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**GROUPE BERKEM**

Public limited company with a Board of Directors and a capital of 39,977,217.00 euros  
Head office : 20 rue Jean Duvert 33290 Blanquefort  
820 941 490 R.C.S. Bordeaux  
(the "**Company**")

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**TEXT OF THE RESOLUTIONS PROPOSED TO  
THE ORDINARY ANNUAL AND EXTRAORDINARY GENERAL MEETING  
AS OF JUNE 22, 2023**

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**AGENDA**

**ORDINARY RESOLUTIONS**

1. Approval of the financial statements for the year ended December 31, 2022 and discharge of the Directors;
2. Approval of the consolidated financial statements for the year ended December 31, 2022 ;
3. Approval of the expenses and charges referred to in article 39, paragraph 4 of the French General Tax Code ;
4. Allocation of the result for the year ;
5. Approval of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code;
6. Authorization for the Board of Directors to purchase the Company's own shares in accordance with Article L. 22-10-62 of the French Commercial Code ;

**EXTRAORDINARY RESOLUTIONS**

7. Delegation of authority to the Board of Directors to decide on the issue, with preferential subscription rights, of shares and/or securities giving immediate or future access to the capital or entitling holders to debt securities, or the incorporation of profits, reserves or premiums into the capital;
8. Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to the capital or entitling holders to debt securities, without preferential subscription rights and without indication of beneficiaries, by way of a public offering;
9. Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to the capital or entitling holders to debt securities, by way of an offer as referred to in Article L.411-2 1° of the French Monetary and Financial Code and up to a limit of 20% of the share capital per year, without preferential subscription rights without indication of beneficiaries;
10. Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to the capital or entitling holders to debt securities, without preferential subscription right in favor of categories of beneficiaries;

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11. Authorization to be granted to the Board of Directors to increase the number of shares issued in accordance with the provisions of article L.225-135-1 of the French Commercial Code, in the event of the implementation of the delegations of authority referred to in the four preceding resolutions, with maintenance or cancellation of preferential subscription rights as the case may be;
12. Delegation of powers to the Board of Directors to decide on a capital increase in cash reserved for employees who are members of a company savings plan in accordance with the provisions of Articles L.225-129-6 of the French Commercial Code and L.3332-18 et seq. of the French Labor Code, with cancellation of preferential subscription rights reserved for the Company's employees;
13. Authorization to the Board of Directors to grant free shares;
14. Setting of the overall limit for authorizations to issue shares and securities giving access to the applicable capital and debt securities;
15. Authorization to the Board of Directors to reduce the Company's share capital by cancelling shares;
16. Power for formalities.

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### **ORDINARY RESOLUTIONS**

#### **FIRST RESOLUTION**

*Approval of the financial statements for the year ended December 31, 2022 and discharge of the Directors*

The Shareholders' Meeting, deliberating pursuant to the quorum and majority conditions required for ordinary Shareholders' Meetings, after having taken note:

- the management report prepared by the Board of Directors,
- the Statutory Auditors' report on the annual financial statements for the year ended December 31, 2022,

**approves** the annual financial statements, including the balance sheet, income statement and notes to the financial statements for the year ended December 31, 2022, as presented to it, as well as the transactions reflected in these financial statements and summarized in these reports.

Consequently, the General Meeting **gives** the members of the Board of Directors full and unconditional discharge from their respective mandates for the past financial year.

#### **SECOND RESOLUTION**

*Approval of the consolidated financial statements for the year ended December 31, 2022*

The Shareholders' Meeting, deliberating pursuant to the quorum and majority conditions required for ordinary Shareholders' Meetings, after having taken note:

- the management report prepared by the Board of Directors on the situation and activities of the BERKEM Group,

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- the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2022,

**approves** the consolidated financial statements, including the balance sheet, income statement and notes to the financial statements for the year ended December 31, 2022, as presented to it, as well as the transactions reflected in these financial statements and summarized in these reports.

### **THIRD RESOLUTION**

*Approval of expenses and charges referred to in Article 39, paragraph 4 of the French General Tax Code*

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, and in accordance with the provisions of Article 223 quater of the French General Tax Code

**notes** that there were non-deductible expenses or charges as referred to in article 39, paragraph 4 of the French General Tax Code, during the financial year ended December 31, 2022 ;

approves the amount of such expenses and charges referred to in article 39, paragraph 4 of the French General Tax Code, i.e. €22,320.

### **FOURTH RESOLUTION**

*Allocation of the result for the year*

The Shareholders' Meeting, deliberating pursuant to the quorum and majority conditions required for ordinary Shareholders' Meetings

**approves** the proposal of the Board of Directors and decides to allocate loss for the year amounting to **(448,342) euros**, in full to the item "*Issuance premiums*", which will thus be brought after allocation to a credit balance of 30,754,528 euros.

### **FIFTH RESOLUTION**

*Approval of the agreements referred to in Articles L.225-38 et seq. of the French Commercial Code*

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having heard the Statutory Auditors' special report,

**approves** the conclusions of the report presented by the Statutory Auditors pursuant to Article L.225-38 of the French Commercial Code on agreements subject to authorization.

### **SIXTH RESOLUTION**

*Authorization for the Board of Directors to purchase the Company's own shares in accordance with Article L.22-10-62 of the French Commercial Code*

The Shareholders' Meeting, deliberating pursuant to the quorum and majority conditions required for ordinary Shareholders' Meetings

having reviewed the report of the Board of Directors, and in accordance with European Regulation No. 596/2014 of the European Parliament and of the Council of April 16, 2014 and the provisions of Article L.22-10-62 of the Commercial Code,

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**authorizes** the Board of Directors, with the option of sub-delegation, to purchase or cause to be purchased, on one or more occasions, shares in the Company not exceeding 10% of the Company's share capital (at any time, this percentage being applied to a share capital figure adjusted to reflect transactions affecting it subsequently)

**decides** that the purpose of the Company's repurchase of its own shares will be :

- the implementation of stock option plans, bonus share plans, employee shareholding operations reserved for members of a company savings plan, in accordance with the legal provisions in force, or the allocation of shares to employees and/or executive officers of the Company and its affiliates;
- the delivery of shares upon the exercise of rights attached to securities giving access to the Company's capital;
- their use in connection with any hedging of the Company's commitments under financial instruments relating in particular to changes in the Company's share price;
- to retain the shares and subsequently remit them in payment or exchange in connection with any external growth, merger, demerger or contribution transactions;
- the total or partial cancellation of shares by way of a reduction in the share capital (in particular with a view to optimizing cash management, return on equity or earnings per share), subject to the adoption by this General Meeting of the 15<sup>th</sup> Resolution below;
- to stimulate the market for the shares within the framework of a liquidity contract concluded with an investment service provider, in accordance with the Code of Ethics recognized by the Autorité des Marchés Financiers;
- the implementation of any market practice that may be authorized by the AMF and, more generally, the carrying out of all transactions in accordance with the legal and regulatory provisions in force.

