeting will be deposited at the registered office of the Company in order to allow any Noteholder to exercise the right of communication granted by the law.

Third resolution – Powers to carry out formalities

The General Meeting, having deliberated pursuant to Article L.228-65, I of the French *Code de commerce* and having decided in accordance with the applicable quorum and majority criteria required for general meetings in accordance with the Terms and Conditions of the Notes, grants full powers to the bearer of an original, copy or extract of these resolutions to take, to the extent necessary, all decisions, conclusions, communications and formalities that may be deemed necessary for the implementation of these resolutions.

THE CONSENT SOLICITATION

Documents available for inspection

In accordance with Condition 9.1(f) of the Terms and Conditions of each Series of Notes and Articles L.228-69 and R.228-76 of the French *Code de commerce*, each Noteholder or, as the case may be, its representative, has the right, as from the date hereof and during the 15-day period preceding the First General Meeting of each Series of Notes (or during the 6-day period preceding the holding of an Adjourned General Meeting on second convocation, if any), to consult or make a copy of the text of the Resolutions which will be proposed and of the Documents (as defined below) which will be presented at the General Meetings.

The following report and documents (together, the “**Documents**”) are available as from the date of this convening notice for consultation, copy or upon request by filling out the information request form attached to this convening notice (the “**Information Request Form**”):

- the proposed Resolutions (the text of which is reproduced on page 5 of this convening notice);
- the report of the Board of Directors (*Conseil d'administration*) of the Company on the proposed Resolutions (a copy of which is attached hereto);
- the Consent Solicitation Memorandum;
- this convening notice (including the Information Request Form, Participation Form and the Form of Book Entry Statement (as defined below));
- the prospectus dated 11 May 2021 related to the issue of the 2028 Notes; and
- the prospectus dated 8 November 2021 related to the issue of the 2031 Notes.

Copies of the Documents can be obtained from and will be made available for inspection by the Noteholders of each Series of Notes at:

- the registered office of the Company (31, Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie, France); and
- the offices of the Centralizing Agent for the transaction, *i.e.* Société Générale Securities Services, at the following address: 32, rue du Champ de Tir – CS 30812, 44308 Nantes Cedex 3, France; and
- the office of Société Générale as Fiscal Agent, Paying Agent and Calculation Agent in respect of the Notes, at the following address: 32, rue du Champ de Tir – CS 30812, 44308 Nantes Cedex 3, France; and
- on the website of the Company (<https://www.verallia.com/>), except for the Consent Solicitation Memorandum.

If any Noteholder has any question, they should feel free to contact the Centralizing Agent for matters regarding the submission of participation forms and associated documents, or the Consent Solicitation Agents for questions on the Consent Solicitation itself.

Consent Fee

Subject to the approval of the Resolutions by the relevant General Meeting on first or second convocation, the Company will pay to each holder of the Notes who validly cast a vote at the relevant General Meeting held on first convocation an amount denominated in Euros (the “**Consent Fee**”) of 0.25% of the aggregate nominal amount of the Notes held by each Noteholder.

For the avoidance of doubt, if the Resolutions are approved on first or second convocation of the General

Meeting of any Series of Notes, the Consent Fee shall only be paid to the Noteholders of such relevant Series of Notes who have validly cast their votes at the relevant General Meeting held on first convocation, irrespective of whether they have voted against or in favour of the Resolutions and irrespective of whether or not the Resolutions are passed in respect of the other Series of Notes. If the Resolutions are not approved, at any given General Meeting in respect of any Series of Notes, the Consent Fee will not be due or payable to any Noteholder of such Series, whether or not such Noteholder has voted at the General Meeting (and whether or not the Resolutions are passed in respect of the other Series of Notes).

Subject to and as provided above, the right of each Noteholder who has validly cast its vote at the General Meeting held on first convocation, if the Resolutions are approved, to receive the Consent Fee will be evidenced by the entries in the books of the relevant Account Holder (as defined below) of the name of such Noteholder on the relevant Record Date (as defined below).

The payment of the Consent Fee is expected to take place (i) on or about 15 May 2025 if the Resolutions are adopted by the relevant First General Meeting on first convocation or (ii) on or about 22 May 2025 if the Resolutions are adopted by the relevant Adjourned General Meeting on second convocation, if any.

Noteholders are invited to submit their inquiries regarding the Consent Fee to the Paying Agent (contact details indicated hereunder).

Société Générale

32, rue du Champ de Tir – CS 30812
44308 Nantes Cedex 3
France
Email: agobligataire.fr@socgen.com

Priority Allocation to Noteholders who have validly cast a vote at the relevant General Meeting held on first convocation in the next issue of New Notes by the Company

Holders of Notes who have validly cast a vote at the relevant General Meeting held on first convocation may, at the sole and absolute discretion of the Company, receive priority allocation in the next new issue of notes by the Company, if any (the “**New Notes**”) for up to the nominal amount of Notes validly voted for (and not revoked) at the relevant General Meeting held on first convocation and will be allocated New Notes before any other person requesting to subscribe for any such New Notes (the “**Priority Allocation**”). The right to Priority Allocation only applies if the relevant Noteholder (i) is eligible to subscribe for New Notes and complies with the target market requirements for the issue of New Notes, as determined at the time of issuance of any such New Notes, and (ii) makes an application for the purchase and subscription of any New Notes at the time of issuance of such New Notes.

Priority Allocations are only given up to the maximum nominal amount of the relevant issue of New Notes. If Priority Allocations exceed the maximum nominal amount of the relevant New Notes, all Priority Allocations will be reduced on a *pro rata* basis.

