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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 - France
820 941 490 RCS Bordeaux
(the "Company")

**REPORT OF THE BOARD OF DIRECTORS
ON THE RESOLUTIONS SUBMITTED TO THE ORDINARY ANNUAL AND
EXTRAORDINARY GENERAL MEETING OF JUNE 22, 2023**

Ladies and Gentlemen, Dear Shareholders,

We have called this Ordinary and Extraordinary General Meeting to submit the following draft resolutions to you:

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

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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;
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.

The Statutory Auditors' reports and the present report of the Board of Directors have been made available to you at the Company's registered office and on its website, in accordance with the conditions and within the time periods stipulated by law.

I. STATE OF CORPORATE BUSINESS

In order to comply with the requirements of article R.225-113 of the French Commercial Code applicable to all capital increases, we invite you to refer to point 3 of the Annual Report comprising the management report of the Board of Directors for the year ended December 31, 2022, prepared in connection with the approval of the Company's financial statements by your Annual General Meeting, on the progress of corporate affairs since the beginning of the year. This document is available free of charge on the Company's website.

AUTHORITY OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

II. APPROPRIATION OF NET INCOME FOR THE YEAR (4TH RESOLUTION)

Having noted that the financial statements for the year ended December 31, 2022 show a deficit of (448,342) euros, you will be asked, under the terms of a 4th Resolution, to allocate this loss in full to the item "Additional paid-in capital", which would thus be increased after allocation to a credit balance of 30,754,528 euros.

III. PROPOSED 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 (6TH RESOLUTION)

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You will be asked to authorize the Board of Directors, with powers to subdelegate, to purchase or arrange for the purchase of shares in the Company, on one or more occasions, up to a maximum of 10% of the Company's capital stock (at any time, this percentage being applied to capital adjusted to reflect subsequent transactions affecting it).

These acquisitions would enable the Company to pursue the following objectives:

- 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 15th 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.

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

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In this context, we ask you to delegate to the Board of Directors, in the event of a change in the par value of the share, a capital increase through the capitalization of reserves, a stock split or reverse stock split, the distribution of reserves or any other assets, a capital redemption or any other transaction affecting shareholders' equity, the power to adjust the aforementioned purchase and sale prices to take account of the impact of such transactions on the value of the share.

We also ask you to give full powers to the Board of Directors, subject to strict compliance with legal and regulatory requirements, with the option of sub-delegation, in order to:

- 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.

This authorization would be valid for a maximum period of **eighteen (18) months from the** date of the Annual General Meeting, i.e. until **December 21, 2024**.

Each year, the Board of Directors would 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 share buyback transactions authorized by the Annual General Meeting, notably the number and price of shares acquired, and the volume of shares used.

This authorization would supersede the previous delegation for the same purpose (*14th resolution of the Annual General Meeting of June 3, 2022*).

THE AUTHORITY OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

IV. PROPOSED 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 (7TH RESOLUTION)

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.22-10-50 and L.228-92 and L.228-93 of the French Commercial Code, we propose that you vote on a resolution to delegate authority to the Board of Directors, 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 sees fit, in euros or in a foreign currency 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

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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 preference shares would be strictly excluded from this delegation.

We propose that you set the following limits on the amounts of authorized issues:

- 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 14th 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 14th Resolution of this Shareholders' Meeting,

We propose that the proposed authorization be valid for **twenty-six (26) months** from the date of the Annual Shareholders' Meeting, i.e. until **August 21, 2025**, at which time it will lapse if the Board of Directors does not make use of it.

Should the Board of Directors make use of this proposed authorization, we propose that you :

- 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 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,

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- 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 ;

You will also be asked to :

- specify that the transactions referred to in this proposal may be carried out at any time, including during a public tender offer for the Company's shares, in compliance with legal and regulatory provisions,
- decide that the Board of Directors would have full powers to implement, or not, and to postpone if necessary, this delegation of authority in accordance with the law and within the limits and conditions specified above, in particular for the purpose of:
 - 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 the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities;

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- 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, to be drawn up by the Board of Directors when it exercises the authority delegated to it by the Shareholders' Meeting. The Statutory Auditors would also prepare a supplementary report on this occasion.

This authorization would supersede the previous delegation for the same purpose (*15th resolution of the Annual General Meeting of June 3, 2022*).

V. PROPOSED 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 (8TH RESOLUTION)

In accordance with 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. et seq. of the said Code de Commerce, to delegate to the Board of Directors all powers, 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 to the public, without pre-emptive subscription rights and

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without specifying the beneficiaries, ordinary shares in the Company and/or any other securities giving immediate or future entitlement to shares in the Company, denominated in euros or a foreign currency, or in any other monetary unit established by reference to several currencies, 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 in which it directly or indirectly owns more than half of the capital, or giving entitlement to a debt security, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other way, it being possible for the securities representing the receivables to be issued with or without a 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 preference shares would be strictly excluded from the delegation.