**sets** the terms of this purchase as follows:

The maximum amount of funds available for the share buyback program is twelve million (12,000,000) euros, net of expenses. These purchases, sales, exchanges or transfers may be carried out by any means, i.e. on the market or over the counter, within the limits permitted by the regulations in force. These transactions may be carried out at any time, in compliance with the regulations in force, including during a public offering period, subject to the legal and regulatory provisions in force.

It is specified (i) that a maximum amount of 5% of the shares comprising the Company's share capital may be allocated with a view to their retention and subsequent remittance in payment or exchange within the framework of a merger, demerger or contribution, and (ii) that in the event of acquisition within the framework of a liquidity contract, the number of shares taken into account for the calculation of the 10% limit of the amount of the share capital referred to above shall correspond to the number of shares purchased less the number of shares resold during the term of this authorization.

The maximum purchase price per share by the Company of its own shares shall not exceed twenty-one euros (€21). It is specified that in the event of transactions on the capital, in particular by incorporation of reserves and/or division or regrouping of shares, this price will be adjusted by a multiplying

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coefficient equal to the ratio between the number of shares making up the share capital before the transaction and such number after the transaction.

**delegates** to the Board of Directors, in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a stock split or reverse stock split, a distribution of reserves or any other assets, a capital redemption or any other transaction affecting shareholders' equity, the power to adjust the above-mentioned purchase and sale prices in order to take account of the impact of these transactions on the value of the share,

**grants** full powers to the Board of Directors, subject to strict compliance with legal and regulatory provisions, with the option of sub-delegation:

- to determine whether to initiate a buyback program;
- to determine the terms and conditions of the buyback program, including the price of the shares purchased;
- to carry out by any means the acquisition, the assignment or the transfer of these shares, to place all orders on the stock exchange;
- allocate or reallocate the acquired shares to the various objectives pursued in accordance with the applicable legal and regulatory conditions;
- to enter into any agreement, in particular for the keeping of registers of purchases and sales of shares, to make any declarations to the Autorité des Marchés Financiers and any other body, and to carry out any formalities;
- prepare and publish the information release relating to the implementation of the buyback program; and
- in general, to do whatever is necessary to execute and implement the present decision.

**decides** that the authorization is valid for a maximum period of **eighteen (18) months**, starting from the date of the present General Meeting, i.e. until **December 21, 2024**, date on which it will be considered as expired if the Board of Directors has not made use of it.

The Board of Directors shall provide shareholders at the Annual General Meeting, in the report provided for in Article L.225-100 of the French Commercial Code and in accordance with Article L.225-211 of the French Commercial Code, with information on the completion of the share purchase transactions authorized by the General Meeting, in particular the number and price of the shares thus acquired and the volume of shares used.

**decides** that this authorization shall supersede any previous delegation of authority for the same purpose (*14<sup>th</sup> resolution of the meeting of June 3, 2022*).

## **EXTRAORDINARY RESOLUTIONS**

### **SEVENTH RESOLUTION**

*Delegation of authority to the Board of Directors to decide on the issue, with preferential subscription rights, of shares and/or securities giving immediate or future access to the capital or entitling holders to debt securities, or the incorporation of profits, reserves or premiums into the capital*

The Shareholders' Meeting, deliberating pursuant to the conditions of quorum and majority required for extraordinary Shareholders' Meetings

having reviewed the report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of Article L.225-129 et seq. of the French Commercial Code, in particular Articles L.225-129-2, L.22-10-50 and L.228-92 and L.228-93 of said Code,

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**delegates** to the Board of Directors its authority, with the option to sub-delegate to the Chief Executive Officer, to carry out, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, in euros or in any other monetary unit established by reference to several currencies, one or more capital increases:

- by issuing, on the French and/or international market, with preferential subscription rights, ordinary shares of the Company and/or any other securities giving immediate or future access, at any time or on a fixed date, to the Company's capital or of companies that directly or indirectly own more than half of its capital or of companies in which it directly or indirectly owns more than half of the capital, or entitling to a debt security, by subscription either in cash or by offsetting debts, conversion, exchange, reimbursement, presentation of a warrant or in any other way ;
- and/or by incorporation into the capital of all or part of the profits, reserves or premiums the capitalization of which is legally and statutorily possible and in the form of an allocation of free ordinary shares or an increase in the par value of existing shares, or by the combined use of these two processes,

it being specified that the issue of preferred shares is strictly excluded from this delegation,

**decides** to set the following limits on the amounts of the issues authorized in the event that the Board of Directors makes use of this delegation of authority:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation is set at thirty million (30,000,000) euros or in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of these capital increases will be deducted from the overall limit provided for in the 14<sup>th</sup> Resolution of this General Meeting. To this limit shall be added, as the case may be, the nominal amount of shares to be issued in the event of new financial transactions to preserve, in accordance with the law, the rights of holders of securities giving access to the capital,
- the nominal amount of the bonds and other debt securities giving access to the capital that may be issued pursuant to this delegation may not exceed ninety-three million (93,000,000) euros or any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall limit applicable to bonds or other debt securities set by the 14<sup>th</sup> Resolution of this Shareholders' Meeting,

**sets at twenty-six (26) months**, as from the date of this General Meeting, the period of validity of the delegation of authority covered by this resolution, i.e. until **August 21, 2025**, at which date it will be considered expired if the Board of Directors has not made use of it.