However, the Company is not obliged to allocate New Notes to a Noteholder having made the relevant application and any allocation may be more or less than the nominal amount of Notes validly voted for (and not revoked) at the relevant General Meeting held on first convocation by any such Noteholder. Any allocation of New Notes, while being considered by the Company as set out above, will be made in accordance with customary new issue allocation processes and procedures.

The Priority Allocation is not an offer to buy or sell, or a solicitation of an offer to sell or buy, any New Notes or other securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States absent registration under, or an exemption from, the registration requirements of the Securities Act. The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons

(as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

Receiving Priority Allocation does not constitute an offer or acceptance by any Noteholder to purchase New Notes, and any investment decision to purchase any New Notes should be made solely on the basis of the information contained in the prospectus (the “**Prospectus**”) that will be prepared in relation to such New Notes in accordance with Regulation (UE) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended, and no reliance shall be placed on any representations other than those contained in any such Prospectus.

For the avoidance of doubt, in the event of an issue of New Notes, the ability to purchase New Notes will be subject to all applicable securities laws and regulations in force in any relevant jurisdiction (including the jurisdiction of the relevant Noteholder and the selling restrictions set out in the Prospectus relating to any such New Notes).

General

The relevant provisions governing the convening and holding of the relevant General Meeting are set out in the Terms and Conditions of each Series of Notes.

Noteholders should pay particular attention to the requirements in respect of the quorum for the First General Meetings and the Adjourned General Meeting(s) (if applicable), which are described below. In light of such requirements, Noteholders are strongly urged to take the steps referred to below as soon as possible in order to attend the relevant General Meeting in person, to vote by correspondence or to be represented by proxy at the relevant General Meeting.

Quorum and Adjournment

Pursuant to Condition 9.1(e) of the Terms and Conditions of each Series of Notes, each General Meeting may deliberate validly on first convocation only if Noteholders of the relevant Series of Notes represented hold at least a fifth (1/5) of the principal amount of the Notes then outstanding. On second convocation, no quorum shall be required.

Decisions at meetings shall be taken by a simple majority of votes cast by the Noteholders of the relevant Series of Notes attending any such General Meeting or represented thereat.

Where relevant, notice of the Adjourned General Meeting(s) for lack of quorum shall be given in the same manner as notice of the First General Meeting to which any such Adjourned General Meeting relates.

Voting Procedures

Each Noteholder, regardless of the number of Notes held by it, has the right to participate in the relevant General Meeting in person, by proxy or vote by correspondence, in accordance with applicable laws and regulations.

In the event that a Noteholder wishes to participate in person in any given General Meeting, it shall (i) complete the participation form attached to this notice (the “**Participation Form**”), and in particular paragraph 2(a) of such Participation Form, and (ii) provide evidence of its right to participate in such General Meeting by presenting (a) an admission card obtained from Société Générale, 32 rue du Champ de Tir - CS 30812, 44308 Nantes Cedex 3, France (the “**Centralizing Agent**”), or (b) absent such admission card, any evidence that the Noteholder is registered in the books of the relevant Account Holders. The rights of each Noteholder to participate in any given General Meeting shall be evidenced by the entries in the books of the relevant Account Holder of the name of such Noteholder **as of 00.00 (midnight) (Paris time) on the second (2nd) business day in Paris preceding the date set for the General Meeting (i.e.,**

on 9 May 2025 at 00.00 (midnight) (Paris time) for any given First General Meeting or on 16 May 2025 at 00.00 (midnight) (Paris time) for the Adjourned General Meeting(s), if any). (see “*Voting Requirements*” below).

If a Noteholder wishes to vote on the Resolutions and the Notes it owns are held by a financial intermediary such as a broker, dealer, commercial bank, trustee, custodian or other nominee, such Noteholder should contact such financial intermediary and instruct it to vote in respect of its Notes on his/its behalf pursuant to the procedures of that financial intermediary.

In the event that a Noteholder does not wish to participate in person in any given General Meeting, such Noteholder may:

- (i) vote by correspondence: in that case, the Noteholder shall complete the paragraph 2(b) of the Participation Form annexed hereto; or
- (ii) give a proxy to the Chairman (as defined below) of the General Meeting: in this case, the Noteholder shall complete paragraph 2(c) of the Participation Form annexed hereto without indicating the name and address of the representative; or
- (iii) give a proxy to a representative of his choice (a “**Proxy Holder**”), provided, however, that, in accordance with Articles L.228-62 and L.228-63 of the French *Code de commerce*, a Noteholder shall be prohibited from appointing as Proxy Holder certain persons, including, without limitation, the directors, auditors and employees of the Company, as well as their ascendants, descendants and spouses: in that case, the Noteholder shall complete paragraph 2(c) of the Participation Form attached hereto and indicate the last name, first name(s) and address of such Proxy Holder.

Any proxy must be given in writing, signed by the relevant Noteholders and indicate the last name, first name(s) and address of the Proxy Holder, if different from the Chairman.

