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GROUPE BERKEM

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

**SPECIAL REPORT TO THE ANNUAL AND EXTRAORDINARY GENERAL MEETING OF JUNE 22,
2023
ON FREE SHARE ISSUES
(ARTICLE L.225-197-4 OF THE FRENCH COMMERCIAL CODE)**

Ladies and Gentlemen, Dear Shareholders,

In accordance with the provisions of Article L.225-197-4 of the French Commercial Code, we hereby report on the free share allocations made during the year ended December 31, 2022 to employees and officers of our Company who hold no more than 10% of the share capital.

You are reminded that the Ordinary and Extraordinary Shareholders' Meeting of April 26, 2021, under the terms of the 10th Resolution it adopted, authorized the Board of Directors to proceed, on one or more occasions, with the free allotment of existing shares or shares to be issued to members of staff of the Company or companies or groupings affiliated to it under the conditions set out in Article L.225-197-2 of the French Commercial Code and the corporate officers referred to in Article L.225-197-1 II of the French Commercial Code, up to a maximum of 10% of the share capital.

I. FREE SHARE ISSUES FOR THE YEAR ENDED DECEMBER 31, 2022

We remind you that the Board of Directors made use of this delegation at its meeting of March 3, 2022, during which it decided to allocate 111,250 free shares, the main characteristics of which are as follows:

March 3, 2022 free shares issue	
Plan 2022-1	
Total number of free shares granted	111.250
of which total number of free shares granted to corporate officers	--
Vesting period	1 year, maturing March 3, 2023
Lock-up period	1 year, maturing March 3, 2024
Unit value of bonus shares ¹	€ 9.12
Employment condition	Continued employment with the Company or its affiliates under the conditions set out in Article L.225-197-2 of the French Commercial Code until the final allotment date of the shares.
Performance conditions	None.

At December 31, 2022, 111,250 bonus shares with a par value of two euros and twenty-five cents (€2.25) each were in the process of being definitively acquired.

II. NUMBER AND VALUE OF SHARES WHICH, DURING THE YEAR ENDED DECEMBER 31, 2022 AND IN RESPECT OF OFFICES AND POSITIONS HELD IN THE COMPANY, WERE ALLOCATED FREE OF CHARGE TO ITS OFFICERS BY THE COMPANY AND BY THOSE

¹ The value used corresponds to the opening price of the Groupe Berkem share on the day the bonus shares are granted, March 3, 2022.

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RELATED TO IT UNDER THE CONDITIONS SET OUT IN ARTICLE L. 225-197-2 OF THE FRENCH COMMERCIAL CODE (CODE DE COMMERCE)

None.

III. NUMBER AND VALUE OF SHARES WHICH, DURING THE YEAR ENDED DECEMBER 31, 2022 AND BY VIRTUE OF THE OFFICES AND FUNCTIONS THEY HOLD, WERE ALLOCATED FREE OF CHARGE TO ITS OFFICERS, BY CONTROLLED COMPANIES WITHIN THE MEANING OF ARTICLE L. 233-16 OF THE FRENCH COMMERCIAL CODE

None.

IV. NUMBER AND VALUE OF SHARES WHICH, DURING THE YEAR ENDED DECEMBER 31, 2022, WERE ALLOCATED FREE OF CHARGE BY THE COMPANY AND BY COMPANIES OR ENTITIES RELATED TO IT UNDER THE CONDITIONS SET FORTH IN ARTICLE L. 225-197-2, TO EACH OF THE TEN EMPLOYEES OF THE COMPANY OTHER THAN CORPORATE OFFICERS WHOSE NUMBER OF SHARES ALLOCATED FREE OF CHARGE IS THE HIGHEST

Allocations to the 10 non-corporate officer employees with the highest number of free shares allocated	March 3, 2022 bonus share issue
Total number of shares	111.250
Total value of shares	€ 1.040.600 ⁽¹⁾

⁽¹⁾ The value used corresponds to the opening price of the Groupe Berkem share on the day the bonus shares are granted, i.e. March 3, 2022.

V. NUMBER AND VALUE OF SHARES ALLOTTED FREE OF CHARGE TO ALL EMPLOYEES DURING THE YEAR ENDED DECEMBER 31, 2022 BY THE COMPANY AND BY COMPANIES OR GROUPINGS RELATED TO IT UNDER THE TERMS OF ARTICLE L. 225-197-2, AS WELL AS THE NUMBER OF SUCH EMPLOYEES AND THE BREAKDOWN OF SHARES ALLOTTED AMONG THE CATEGORIES OF SUCH BENEFICIARIES

Categories of salaried beneficiaries	Number of salaried beneficiaries	Number of shares allocated	Value of shares granted
Executives	8	111.250	€ 1.014.600 ⁽¹⁾
Other	0	0	€ 0
Total	8	111.250	€ 1.014.600⁽¹⁾

⁽¹⁾ The value used corresponds to the opening price of the Groupe Berkem share on the day the bonus shares are granted, March 3, 2022.

The Board of Directors