In the event that the Board of Directors makes use of this delegation:

- decides that the issue(s) will be reserved by preference for shareholders who will be able to subscribe on an irreducible basis in proportion to the number of shares then held by them under the conditions provided for in Article L.225-132 of the Commercial Code;
- notes that the Board of Directors will have the option of instituting a reducible subscription right;
- notes and decides, insofar as is necessary, that in the case of issues of shares or securities as defined above, if the subscriptions on an irreducible basis and, where applicable, on a reducible

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basis have not absorbed the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it shall determine, one or other of the following options

- limit the issue to the amount of subscriptions, provided that the latter reaches at least three-quarters of the issue decided upon,
  - freely allocate all or part of the shares or, in the case of securities, the said securities, the issue of which has been decided but which have not been subscribed on an irreducible basis and, where applicable, on a reducible basis,
  - to offer to the public, by public offering of financial securities, all or part of the shares or, in the case of securities giving access to the capital, of the said securities not subscribed, on the French market and/or abroad
- decides that the Board of Directors may, automatically and in all cases, limit the issue decided upon to the amount reached when the unsubscribed shares and/or other securities represent less than 3% of said issue;
- takes note and decides, insofar as is necessary, that in the event of use of this delegation of authority, the decision to issue securities giving immediate or future access to the capital shall automatically entail the waiver by the shareholders of their preferential subscription rights to the shares to which these securities entitle them, in accordance with the provisions of Article L.225-132 of the French Commercial Code ;
- decides, in accordance with the provisions of article L.22-10-50 of the Commercial Code, that the rights forming fractional shares will not be negotiable or transferable and that the corresponding securities will be sold; the sums resulting from the sale will be allocated to the holders of the rights at the latest thirty (30) days after the date of registration in their account of the whole number of securities allocated ;

**specifies** that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's shares, in accordance with the legal and regulatory provisions,

**decides** that the Board of Directors shall have full powers to implement, or not, as well as to postpone, if necessary, the present delegation of authority in accordance with the legal conditions and within the limits and conditions specified above, in order to

- to decide on the capital increase and determine the securities to be issued and, more generally, to decide on the issues under this delegation;
- to decide on the amount of the capital increase, the issue price and the amount of the premium that may, if applicable, be requested on issue;
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, decide, in the case of bonds or other debt securities giving access to the Company's capital, whether they should be subordinated or not (and, if so, their subordination rank in accordance with the provisions of article L.228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed), their term (fixed or open-ended), and the other terms of issue (including the granting of guarantees or security interests) and redemption; these securities may be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds within the meaning of the stock market authorities; to amend, during

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the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities;

- determine the method of payment for the shares or securities giving access to the capital to be issued or the securities to be issued;
- to determine, if applicable, the terms and conditions for the exercise of the rights attached to the shares or securities to be issued and, in particular, to set the date, even retroactively, as from which the new ordinary shares (i.e. any underlying securities) will carry dividend rights, to determine the terms and conditions for the exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other terms and conditions for the completion of the capital increase;
- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three months;
- at its sole initiative, to charge the costs of the capital increase to the amount of the premiums relating thereto and to deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase;
- to determine and make all adjustments to take account of the impact of transactions affecting the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a bonus issue of shares, a stock split or reverse stock split, a distribution of reserves or any other assets, a redemption of capital or any other transaction affecting shareholders' equity, and to set the terms and conditions under which the rights of holders of securities giving access to the capital will be preserved, where applicable;
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular to successfully complete the planned issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued under this delegation, and for the exercise of the rights attached thereto.

The final terms and conditions of the transactions carried out under this authorization will be the subject of a supplementary report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will prepare when it makes use of the delegation of authority to be granted by this Meeting. The Statutory Auditors will also prepare a supplementary report at that time.

**decides** that this authorization shall supersede any previous delegation for the same purpose (*15<sup>th</sup> resolution of the meeting of June 3, 2022*).



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### **EIGHTH RESOLUTION**

*Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to the capital or entitling holders to debt securities, without preferential subscription rights and without indication of beneficiaries, by way of a public offering*

The Shareholders' Meeting, deliberating pursuant to the conditions of quorum and majority required for extraordinary Shareholders' Meetings

having reviewed the report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-129 et seq. of the French Commercial Code, and in particular Articles L.225-129-2, L.225-135, L.225-136 and L.228-91 et seq.,

**delegates** to the Board of Directors its authority, with the option of sub-delegation to the Chief Executive Officer, to issue, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, on the French and/or international market, by offering securities to the public with waiver of preferential subscription rights, without indication of beneficiaries, in euros or in any other currency unit established by reference to several currencies, of ordinary shares of the Company and/or of any other securities giving immediate or future access to the Company's share capital, at any time or on a fixed date, to the capital of the Company, or of companies that directly or indirectly own more than half of its capital, or of companies of which it directly or indirectly owns more than half of the capital, or giving entitlement to a debt security, either by subscription in cash or by offsetting debts, conversion, exchange, redemption, presentation of a warrant or in any other way, it being possible for the securities representing debts to be issued with or without guarantee, in the forms, at the rates and on the conditions that the Board of Directors deems appropriate;

it being specified that the issue of preference shares is strictly excluded from this delegation,

**decides** to set the following limits on the amounts of the issues authorized in the event that the Board of Directors uses this delegation of authority:

- the maximum nominal amount of the capital increases that may be carried out immediately and/or in the future pursuant to this delegation is set at thirty million (30,000,000) euros or its equivalent in foreign currencies on the date of issue, it being specified that the total nominal amount of these capital increases will be deducted from the overall limit provided for in the 14<sup>th</sup> Resolution of this General Meeting. To this limit shall be added, where applicable, the nominal amount of additional shares to be issued to preserve the rights of holders of securities giving access to shares in the Company in accordance with the law and the applicable contractual provisions;
- the nominal amount of the bonds and other debt securities giving access to the capital that may be issued under the present delegation may not exceed ninety-three million (93,000,000) euros or its equivalent in foreign currencies on the date of issue, it being specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall limit applicable to bonds or other debt securities, set by the 14<sup>th</sup> Resolution of the present Shareholders' Meeting ;

**decides** to waive, without indicating beneficiaries, the shareholders' preferential subscription right to the shares, other securities and all debt securities that may be issued pursuant to this resolution, while allowing the Board of Directors the option of granting shareholders a priority right to subscribe to all or part of the issues during the period and on the terms that it shall determine in accordance with the provisions of Article L.22-10-51 of the French Commercial Code, this priority not giving rise to the creation of negotiable rights, but which may be exercised on both an irreducible and reducible basis,