For holders of Notes wishing to participate in any relevant General Meeting by means other than in person, Participation Forms will only be taken into account for the calculation of the quorum and for the votes, if such forms: (i) are duly completed and signed, (ii) attach a form of book-entry statement substantially in the form attached hereto (a “**Form of Book Entry Statement**”) or in such form as is regularly used by the Account Holder (as defined below), duly completed and signed by the relevant Account Holder (a “**Valid Book Entry Statement**”), and (iii) are received by the Centralizing Agent from the relevant Account Holder at least three (3) calendar days before the date of the relevant General Meeting, i.e. for any given First General Meeting at the latest on 10 May 2025 at 23.59 (Paris time) (or on 17 May 2025 at 23.59 (Paris time) for the Adjourned General Meeting(s), if any), such forms being a “**Valid Participation Form**” if the above listed conditions are met.

The Noteholders must send the relevant Participation Form fully completed and signed to their Account Holder, who shall send it with a Valid Book Entry Statement to the Centralizing Agent by mail or email.

An Information Request Form, a Participation Form and a Form of Book Entry Statement are attached hereto. These forms as well as admission cards are available upon request from the Centralizing Agent (contact details below).

Valid Participation Forms will be valid for the Adjourned General Meeting(s), if any, convened with the same agenda, subject as set out in paragraph entitled “*Voting requirements*” below.

Voting requirements

In accordance with article R.228-71 of the French *Code de commerce* and Condition 9.1(e) of the Terms and Conditions, the rights of each Noteholder to participate in any given General Meeting will be evidenced by the entries in the books of the relevant Account Holder of the name of such Noteholder **as of 00.00**

(midnight) (Paris time) on the second (2nd) business day in Paris preceding the date set for the General Meeting (i.e., on 9 May 2025 at 00.00 (midnight) (Paris time) for any given First General Meeting or on 16 May 2025 at 00.00 (midnight) (Paris time) for the Adjourned General Meeting(s), if any) (in each case, the “**Record Date**”).

In accordance with article R.228-71 of the French *Code de commerce*, a Noteholder having already sent a Participation Form will have the right to sell all or part of its Notes. It is however specified that if such sale is made before the Record Date:

- (i) the relevant Account Holder shall notify such sale to the Centralizing Agent with all necessary information; and
- (ii) the Centralizing Agent shall nullify or modify accordingly such vote as may have been exercised in the Participation Form of such Noteholder.

In accordance with Condition 1 of the Terms and Conditions, “**Account Holder**” means any intermediary institution entitled to hold accounts, directly or indirectly, on behalf of its customers with Euroclear France, and includes Euroclear Bank SA/NV and the depositary bank for Clearstream Banking, SA.

Chairman of the General Meeting

The chairman of the General Meeting (the “**Chairman**”) shall be the representative of the *Masse* under each Series of Notes i.e. Aether Financial Services, as designated in the Terms and Conditions of the relevant Series of Notes.

Expenses

In accordance with Condition 9.1(g) of the Terms and Conditions, the Company will pay all reasonable expenses, upon presentation of documentary evidence, relating to the operation of the *Masse*, including expenses relating to the calling and holding of the General Meetings and, more generally, all administrative expenses resolved upon by the General Meetings, it being expressly stipulated that no expenses may be imputed against interest payable under the Notes.

Attachments (Schedule 1 to 3)

Schedule 1: In respect of the 2028 Notes:

- Information Request Form
- Participation Form
- Form of Book Entry Statement

Schedule 2: In respect of the 2031 Notes:

- Information Request Form
- Participation Form
- Form of Book Entry Statement

Schedule 3: In respect of both Series of Notes:

- Report of the Board of Directors (*Conseil d'administration*) of the Company on the proposed Resolutions

SCHEDULE 1: ATTACHMENTS IN RESPECT OF THE 2028 NOTES

Verallia

A *société anonyme* established under the laws of the Republic of France having a share capital of €408,321,248.14 with its registered office at 31, Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie, France, 812 163 913 RCS Nanterre

INFORMATION REQUEST FORM

**GENERAL MEETING ON 13 MAY 2025 AT 10:00 A.M. (PARIS TIME)
AT 19, PLACE VENDÔME, 75001 PARIS, FRANCE, IN THE OFFICES**

OF WHITE & CASE LLP

OF THE HOLDERS OF

€500,000,000 1.625 PER CENT. SUSTAINABILITY LINKED NOTES

DUE 14 MAY 2028 GUARANTEED BY VERALLIA PACKAGING

(ISIN: FR0014003G27– COMMON CODE: 234202227)

(the “Notes”)

Form to be sent to:

Société Générale Securities Services
32, rue du champ de tir
CS 30812
44308 NANTES Cedex 03
agobligataire.fr@socgen.com

First name and Family name *or* Legal name:

.....

Address *or* registered office:

.....

E-mail:@

☐ Kindly request to receive the documents stated in the paragraph entitled “*Documents available for inspection*” of the convening notice issued by Verallia in view of the general meeting of the holders of the Notes scheduled for 13 May 2025 at 10:00 a.m. (Paris time).

Delivery mode (*by default, the document will be delivered electronically*):

☐ By e-mail

☐ By mail

By a single request, the holders of the Notes may obtain from the Company the sending of the above documents and information at each subsequent general meeting.

Signed at on

Signature

IMPORTANT NOTICE: A book entry statement will need to be attached to the present form for the information request to be valid.

Verallia

A *société anonyme* established under the laws of the Republic of France having a share capital of €408,321,248.14 with its registered office at 31, Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie, France, 812 163 913 RCS Nanterre

PARTICIPATION FORM

GENERAL MEETING ON 13 MAY 2025 AT 10:00 A.M. (PARIS TIME) AT 19, PLACE
VENDÔME, 75001 PARIS, FRANCE, IN THE OFFICES OF WHITE & CASE LLP
OF THE HOLDERS OF

€500,000,000 1.625 PER CENT. SUSTAINABILITY LINKED NOTES DUE 14 MAY 2028

GUARANTEED BY VERALLIA PACKAGING

(ISIN: FR0014003G27– COMMON CODE: 234202227)

(the “Notes”)

For instructions on how to participate in this General Meeting, please carefully read the back of this form. Please note that in order for this form to be taken into account for the General Meeting, paragraphs 1, 2 and 3 of this form must be duly and fully completed.

Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the convening notice issued by Verallia in view of this General Meeting.

1/ NOTEHOLDER INFORMATION

First name and Family name or Legal name	
Address or Registered office	
Number of Notes held in bearer form (Join a Book Entry Statement)	

2/ PARTICIPATION AT THE GENERAL MEETING (Tick one box)

a. ☐ I WISH TO ATTEND IN PERSON this General Meeting and hereby request an admission card.

b. ☐ I VOTE BY CORRESPONDENCE

Having taken formal note of the three (3) Resolutions proposed for the vote of the Noteholders at the General Meeting and pursuant to Article L.228-61 of the French *Code de commerce*, I hereby cast my vote on the Resolutions as follows:

	For	Against	Abstain
Resolution n°1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution n°2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution n°3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This vote shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.

c. ☐ I APPOINT AS PROXY, without possibility of substitution or sub-delegation:

First name and Family name or Legal name or leave blank if you wish to appoint the Chairman	
Address or Registered office or leave blank if you wish to appoint the Chairman	

1. to represent me at the General Meeting or at any adjournment thereof; and
2. to attend the General Meeting, review all documents and receive all information, to sign the attendance sheets and any other documents, to take part in all proceedings, to cast all votes on the issues on the General Meeting's agenda or abstain himself/herself, and to do any and all other acts necessary.

3/ SIGNATURE (Complete and sign)

Warning: this form must be received by the Centralizing Agent at the latest on 10 May 2025 at 11.59 pm (Paris time)

First name and Family name of the signatory		Date	
Quality		Signature	

HOW TO PARTICIPATE IN THIS GENERAL MEETING

To participate, your Notes must have been entered in your name on a securities account maintained by an account holder on the second (2nd) business day in Paris preceding the date of the General Meeting at 00.00 (midnight) (Paris time).

RETURN OF THIS FORM

Please return this Participation Form fully completed to your Account Holder, who shall send it with a Valid Book Entry Statement to the Centralizing Agent Société Générale Securities Services:

**Société Générale Securities
Services**
32, rue du champ de tir - CS
30812 44308 NANTES Cedex 03
agobligataire.fr@socgen.com

For holders of Notes wishing to participate in any relevant General Meeting by means other than in person, in order to be taken into account for the General Meeting, this form fully completed must be received by the Centralizing Agent Société Générale Securities Services at least three (3) calendar days before the General Meeting, i.e. on 10 May 2025 at 23.59 (Paris time) at the latest.

OPTIONS FOR ATTENDING THE GENERAL MEETING

1/ Attending the General Meeting in person

You must ask an admission card by ticking the corresponding box on the form in paragraph 2(a). To access the General Meeting, you must present (i) this admission card or a book entry statement remitted by your Account Holder which evidences that the Notes have been entered in your name on 9 May 2025 at 00.00 (midnight) (Paris time) and (ii) a current identity card or a passport, with a power of attorney, if relevant. You will not enter the meeting without one of these documents.

2/ Vote by correspondence

You must complete paragraph 2(b) by ticking (i) the box “*I vote by correspondence*” of the form and (ii) one of the three boxes “FOR”, “AGAINST” or “ABSTAIN” for each Resolution. Forms not indicating any vote or expressing an abstention shall not be included in the votes cast. Your vote shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.

3/ Appoint a proxy (subject to certain legal prohibition)

In this case, you must complete paragraph 2(c) by (i) ticking the box “*I appoint as proxy*” of the form and (ii) either specify the name of your proxy or leave this box blank, in which case, you shall be deemed to have appointed the Chairman of the General Meeting as your proxy. The proxy shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.

In accordance with the provisions of Article L.228-62 of the French *Code de commerce*, please note that (i) the *Président* of the Company (ii) the *Directeur général*, (iii) its directors, (iv) its statutory auditors, or (v) its employees as well as (vi) their ascendants, descendants and spouses, **may not be appointed as a proxy**.

Additionally, in accordance with the provisions of Article L.228-63 of the French *Code de commerce*, persons to whom the exercise of the profession of banker is prohibited or who are deprived of the right to run, administer or manage any type of company, **may not be appointed as a proxy**.

IMPORTANT NOTICE:

In accordance with the provisions of Article L.228-61 of the French *Code de commerce*, any ballot that does not have a voting direction or indicating abstention with regards to the Resolutions will not be

included in the votes cast.

Any ballot with two contradictory votes for the Resolutions will not be included in the votes cast.

A Noteholder cannot both vote by correspondence and appoint a proxy. However, if both paragraphs 2(b) and 2(c) are completed in this form, only the proxy will be taken into account.

The holders of redeemed Notes that were not repaid on account of the failure of the debtor company or a dispute relating to the conditions of repayment may participate in the General Meeting. A company which holds at least 10% of the debtor company's capital shall not vote with the Notes it holds at the General Meeting.