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**takes note and decides**, insofar as necessary, that this delegation of authority automatically entails the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in favor of the holders of securities giving immediate or future access to the Company's capital, in accordance with the provisions of Article L.225-132 of the French Commercial Code,

**resolves** that this delegation of authority is granted to the Board of Directors for a period of **twenty-six (26) months from the date of this Meeting**, i.e. until **August 21, 2025**, at which time it will be considered null and void if the Board of Directors has not made use of it,

**decides** that:

- for capital increases, the issue price of the new shares will be set by the Board of Directors, in accordance with the provisions of Articles L.225-136 1 and R.225-114 of the French Commercial Code and shall be at least equal to the volume-weighted average of the last three trading sessions prior to its determination, decreased, if applicable, by a maximum discount of 25%, after correction of this average in the event of a difference in the dates of entitlement to dividends, it being specified, however, that if at the time of the use of this delegation, the Company's shares were admitted to trading on a regulated market, the price would be set in accordance with the provisions of Articles L.22-10-52 and R.22-10-32 of the French Commercial Code,
- for securities giving access to the capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company on the issue of the securities in question, plus the sums likely to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above
- the conversion, redemption and conversion into shares of each security giving access to the capital will be made, taking into account the nominal value of the said security, in a number of shares such that the amount received by the Company, for each share, is at least equal to the minimum price referred to above.

**decides** that the new shares issued in respect of the capital increases will be fully assimilated to the old ordinary shares and subject to all the provisions of the bylaws and the decisions of the general meetings,

**specifies** that the transactions referred to in this resolution formally exclude the offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code and may be carried out at any time, including in the event of a public offer for the Company's securities, in accordance with the legal and regulatory provisions,

**decides** that the Board of Directors will have all powers to implement or not this delegation, as well as the power to postpone it if necessary, in accordance with the legal conditions and within the limits and conditions specified above, in order to

- to decide on the capital increase and determine the securities to be issued and, more generally, to decide on the issues under this delegation;
- to decide on the amount of the capital increase;
- to set the issue price and the amount of the premium that may, if applicable, be requested on issue, within the limits set by this resolution;

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- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, decide, in the case of bonds or other debt securities giving access to the Company's capital, whether they should be subordinated or not (and, if so, their subordination ranking in accordance with the provisions of article L.228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed), their term (fixed or open-ended), and the other terms of issue (including the granting of guarantees or security interests) and redemption; these securities may be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds within the meaning of the stock market authorities; to amend, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities;
- determine the method of payment for the shares or securities giving access to the capital to be issued or the securities to be issued;
- to determine, if applicable, the terms and conditions for the exercise of the rights attached to the shares or securities to be issued and, in particular, to set the date, even retroactively, as from which the new shares (i.e. any underlying securities) will carry dividend rights, to determine the terms and conditions for the exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other terms and conditions for the completion of the capital increase;
- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months;
- at its sole initiative, to charge the costs of the capital increase to the amount of the premiums relating thereto and to deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase;
- to determine and make all adjustments to take account of the impact of transactions affecting the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a bonus issue of shares, a stock split or reverse stock split, a distribution of reserves or any other assets, a redemption of capital or any other transaction affecting shareholders' equity, and to set the terms and conditions under which the rights of holders of securities giving access to the capital will be preserved, where applicable;
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular to successfully complete the planned issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued under this delegation, and for the exercise of the rights attached thereto.

The final terms and conditions of the transaction will be the subject of a supplementary report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it makes use of the delegation of authority to be granted by this Meeting. The Statutory Auditors will also prepare a supplementary report at that time.

**decides** that this authorization shall supersede any previous delegation for the same purpose (16<sup>th</sup> resolution of the meeting of June 3, 2022).

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### **NINTH RESOLUTION**

*Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to the share capital or entitling holders to debt securities, by means of an offer as referred to in Article L.411-2 1° of the French Monetary and Financial Code, up to a limit of 20% of the share capital per year, without preferential subscription rights, without indication of beneficiaries*

The Shareholders' Meeting, deliberating pursuant to the conditions of quorum and majority required for extraordinary Shareholders' Meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-129 et seq. of the French Commercial Code, and in particular Articles L.225-129-2, L.225-135, L.225-136 and L.228-91 et seq.,

**delegates** to the Board of Directors its authority, with the option of sub-delegation to the Chief Executive Officer, to issue, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, by means of an offer as defined in 1° of Article L.411-2 of the French Monetary and Financial Code, with waiver of preferential subscription rights and without indication of beneficiaries, of ordinary shares of the Company and/or of any other securities giving immediate or future access, at any time or on a fixed date, to the Company's capital, in euros or in a foreign currency or in any other monetary unit established by reference to several currencies or of companies that directly or indirectly own more than half of its capital or of companies in which it directly or indirectly owns more than half of the capital, or giving entitlement to a debt security, either by cash subscription or by offsetting debts, conversion, exchange, redemption, presentation of a warrant or in any other way, it being possible for the securities representing debts to be issued with or without guarantee, in the forms, at the rates and on the terms that the Board of Directors deems appropriate,

it being specified that the issue of preferred shares is strictly excluded from this delegation,

**decides** to set the following limits on the amounts of the issues authorized in the event that the Board of Directors uses this delegation of authority:

- the maximum nominal amount of the capital increases that may be carried out immediately and/or in the future pursuant to this delegation is set at thirty million (30,000,000) euros or its equivalent in foreign currencies on the date of issue, it being specified that the total nominal amount of these capital increases (i) shall be limited to 20% of the capital per year (assessed on the date of implementation of the delegation) and (ii) shall be deducted from the overall limit provided for in the 14<sup>th</sup> Resolution of this General Meeting. To this cap shall be added, where applicable, the nominal amount of additional shares to be issued in order to preserve, in accordance with applicable law and contractual provisions, the rights of holders of securities giving access to shares of the Company;
- the nominal amount of the bonds and other debt securities giving access to the capital that may be issued under this delegation may not exceed ninety-three million (93,000,000) euros or its equivalent in foreign currencies on the date of issue, it being specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall limit applicable to bonds or other debt securities, set by the 14<sup>th</sup> Resolution of this General Meeting;