Verallia

A *société anonyme* established under the laws of the Republic of France having a share capital of €408,321,248.14 with its registered office at 31, Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie, France, 812 163 913 RCS Nanterre

**FORM OF BOOK ENTRY STATEMENT
GENERAL MEETING ON 13 MAY 2025 AT 10:00 A.M. (PARIS TIME)
AT 19, PLACE VENDÔME, 75001 PARIS, FRANCE, IN THE OFFICES
OF WHITE & CASE LLP
OF THE HOLDERS OF
€500,000,000 1.625 PER CENT. SUSTAINABILITY LINKED NOTES
DUE 14 MAY 2028 GUARANTEED BY VERALLIA PACKAGING
(ISIN: FR0014003G27– COMMON CODE: 234202227)
(the “Notes”)**

This form shall be filled in by your account holder and shall be returned to:

Société Générale Securities Services
32, rue du champ de tir
CS 30812
44308 NANTES Cedex 03
agobligataire.fr@socgen.com

WE, THE UNDERSIGNED,

Account holder: _____

Represented by: _____

ACTING AS ACCOUNT HOLDER,

HEREBY CERTIFY THAT

First name and Family name or Legal name: _____

Address or Registered office: _____

is the holder of _____ Notes (nominal amount €100,000 per Note).

WE HEREBY CERTIFY THAT, unless otherwise indicated by us to the Centralizing Agent of the General Meeting referred to herein in case of assignment of all or part of the above-mentioned Notes before 00.00 midnight (Paris time) on the second business day preceding the date of such meeting (*i.e.*, before 00.00 midnight (Paris time) on 9 May 2025), the above-mentioned holder of Notes is entitled to participate at such General Meeting of Noteholders, scheduled for 13 May 2025, 10:00 a.m. (Paris time) at 19, Place Vendôme, 75001 Paris, France, in the offices of White & Case LLP.

Signed at _____ on _____

Signature

Stamp of the Account holder

Unless the context otherwise requires, capitalized terms used in this form shall have the meaning ascribed to them in the convening notice issued by Verallia on 28 April 2025 in view of this General Meeting.

SCHEDULE 2: ATTACHMENTS IN RESPECT OF THE 2031 NOTES

Verallia

A *société anonyme* established under the laws of the Republic of France having a share capital of €408,321,248.14 with its registered office at 31, Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie, France, 812 163 913 RCS Nanterre

INFORMATION REQUEST FORM

**GENERAL MEETING ON 13 MAY 2025 AT 10:30 A.M. (PARIS TIME)
AT 19, PLACE VENDÔME, 75001 PARIS, FRANCE, IN THE OFFICES
OF WHITE & CASE LLP
OF THE HOLDERS OF
€500,000,000 1.875 PER CENT. SUSTAINABILITY LINKED NOTES
DUE 10 NOVEMBER 2031 GUARANTEED BY VERALLIA PACKAGING
(ISIN: FR0014006EG0 – COMMON CODE: 240703769)
(the “Notes”)**

Form to be sent to:

Société Générale Securities Services
32, rue du champ de tir
CS 30812
44308 NANTES Cedex 03
agobligataire.fr@socgen.com

First name and Family name *or* Legal name:

.....

Address *or* registered office:

.....

E-mail:@

☐ Kindly request to receive the documents stated in the paragraph entitled “*Documents available for inspection*” of the convening notice issued by Verallia in view of the general meeting of the holders of the Notes scheduled for 13 May 2025 at 10:30 a.m. (Paris time).

Delivery mode (*by default, the document will be delivered electronically*):

☐ By e-mail ☐ By mail

By a single request, the holders of the Notes may obtain from the Company the sending of the above documents and information at each subsequent general meeting.

Signed at on

Signature

IMPORTANT NOTICE: A book entry statement will need to be attached to the present form for the information request to be valid.

Verallia

A *société anonyme* established under the laws of the Republic of France having a share capital of €408,321,248.14 with its registered office at 31, Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie, France, 812 163 913 RCS Nanterre

PARTICIPATION FORM

**GENERAL MEETING ON 13 MAY 2025 AT 10:30 A.M. (PARIS TIME) AT 19, PLACE
VENDÔME, 75001 PARIS, FRANCE, IN THE OFFICES OF WHITE & CASE LLP
OF THE HOLDERS OF**

**€500,000,000 1.875 PER CENT. SUSTAINABILITY LINKED NOTES DUE 10 NOVEMBER 2031
GUARANTEED BY VERALLIA PACKAGING
(ISIN: FR0014006EG0 – COMMON CODE: 240703769)
(the “Notes”)**

For instructions on how to participate in this General Meeting, please carefully read the back of this form. Please note that in order for this form to be taken into account for the General Meeting, paragraphs 1, 2 and 3 of this form must be duly and fully completed.

Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the convening notice issued by Verallia in view of this General Meeting.

1/ NOTEHOLDER INFORMATION

First name and Family name or Legal name	
Address or Registered office	
Number of Notes held in bearer form (Join a Book Entry Statement)	

2/ PARTICIPATION AT THE GENERAL MEETING (Tick one box)

a. ☐ **I WISH TO ATTEND IN PERSON** this General Meeting and hereby request an admission card.

b. ☐ **I VOTE BY CORRESPONDENCE**

Having taken formal note of the three (3) Resolutions proposed for the vote of the Noteholders at the General Meeting and pursuant to Article L.228-61 of the French *Code de commerce*, I hereby cast my vote on the Resolutions as follows:

	For	Against	Abstain
Resolution n°1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution n°2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution n°3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This vote shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.

c. ☐ **I APPOINT AS PROXY**, without possibility of substitution or subdelegation:

First name and Family name or Legal name or leave blank if you wish to appoint the Chairman	
Address or Registered office or leave blank if you wish to appoint the Chairman	

3. to represent me at the General Meeting or at any adjournment thereof; and

4. to attend the General Meeting, review all documents and receive all information, to sign the attendance sheets and any other documents, to take part in all proceedings, to cast all votes on the issues on the General Meeting's agenda or abstain himself/herself, and to do any and all other acts necessary.

3/ SIGNATURE (Complete and sign)

Warning: this form must be received by the Centralizing Agent at the latest on 10 May 2025 at 11.59 pm (Paris time)

First name and Family name of the signatory		Date	
Quality		Signature	

HOW TO PARTICIPATE IN THIS GENERAL MEETING

To participate, your Notes must have been entered in your name on a securities account maintained by an account holder on the second (2nd) business day in Paris preceding the date of the General Meeting at 00.00 (midnight) (Paris time).

RETURN OF THIS FORM

Please return this Participation Form fully completed to your Account Holder, who shall send it with a Valid Book Entry Statement to the Centralizing Agent Société Générale Securities Services:

**Société Générale Securities
Services**
32, rue du champ de tir - CS
30812 44308 NANTES Cedex 03
agobligataire.fr@socgen.com

For holders of Notes wishing to participate in any relevant General Meeting by means other than in person, in order to be taken into account for the General Meeting, this form fully completed must be received by the Centralizing Agent Société Générale Securities Services at least three (3) calendar days before the General Meeting, i.e. on 10 May 2025 at 23.59 (Paris time) at the latest.

OPTIONS FOR ATTENDING THE GENERAL MEETING

1/ Attending the General Meeting in person

You must ask an admission card by ticking the corresponding box on the form in paragraph 2(a). To access the General Meeting, you must present (i) this admission card or a book entry statement remitted by your Account Holder which evidences that the Notes have been entered in your name on 9 May 2025 at 00.00 (midnight) (Paris time) and (ii) a current identity card or a passport, with a power of attorney, if relevant. You will not enter the meeting without one of these documents.

2/ Vote by correspondence

You must complete paragraph 2(b) by ticking (i) the box “*I vote by correspondence*” of the form and (ii) one of the three boxes “FOR”, “AGAINST” or “ABSTAIN” for each Resolution. Forms not indicating any vote or expressing an abstention shall not be included in the votes cast. Your vote shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.

3/ Appoint a proxy (subject to certain legal prohibition)

In this case, you must complete paragraph 2(c) by (i) ticking the box “*I appoint as proxy*” of the form and (ii) either specify the name of your proxy or leave this box blank, in which case, you shall be deemed to have appointed the Chairman of the General Meeting as your proxy. The proxy shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.

In accordance with the provisions of Article L.228-62 of the French *Code de commerce*, please note that (i) the *Président* of the Company (ii) the *Directeur général*, (iii) its directors, (iv) its statutory auditors, or (v) its employees as well as (vi) their ascendants, descendants and spouses, **may not be appointed as a proxy**.

Additionally, in accordance with the provisions of Article L.228-63 of the French *Code de commerce*, persons to whom the exercise of the profession of banker is prohibited or who are deprived of the right to run, administer or manage any type of company, **may not be appointed as a proxy**.

IMPORTANT NOTICE:

In accordance with the provisions of Article L.228-61 of the French *Code de commerce*, any ballot that does not have a voting direction or indicating abstention with regards to the Resolutions will not be

included in the votes cast.

Any ballot with two contradictory votes for the Resolutions will not be included in the votes cast.

A Noteholder cannot both vote by correspondence and appoint a proxy. However, if both paragraphs 2(b) and 2(c) are completed in this form, only the proxy will be taken into account.

The holders of redeemed Notes that were not repaid on account of the failure of the debtor company or a dispute relating to the conditions of repayment may participate in the General Meeting. A company which holds at least 10% of the debtor company's capital shall not vote with the Notes it holds at the General Meeting.

Verallia

A *société anonyme* established under the laws of the Republic of France having a share capital of €408,321,248.14 with its registered office at 31, Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie, France, 812 163 913 RCS Nanterre

**FORM OF BOOK ENTRY STATEMENT
GENERAL MEETING ON 13 MAY 2025 AT 10:30 A.M. (PARIS
TIME) AT 19, PLACE VENDÔME, 75001 PARIS, FRANCE, IN THE
OFFICES OF WHITE & CASE LLP
OF THE HOLDERS OF
€500,000,000 1.875 PER CENT. SUSTAINABILITY LINKED NOTES
DUE 10 NOVEMBER 2031 GUARANTEED BY VERALLIA PACKAGING
(ISIN: FR0014006EG0 – COMMON CODE: 240703769)
(the “Notes”)**

This form shall be filled in by your account holder and shall be returned to:

Société Générale Securities

Services

32, rue du champ de tir

CS 30812

44308 NANTES Cedex 03

agobligataire.fr@socgen.com

WE, THE UNDERSIGNED,

Account holder: _____

Represented by: _____

ACTING AS ACCOUNT

HOLDER, HEREBY CERTIFY

THAT

First name and Family name or Legal name: _____

Address or Registered office: _____

is the holder of _____ Notes (nominal amount €100,000 per Note).