**decides** to waive, without indicating the beneficiaries, the shareholders' preferential subscription right to the shares, other securities or debt securities that may be issued pursuant to this resolution,

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**decides** that the issues likely to be carried out by virtue of the present resolution may be carried out by means of offers to qualified investors or to a restricted circle of investors within the meaning of 1° of Article L.411-2 of the Monetary and Financial Code,

**takes note and decides**, insofar as necessary, that this delegation of authority automatically entails the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in favor of the holders of securities giving immediate or future access to the Company's capital, in accordance with the provisions of Article L.225-132 of the French Commercial Code,

**decides** that this delegation of authority is granted to the Board of Directors for a period of **twenty-six (26) months from the date of this Meeting**, i.e. until **August 21, 2025**, at which time it will be considered expired if the Board of Directors has not made use of it,

**decides** that:

- for capital increases, the issue price of the new shares will be set by the Board of Directors, in accordance with the provisions of Articles L.225-136 1 and R.225-114 of the French Commercial Code and shall be at least equal to the volume-weighted average of the last three trading sessions prior to its determination, decreased, if applicable, by a maximum discount of 25%, after correction of this average in the event of a difference in the dates of entitlement to dividends, it being specified, however, that if at the time of the use of this delegation, the Company's shares were admitted to trading on a regulated market, the price would be determined in accordance with the provisions of Articles L.22-10-52 of the French Commercial Code and R.22-10-32 of the French Commercial Code;
- for securities giving access to the capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company on the issue of the securities in question, plus the sums likely to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above ;
- the conversion, redemption and conversion into shares of each security giving access to the capital will be made, taking into account the nominal value of the said security, in a number of shares such that the amount received by the Company, for each share, is at least equal to the minimum price referred to above.

It is however specified that in the event of the admission of the Company's shares to a regulated market, the minimum price referred to in the three paragraphs above must be at least equal to the minimum price provided for by the legal and regulatory provisions in force applicable to companies whose shares are admitted to a regulated market.

**decides** that the new shares issued in respect of the capital increases will be fully assimilated to the old ordinary shares and subject to all the provisions of the bylaws and the decisions of the general meetings,

**specifies** that the transactions referred to in this resolution may be carried out at any time, including in the event of a public offering of the Company's shares, in accordance with the legal and regulatory provisions,

**decides** that the Board of Directors shall have full powers to implement or not this delegation of authority in accordance with the law, and to suspend it if necessary, within the limits and under the conditions specified above, in particular in order to

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- to decide on the capital increase and determine the securities to be issued and, more generally, to decide on the issues under this delegation;
- decide on the amount of the capital increase;
- to set the issue price and the amount of the premium that may, if applicable, be requested on issue, within the limits set by this resolution;
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and to decide, in the case of bonds or other debt securities giving access to the Company's capital, whether they should be subordinated or not (and, if so, their subordination rank in accordance with the provisions of article L.228-97 of the French Commercial Code), to set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed interest rate), their term (fixed or open-ended), and the other terms of issue (including the granting of guarantees or security interests) and redemption; these securities may be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds within the meaning of the stock market authorities; to amend, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities;
- to decide, in the event that subscriptions do not absorb the entire issue, to limit the amount of the capital increase to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue decided;
- determine the method of payment for the shares or securities giving access to the capital to be issued or the securities to be issued;
- to determine, if applicable, the terms and conditions for the exercise of the rights attached to the shares or securities to be issued and, in particular, to set the date, even retroactively, as from which the new shares (i.e. any underlying securities) will carry dividend rights, to determine the terms and conditions for the exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other terms and conditions for the completion of the capital increase;
- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months;
- at its sole initiative, to charge the costs of the capital increase against the amount of the premiums relating thereto and to deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase;
- to determine and make all adjustments to take account of the impact of transactions affecting the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a bonus issue of shares, a stock split or reverse stock split, a distribution of reserves or any other assets, a redemption of capital or any other transaction affecting shareholders' equity, and to set the terms and conditions under which the rights of holders of securities giving access to the capital will be preserved, where applicable;
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular to successfully complete the planned issues, take any measures and carry out any formalities required for the issue, listing and financial

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servicing of the securities issued under this delegation, and for the exercise of the rights attached thereto.

The final terms and conditions of the transaction will be the subject of a supplementary report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it makes use of the delegation of authority granted to it by this Meeting. The Statutory Auditors will also prepare a supplementary report at that time.

**decides** that this authorization shall supersede any previous delegation of authority for the same purpose (17<sup>th</sup> resolution of the Meeting of June 3, 2022).

#### **TENTH RESOLUTION**

*Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to the capital or entitling holders to debt securities, without preferential subscription right in favour of categories of beneficiaries*

The Shareholders' Meeting, deliberating pursuant to the conditions of quorum and majority required for extraordinary Shareholders' Meetings

having reviewed the report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-129 et seq. of the French Commercial Code, and in particular Articles L.225-129-2, L.225-135, L.225-138, L.228-92 and L.228-93,

**delegates** to the Board of Directors its authority, with the right to further delegate to the Chief Executive Officer, to issue, on one or more occasions, in France or abroad, in the proportions, at the times and on the terms it deems appropriate, new shares of the Company and/or any other securities giving immediate or future access to the capital of the Company, with cancellation of shareholders' preferential subscription rights, in euros or in any foreign currency or any other monetary unit established by reference to more than one currency at any time or on a fixed date, to the capital of the Company, or of companies that directly or indirectly own more than half of its capital, or of companies of which it directly or indirectly owns more than half of the capital, or giving entitlement to a debt security, either by subscription in cash or by offsetting debts, conversion, exchange, redemption, presentation of a warrant or in any other way, it being possible for the securities representing debts to be issued with or without guarantee, in the forms, at the rates and on the conditions that the Board of Directors deems appropriate;

it being specified that the issue of preferred shares is strictly excluded from this delegation

**decides**, in the event that the Board of Directors uses this delegation, to set the limits of the amounts of the authorized issues as follows

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation is set at thirty million (30,000,000) euros or in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of these capital increases will be deducted from the overall limit provided for in the 14<sup>th</sup> Resolution of this General Meeting. To this limit shall be added, as the case may be, the nominal amount of shares to be issued in the event of new financial transactions to preserve, in accordance with the law, the rights of holders of securities giving access to the capital;
- the nominal amount of the bonds and other debt securities giving access to the capital that may be issued pursuant to this delegation may not exceed ninety-three million (93,000,000) euros or any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of these bonds or other debt securities will be deducted from the

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overall limit applicable to bonds or other debt securities set by the 14<sup>th</sup> Resolution of this General Meeting.

**takes note and decides**, insofar as necessary, that this delegation of authority automatically entails the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in favor of the holders of securities giving immediate or future access to the Company's capital, in accordance with the provisions of Article L.225-132 of the French Commercial Code ;

**resolves** that this delegation of authority is granted to the Board of Directors for a period of **eighteen (18) months from the date of this Meeting**, i.e. until **December 21, 2024**, at which time it shall be considered expired if the Board of Directors has not made use of it;

**decides** to waive the shareholders' preferential subscription rights to the shares, other securities and debt securities that may be issued pursuant to this resolution, in favour of categories of beneficiaries of the shares or securities to be issued, namely :

- investment companies and investment funds governed by French or foreign law (including, without limitation, any investment fund or venture capital company, in particular any capital venture fund, collective investment scheme, or holding company) investing on a regular basis in the chemistry sector, participating in the issue for a unit investment amount of more than 100,000 euros (including issue premium); and
- companies operating in the chemistry sector, acquiring an interest in the Company's capital when an agreement is signed with the Company, for a unit investment amount of more than 100,000 euros (including issue premium).

The Board of Directors shall determine the precise list of beneficiaries of this or these capital increase(s) and/or issue(s) of reserved securities within this or these category(ies) of persons and the number of securities to be allocated to each of them.

**decides that:**

- for capital increases, the issue price of the new shares (which will be treated in the same way as existing shares, as specified in the paragraph below) will be set by the Board of Directors, in accordance with the provisions of Articles L.225-138-II and R.225-114 of the French Commercial Code, and must be at least equal to the volume-weighted average of the last three trading sessions prior to the setting of the issue price, decreased, where applicable, by a discount of up to 25%, after correction of this average in the event of a difference in the dates of dividend entitlement,
- for securities giving access to the capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company on the issue of the securities in question, plus the sums likely to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above
- the conversion, redemption and conversion into shares of each security giving access to the capital will be made, taking into account the nominal value of the said security, in a number of shares such that the amount received by the Company, for each share, is at least equal to the minimum price referred to above.

It is however specified that in the event of the admission of the Company's shares to a regulated market, the minimum price referred to in the three paragraphs above must be at least equal to the minimum price



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provided for by the legal and regulatory provisions in force applicable to companies whose shares are admitted to a regulated market.

**decides** that the new shares issued in respect of the capital increases will be fully assimilated to the old shares and subject to all the provisions of the Articles of Association and the decisions of the General Meetings,

**specifies** that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's shares, in accordance with the legal and regulatory provisions,

**decides** that the Board of Directors will have all powers to implement or not this delegation, as well as the power to postpone it if necessary, under the legal conditions and within the limits and conditions specified above, in order to

- to decide on the capital increase and determine the securities to be issued and, in general, to decide on the issues under this delegation,
- decide on the amount of the capital increase,
- to set the issue price and the amount of the premium that may, if applicable, be requested on issue, within the limits set by this resolution,
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and to decide, in the case of bonds or other debt securities giving access to the Company's capital, whether they should be subordinated or not (and, if so, their subordination rank in accordance with the provisions of article L.228-97 of the French Commercial Code), to set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed interest rate), their term (fixed or open-ended), and the other terms of issue (including the granting of guarantees or security interests) and redemption; these securities may be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds within the meaning of the stock market authorities; to amend, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,
- decide, in the event that subscriptions do not absorb the entire issue, to limit the amount of the capital increase to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue decided,
- to determine the method of paying up the shares, securities giving access to the capital to be issued or securities to be issued
- to determine, if applicable, the terms and conditions for the exercise of the rights attached to the shares or securities to be issued and, in particular, to set the date, even retroactively, from which the new shares (i.e., any underlying securities) will carry dividend rights, to determine the terms and conditions for the exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other terms and conditions for the completion of the capital increase,
- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months,
- at its sole discretion, charge the costs of the capital increase against the amount of the premiums relating thereto and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase,

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- to determine and make all adjustments to take account of the impact of transactions affecting the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a bonus share issue, a stock split or reverse stock split, a distribution of reserves or any other assets, a capital redemption, or any other transaction affecting shareholders' equity, and to set the terms and conditions under which the rights of holders of securities giving access to the capital will be preserved, where applicable,
- record the completion of each capital increase and make the corresponding amendments to the bylaws,
- in general, enter into any agreement, in particular with a view to preserving any rights of holders of securities giving immediate or future entitlement to a portion of the share capital, take all measures and carry out all formalities required for the issue, registration and financial servicing of the securities issued pursuant to this delegation of authority and for the exercise of the rights attached thereto, carry out all formalities and declarations, request all authorizations that may be necessary for the completion and proper performance of this issue and, in general, do all that is necessary.

The final terms and conditions of the transaction will be the subject of a supplementary report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it makes use of the delegation of authority to be granted by this Meeting. The Statutory Auditors will also prepare a supplementary report at that time.

#### **ELEVENTH RESOLUTION**

*Authorization for the Board of Directors to increase the number of shares issued in accordance with the provisions of article L.225-135-1 of the French Commercial Code, in the event of the implementation of the delegations of authority referred to in the four preceding resolutions, with maintenance or cancellation of preferential subscription rights as the case may be*

The Shareholders' Meeting, deliberating pursuant to the conditions of quorum and majority required for extraordinary Shareholders' Meetings

having reviewed the report of the Board of Directors and, in accordance with the provisions of Article L.225-135-1 of the French Commercial Code

**authorizes** the Board of Directors to *i)* increase the number of securities to be issued in order to cover possible over-allotments and to stabilize the share price in the context of an issue, with or without maintenance of preferential subscription rights, of ordinary shares and/or any other securities giving immediate or future access, at any time or on a fixed date, to the share capital of the Company, or of companies that directly or indirectly own more than half of its capital or giving the right to a debt security, by subscription either in cash or by offsetting debts, conversion, exchange, reimbursement, presentation of a warrant or in any other way, pursuant to the 7<sup>th</sup> to 10<sup>th</sup> Resolutions and *ii)* to carry out the corresponding issues at the same price as that used for the initial issue and up to a limit of 15% of the latter, in accordance with the provisions of Article R.225-118 of the French Commercial Code or any other applicable provision;