WE HEREBY CERTIFY THAT, unless otherwise indicated by us to the Centralizing Agent of the General Meeting referred to herein in case of assignment of all or part of the above-mentioned Notes before 00.00 midnight (Paris time) on the second business day preceding the date of such meeting (*i.e.*, before 00.00 midnight (Paris time) on 9 May 2025), the above-mentioned holder of Notes is entitled to participate at such General Meeting of Noteholders, scheduled for 13 May 2025, 10:30 a.m. (Paris time) at 19, Place Vendôme, 75001 Paris, France, in the offices of White & Case LLP.

Signed at _____ on _____

Signature

Stamp of the Account holder

Unless the context otherwise requires, capitalized terms used in this form shall have the meaning ascribed to them in the convening notice issued by Verallia on 28 April 2025 in view of this General Meeting.

SCHEDULE 3: ATTACHMENTS IN RESPECT OF EACH SERIES OF NOTES

REPORT OF THE BOARD OF DIRECTORS (*CONSEIL D'ADMINISTRATION*) TO THE GENERAL MEETING OF HOLDERS OF

€500,000,000 1.625 per cent. Sustainability Linked Notes due 14 May 2028
guaranteed by Verallia Packaging
ISIN: FR0014003G27 – Common Code: 234202227
(the “**2028 Notes**”)

and

€500,000,000 1.875 per cent. Sustainability Linked Notes due 10 November 2031
guaranteed by Verallia Packaging
ISIN: FR0014006EG0 – Common Code: 240703769
(the “**2031 Notes**”)

(each a “**Series**” and together the “**Notes**”)

Issued by

Verallia

A *société anonyme* established under the laws of the Republic of France having a share capital of €408,321,248.14 with its registered office at 31, Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie, France, 812 163 913 RCS Nanterre
(the “**Company**”)

Dear Noteholders,

On 10 March 2025, the Board of Directors (*Conseil d'administration*) of the Company received an offer from BW Gestão de Investimentos Ltda. (« **BWGI** »)¹, the reference shareholder of the Company holding approximately 28.8% of its share capital and 27.9% of its voting rights as at 28 April 2025, under the terms of which BWGI has proposed to acquire the control of the Company by way of a tender offer, at a price of 30 euros (dividend of 1.70 euros attached) per share, without delisting (the “**Tender Offer**”). The Tender Offer is not subject to any success threshold other than reaching the legal threshold of 50% of the share capital or voting rights of the Company.

BWGI has filed the Tender Offer to the French *Autorité des marchés financiers* (the “**AMF**”) on 24 April 2025, the initial offer period of which is expected to close at the earliest by end of June 2025. Should the Tender Offer be successful (i.e. if the Company’s shares contributed to the Tender Offer by the Company’s shareholders result in BWGI reaching the legal threshold of 50% of the share capital or voting rights of the Company), the settlement and delivery of the first offer period is expected to occur at the earliest by end of June 2025 (the “**Tender Offer First Settlement Date**”). Consequently, on the Tender Offer First Settlement Date, BWGI would effectively acquire all the shares contributed by the Company’s shareholders to the Tender Offer during the initial offer period.

On 27 April 2025, the Board of directors of the Company, upon recommendation of its *ad hoc* committee, issued a favourable opinion on the Tender Offer. Ledouble issued a report on the Tender Offer as an independent expert mandated pursuant to article 262-1 of the AMF general regulations.

The documentation filed by BWGI and the Company with respect to the Tender Offer and the report of

¹ BWGI is acting as the investment manager of Kaon V, a sub-fund of Kaon Investment Fund ICAV and direct shareholder of Verallia.

Ledouble are available on the Company's website at <https://www.verallia.com/>.

Based on the Company's discussions with S&P Global Ratings Europe Limited ("**S&P**") and Moody's France S.A.S. ("**Moody's**") and in consideration of their respective publications dated 24 April 2025 and 25 April 2025, both S&P and Moody's have confirmed that the Company's current long-term credit rating (currently rated BBB- by S&P and Baa3 by Moody's) or the rating assigned to the Notes (currently rated BBB- by S&P) were unaffected by the Tender Offer and that the tender Offer was credit neutral for the Company.

In its press release dated 10 March 2025, BWGI has stated its support to the management team of Verallia and its strategy. It is further reminded that BWGI has stated in the context of the Tender Offer that it has the intention to maintain the Company's investment grade status, subject to macro-economic environment, including through the maintaining of the same level of leverage of the Group. Therefore, BWGI has indicated that, for a duration of 3 years following the Tender Offer, it will not take any decision (at the Company's level) that would directly trigger the loss by the Company of its investment grade status. BWGI specified that this commitment could be revised by BWGI and the Board of Directors of the Company if an ad hoc committee of the Board, composed of independent directors, recommends or agrees so.

BWGI also stated that the dividend policy of the Company, for the 3 years following the Tender Offer, will be determined consistently with the Company's profitability, cash generation, investment grade status of the Company and investment needs.

In the event the Tender Offer is successful and that on the Tender Offer First Settlement Date BWGI acquires the majority of the voting rights attached to the Company's shares, the "Change of Control" provisions provided for in Condition 5(c) (*Redemption at the option of the Noteholders following a Change of Control*) of the terms and conditions of each Series of Notes (the "**Terms and Conditions**") would be triggered.

For reference, a "**Change of Control**" is defined in Condition 5(c) as being the acquisition of the Control of the Company by one or several individual(s) or legal entity or entities, acting alone or in concert, it being specified that, for the purpose of this definition, "**Control**" means holding (directly or indirectly, through the intermediary of companies themselves controlled by the relevant individual(s) or entities) the majority of the voting rights attached to the shares of the Company, and "**acting in concert**" has the meaning given to it in article L.233-10 of the French *Code de commerce*.