**decides** that the present authorization, granted to the Board of Directors, must be implemented within thirty (30) days of the closing of the subscription for the initial issue concerned; if the Board of Directors has not made use of it within this period of 30 days, it will be considered to have lapsed in respect of the issue concerned;

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**decides** that the nominal amount of the corresponding issues will be deducted from the overall limit applicable, as provided for in the 14<sup>th</sup> Resolution;

**notes** that, in the event of an issue with or without preferential subscription rights, the limit provided for in 1° of I of Article L.225-134 of the French Commercial Code will be increased in the same proportions;

**decides** that this authorization shall supersede any previous delegation of authority for the same purpose (19<sup>th</sup> resolution of the Meeting of June 3, 2022).

## **TWELFTH RESOLUTION**

*Delegation of powers to the Board of Directors to decide on a capital increase in cash reserved for employees who are members of a company savings plan in accordance with the provisions of Articles L.225-129-6 of the French Commercial Code and L.3332-18 et seq. of the French Labor Code, with cancellation of preferential subscription rights reserved for the Company's employees*

The Shareholders' Meeting, deliberating pursuant to the conditions of quorum and majority required for extraordinary Shareholders' Meetings

after having examined the report of the Board of Directors and the special report of the Statutory Auditors,

**decides** to carry out a capital increase of a maximum nominal amount equal to 3% of the share capital as recorded at the time of issue by issuing new ordinary shares of the Company, with a par value of two euros and twenty-five cents (EUR 2.25), to be paid up in cash or by offsetting against certain, liquid and payable debts to the Company, reserved for employees of the Company, or of companies related to it within the meaning of article L.225-180 of the French Commercial Code, who are members of the Company Savings Plan to be set up at the initiative of the Company and/or of any mutual funds through which the new shares thus issued would be subscribed by them,

**decides** that the subscription price of the shares issued under this delegation of powers, which will confer the same rights as existing shares of the same class, will be set by the Board of Directors under the conditions provided for by the provisions of Article L.3332-19 or L.3332-20 of the French Labor Code, depending on whether or not the securities are admitted to trading on a regulated market on the date of the capital increase,

**decides** to waive the shareholders' preferential subscription rights to the ordinary shares to be issued under this resolution, reserved for the Company's shareholders pursuant to Article L.225-132 of the French Commercial Code, and to reserve the subscription for employees working for the Company on the date of subscription and belonging to the Company's Savings Plan,

**resolves** that each capital increase will be carried out only up to the amount of shares actually subscribed by the employees individually or through a company mutual fund or any other structure or entity permitted by the applicable legal or regulatory provisions,

**decides** to delegate to the Board of Directors, in accordance with the provisions of Article L.225-129-1 of the French Commercial Code, all powers, with the option of sub-delegation under the conditions of Article L.22-10-49 of the French Commercial Code, to implement the present decision under the legal conditions and within the limits and conditions specified above, in particular for the purpose of

- to carry out, after the establishment of the Company Savings Plan, within a maximum period of five (5) years from the date of this decision, a capital increase on one or more occasions, on the basis of its own decisions, by issuing shares reserved for employees or companies affiliated to

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it within the meaning of Article L.225-180 of the French Commercial Code, who are members of the Company Savings Plan and for whom preferential subscription rights have been waived;

- to determine the conditions of allocation of the new shares thus issued to the said employees in accordance with the law, including the conditions of seniority, to draw up the list of beneficiaries, as well as the number of shares likely to be allocated to each of them, within the limit of the cap of the capital increase;
- decide that subscriptions may be made directly or through a company mutual fund or any other structure or entity permitted by the applicable legal or regulatory provisions;
- to set up, establish the terms and conditions of membership of the Company Savings Plan, which may be necessary, and to draw up or modify the regulations;
- to determine the date and terms of the issues to be carried out under this authorization in accordance with legal and statutory requirements, and in particular to set the subscription price in accordance with the conditions set out in Article L.3332-20 of the French Labor Code, to determine the opening and closing dates for subscriptions, the dates from which shares will rank for dividend, and the deadlines for paying up shares, and to collect employee subscriptions;
- to collect the sums corresponding to the payment of subscriptions, whether made in cash or by offsetting claims, and, where applicable, to determine the credit balance of the current accounts opened in the Company's books in the name of subscribers paying up the subscribed shares by offsetting;
- to set, within the legal limit of three (3) years from the date of subscription provided for in Article L.225-138-1 of the French Commercial Code, the period granted to subscribing employees for the payment of the amount of their subscription, it being specified that, in accordance with the legal provisions, the subscribed shares may be paid up, at the request of the Company or of the subscriber, either by periodic payments or by equal and regular deductions from the subscriber's salary ;
- record the completion of the capital increases up to the amount of the shares actually subscribed individually or through the Company's corporate mutual fund or any other structure or entity permitted by the applicable laws and regulations, and if necessary charge all expenses to the amount of the premiums paid on the issue of the shares and deduct from this amount the sums necessary to bring the legal reserve up to one-tenth of the new capital, after each increase;
- to carry out, directly or through an agent, all legal operations and formalities;
- to amend the bylaws to reflect the increase in share capital;
- to take all measures, and generally to do all that will be useful and necessary for the final realization of the increase or successive increases of the share capital.

**decides** to set the period of validity of this delegation at **twenty-six (26) months from the** date of this decision, i.e. until **August 21, 2025 from the date of** this Meeting.

### **THIRTEENTH RESOLUTION**

*Authorization for the Board of Directors to grant free shares*

The Shareholders' Meeting, deliberating pursuant to the quorum and majority conditions required for extraordinary Shareholders' Meetings

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after having reviewed the report of the Board of Directors and the special report of the Statutory Auditors,

**authorizes** the Board of Directors, in accordance with the provisions of Articles L.225-197-1 et seq. of the French Commercial Code, to make free allotments of existing shares or shares to be issued, on one or more occasions, to beneficiaries to be determined by the Board of Directors from among the employees and executive officers of the Company or of companies or groupings affiliated with it under the conditions set out in Article L.225-197-2 of the said Code, and the executive officers referred to in the second paragraph of Article L.225-197-1 of the said Code, in accordance with the conditions set out below;

**decides** that the total number of free shares granted under this authorization may not exceed 10% of the share capital, the limit thus set not including additional shares that may be issued to preserve, in accordance with the law and, where applicable, with contractual stipulations providing for other cases of adjustment the rights of holders of securities giving access to the capital, it being specified that the nominal amount of the capital increases that may be carried out, immediately or in the future, by virtue of this authorization shall be deducted from the overall limit for capital increases provided for in the 14<sup>th</sup> Resolution of this Meeting;

**decides** that the grants made pursuant to this resolution may be subject to the fulfilment of one or more performance conditions;

**decides** that the allocation of said shares to their beneficiaries will become definitive, for all or part of the shares allocated, at the end of a vesting period of at least one year;

**decides** that, within the limits set in the preceding paragraphs, the Board of Directors shall determine the duration of the vesting period and the duration of any holding period; it being specified that, at the end of the holding period, if any, these shares may only be sold in accordance with the applicable legal and regulatory provisions;

**decides** that the allocation of said shares to their beneficiaries will become definitive before the expiry of the aforementioned vesting periods in the event of the beneficiary's disability corresponding to classification in the second or third category provided for in Article L.341-4 of the Social Security Code and that said shares will be freely transferable in the event of the beneficiary's disability corresponding to classification in the aforementioned categories of the Social Security Code;

**grants** full powers to the Board of Directors, with the option of sub-delegation within the legal limits, to implement the present authorization and in particular to

- to determine the identity of the beneficiaries of the share allotments from among the employees and executive officers of the Company or of the aforementioned companies or groupings and the corporate officers referred to in Article L.225-197-1, II of the French Commercial Code;
- for the shares that may be allocated to the executive directors referred to in Article L.225-197-1 II paragraph 4 of the French Commercial Code, either to decide that these shares may not be sold by the interested parties before the termination of their functions, or to determine the quantity of these shares that they will be required to keep in registered form until the termination of their functions;
- to set the conditions and, if applicable, the criteria for the granting of shares, and in particular any performance conditions it deems useful, as well as the terms of adjustment in the event of a financial transaction by the Company;

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- in the event of the issue of new shares, to deduct, if necessary, from the reserves, profits or issue premiums, the sums required to pay up the said shares;
- to make any adjustments to the number of shares allocated in connection with any transactions involving the Company's capital;
- record the capital increase(s) resulting from any grants made under this authorization and amend the bylaws accordingly;

**notes that**, should the Board of Directors make use of this authorization, it shall inform the ordinary Shareholders' Meeting each year of the transactions carried out pursuant to the provisions of Articles L.225-197-1 to L.225-197-3 of the French Commercial Code, in accordance with the conditions set forth in Article L.225-197-4 of said Code;

**decides** that this authorization is given for a period of **thirty-eight (38) months from the** date of this Meeting, i.e., until **August 21, 2026**, at which time it will be considered null and void if the Board of Directors has not made use of it.

**resolves** that this authorization shall supersede any previous delegation of authority for the same purpose (*21<sup>st</sup> Resolution of the Meeting of June 3, 2022*).

#### **FOURTEENTH RESOLUTION**

*Setting of the overall limit for authorizations to issue shares and securities giving access to the applicable capital and debt securities*

The Shareholders' Meeting, deliberating pursuant to the conditions of quorum and majority required for extraordinary Shareholders' Meetings

having reviewed the report of the Board of Directors, and as a consequence of the adoption of the 7<sup>th</sup> to 11<sup>th</sup> and 13<sup>th</sup> Resolutions above,

**decides** to set at thirty million (30,000,000) euros the maximum nominal amount of the immediate and/or future share capital increases that may be carried out by virtue of the delegations of authority granted by the aforementioned resolutions, it being specified that to this nominal amount shall be added, if necessary, the nominal amount of the shares to be issued in addition to preserve the rights of the holders of securities giving access to the Company's capital in accordance with the law;

also **decides** to set at ninety-three million (93,000,000) euros the maximum nominal amount of securities representing claims on the Company that may be issued by virtue of the delegations of authority granted by the aforementioned resolutions.

#### **FIFTEENTH RESOLUTION**

*Authorization to the Board of Directors to reduce the Company's share capital by cancelling shares*

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors

in accordance with the provisions of Article L.22-10-62 of the French Commercial Code,

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**authorizes** the Board of Directors, with the option of sub-delegation, to cancel on one or more occasions at such times as it sees fit, for a period of **eighteen (18) months**, i.e. until **December 21, 2024**, as from the date of this General Meeting, the shares acquired by the Company pursuant to the implementation of the authorization given in the 6<sup>th</sup> Resolution or any resolution having the same purpose and the same legal basis, up to a maximum of 10% of the Company's share capital per twenty-four (24) month period, and to reduce the share capital accordingly, it being recalled that this percentage applies to a share capital adjusted to reflect transactions affecting it subsequent to this Meeting,

**authorizes** the Board of Directors to charge the difference between the repurchase value of the cancelled shares and their par value to "Additional paid-in capital" or to any other available reserve, including the legal reserve, up to a limit of 10% of the reduction in capital,

**grants** full powers to the Board of Directors, subject to strict compliance with legal and regulatory provisions, with the option of sub-delegation, to :

- to proceed with such share cancellation(s) and capital reduction(s);
- determine the final amount of the capital reduction;
- set the terms and conditions;
- to note its realization;
- to amend the Company's bylaws accordingly;
- to carry out all the formalities and declarations with all the organizations;
- and generally do all things necessary for the implementation of this authorization.

**resolves** that this authorization shall supersede any previous delegation of authority for the same purpose (*23<sup>rd</sup> Resolution of the Meeting of June 3, 2022*).

## **SIXTEENTH RESOLUTION**

### *Powers for formalities*

The Shareholders' Meeting, deliberating pursuant to the quorum and majority conditions required for ordinary Shareholders' Meetings

**gives** full powers to the bearer of copies or extracts of these minutes of the present meeting to carry out all publication and filing formalities required by the legislation in force.