Should the "Change of Control" provisions provided for in Condition 5(c) be triggered as described above, the Company will have to inform the Noteholders by means of a notice published in accordance with Condition 10 (*Notices*) of the Terms and Conditions, promptly after the effective date of such Change of Control, of the option of each Noteholder to require the Company to redeem or, at the Company's option, purchase all of the Notes held by any such Noteholder at their principal amount together with interest accrued thereto (the "**Put Option**"), all as more fully described in Condition 5(c).

Consequently, and in accordance with the provisions of Article L.228-65, I of the French *Code de commerce*, we have therefore convened the General Meeting of Noteholders of each Series of Notes in order to submit for its approval (i) a proposal to waive the right of each Noteholder to exercise the Put Option in the event of a Change of Control resulting from the Tender Offer in accordance with Condition 5(c) "*Redemption at the option of the Noteholders following a Change of Control*" of the Terms and Conditions, (ii) the filing at the Company's registered office of the attendance sheet, the relevant powers of represented Noteholders set out in the Participation Form and the minutes of the General Meeting of Noteholders of each Series of Notes and (iii) granting full powers to the bearer of an original, copy or extract of the resolutions to carry out formalities (the "**Resolutions**" and each a "**Resolution**").

For the vote of the **first Resolution**, the General Meeting of Noteholders of each Series of Notes is requested, in accordance with Article L.228-65, I of the French *Code de commerce*, to waive the individual right of each Noteholder to exercise the Put Option in the event of a Change of Control resulting from the Tender Offer.

For the vote of the **second Resolution**, the General Meeting of Noteholders of each Series of Notes is requested to decide, in accordance with article R.228-74 paragraph 1 of the French *Code de commerce*, that the attendance sheet, the powers of the represented Noteholders set out in the Participation Forms and the minutes of the General Meeting of each Series of Notes will be deposited at the registered office of the Company, in order to allow each Noteholder involved to exercise the right of communication granted to it by law.

For the vote of the **third Resolution**, the General Meeting of Noteholders of each Series of Notes is requested to grant full powers to the bearer of an original, copy or extract of the Resolutions to take, to the extent necessary, all decisions, conclusions, communications and formalities that may be deemed necessary for the implementation of the Resolutions.

On 23 April 2025, the Company has entered into a “certain funds” bridge loan agreement with a banking syndicate, in order to cover the financing of the potential redemption of Notes for which the Put Option would be exercised, in the event of a total or partial failure of the Consent Solicitation, as further specified in the press release of the Company dated 24 April 2025².

Subject to the approval of the Resolutions set out above by the General Meeting of any Series of Notes on first or second convocation, the Company will pay to each Noteholder of any such Series of Notes who has validly cast its votes at the relevant General Meeting held on first convocation an amount denominated in Euros of 0.25% of the aggregate nominal amount of the Notes held by such Noteholder.

Holders of Notes who have validly cast a vote at the relevant General Meeting held on first convocation may, at the sole and absolute discretion of the Company, receive priority allocation in the next new issue of notes by the Company, if any (the “**New Notes**”) for the nominal amount of Notes validly voted for at the relevant General Meeting held on first convocation and will be allocated New Notes before any other person requesting to subscribe for any such New Notes (the “**Priority Allocation**”). The right to Priority Allocation only applies if the relevant Noteholder (i) is eligible to subscribe for New Notes and comply with the target market requirements for the issue of New Notes, as determined at the time of issuance of any such New Notes, and (ii) makes an application for the purchase and subscription of any New Notes at the time of issuance of such New Notes.

Priority Allocations are only given up to the maximum nominal amount of the relevant issue of New Notes. If Priority Allocations exceed the maximum nominal amount of the relevant New Notes, all Priority Allocations will be reduced on a *pro rata* basis.

However, the Company is not obliged to allocate New Notes to a Noteholder having made the relevant application and any allocation may be more or less than the nominal amount of Notes validly voted for at the relevant General Meeting held on first convocation by any such Noteholder. Any allocation of New Notes, while being considered by the Company as set out above, will be made in accordance with customary new issue allocation processes and procedures.

This report is available to the Noteholders of each Series of Notes on the Company’s website (<https://www.verallia.com/>) and can also be obtained at the Company’s registered office pursuant to applicable laws and regulations.

² Available at: https://www.verallia.com/wp-content/uploads/2025/04/PR_Verallia_BWGI_filling_tender_offer_BWGI_20250424.pdf

Verallia
31, Place des Corolles
Tour Carpe Diem
Esplanade Nord
92400 Courbevoie
France

THE CONSENT SOLICITATION AGENTS

BNP Paribas
16, boulevard des Italiens
75009 Paris
France

Attention: Liability Management Group Telephone:
+33 1 87 74 64 33

Email: liability.management@bnpparibas.com _

Crédit Agricole Corporate and Investment Bank

12, place des Etats-Unis
CS 70052 92547 Montrouge Cedex
France

Attention: Liability Management
Tel: +442072145903

Email: Liability.management@ca-cib.com

THE PAYING AGENT

Société Générale
32, rue du Champ de Tir – CS 30812
44308 Nantes Cedex 3
France

Email: agobligataire.fr@socgen.com

THE CENTRALIZING AGENT

Société Générale Securities Services
32, rue du Champ de Tir – CS 30812
44308 Nantes Cedex 3
France

Email: agobligataire.fr@socgen.com