We propose that you set the following limits on the amounts of the issues:

- 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 14th 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 14th Resolution of the present Shareholders' Meeting ;

We propose you to:

- waive shareholders' pre-emptive rights to subscribe for the shares, other securities and debt securities that may be issued under the terms of this authorization, without specifying the beneficiaries, but giving the Board of Directors the option of granting shareholders a priority right to subscribe for all or some of the issues during the period and on the terms that it determines, in accordance with Article L.22-10-51 of the French Commercial Code of the French Commercial Code. This priority right does not give rise to the creation of negotiable rights, but may be exercised on both an irreducible and reducible basis,
- duly note and decide, as necessary, that this delegation of authority shall automatically entail the express waiver by shareholders of their pre-emptive right to subscribe for shares to be issued on conversion, exchange, redemption or exercise of securities carrying immediate or deferred rights to shares of the Company, in accordance with Article L.225-132 of the French Commercial Code,
- decide that the delegation of authority would be granted to the Board of Directors for a period of **twenty-six (26) months** from the date of the Annual General Meeting, i.e. until **August 21, 2025**, at which date it would be deemed to have lapsed if the Board of Directors did not make use of it,

decide that :

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- 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.

You will also be asked:

- decide that the new shares issued in respect of the capital increases would be fully assimilated to the existing ordinary shares and subject to all the provisions of the bylaws and the decisions of the Shareholders' Meetings,
- specify that the transactions referred to in this resolution expressly 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 shares, in compliance with legal and regulatory provisions,
- decide that the Board of Directors would have full powers to implement or not the present delegation, as well as to postpone it if necessary, under the legal conditions and within the limits and conditions specified above, in particular for the purpose of :
 - 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;
 - 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),

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- 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 would be the subject of a supplementary report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, to be drawn up by the Board of Directors when it exercises the authority delegated to it by the Shareholders' Meeting. The Statutory Auditors would also prepare a supplementary report on this occasion.

Lastly, this authorization would supersede the previous delegation for the same purpose (*16th resolution of the General Meeting of June 3, 2022*).

VI. PROPOSED 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

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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 (9TH RESOLUTION)

In order to easily provide the Company with new financial resources, we submit to your vote a delegation of authority to be granted to the Board of Directors, with the option of sub-delegation to the Chief Executive Officer, for the purpose of carrying out, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, the issue, by means of an offer referred to in 1° of Article L.411-2 of the French Monetary and Financial Code, with cancellation of preferential subscription rights without indication of the beneficiaries, in euros or a foreign currency or any other monetary unit established with reference to several currencies, of ordinary shares in the Company and/or any other securities of the Company, of the French Monetary and Financial Code, with waiver of pre-emptive subscription rights and without specifying the beneficiaries, in euros or in any other currency or monetary unit established by reference to several currencies, of ordinary shares in the Company and/or any other securities giving immediate or future access, at any time or on a fixed date, to the Company's share 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 giving entitlement to a debt security, either by subscription in cash or by offsetting against receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, it being possible for the securities representing the receivables to be issued with or without a 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 preference shares would be strictly excluded from the delegation.

We propose that you set the following limits on the amounts of issues authorized in the event that the Board of Directors makes use of this authorization:

- 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 14th 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 14th Resolution of this General Meeting;

We propose you to:

- waive shareholders' pre-emptive rights to subscribe for any shares, other securities or debt instruments that may be issued pursuant to this resolution, without specifying the beneficiaries,
- decide that the issues that may be carried out pursuant to this proposal may be made through offers to qualified investors or to a restricted circle of investors within the meaning of 1° of Article L.411-2 of the French Monetary and Financial Code,

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- duly note and decide, as and when required, that this delegation of authority shall automatically entail the express waiver by shareholders of their pre-emptive right to subscribe for the shares to which these securities entitle them, in favor of 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,
- resolve that the present delegation of authority be granted to the Board of Directors for a period of **twenty-six (26) months from the** date of the Annual Shareholders' Meeting, i.e. until **August 21, 2025**, at which date it will be deemed to have lapsed if the Board of Directors does not make use of it,
- decide that :
 - o 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;
 - o 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 ;
 - o 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 should be noted, however, that in the event of the Company's shares being admitted to a regulated market, the minimum price referred to in the three paragraphs above should be at least equal to the minimum price stipulated by the legal and regulatory provisions in force applicable to companies whose shares are admitted to a regulated market.

It is proposed to :

- decide that the new shares issued in respect of the capital increases would be fully assimilated to the existing ordinary shares and subject to all the provisions of the bylaws and the decisions of the Shareholders' Meetings,
- specify that the transactions referred to in this proposal may be carried out at any time, including in the event of a public offer for the Company's shares, in compliance with legal and regulatory provisions,
- decide that the Board of Directors would have full powers to implement or not the present delegation of powers in accordance with the law, as well as to postpone it if necessary, and within the limits and under the conditions specified above, in particular for the purpose of :

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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;

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- 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 would be the subject of a supplementary report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, to be drawn up by the Board of Directors when it exercises the authority delegated to it by the Shareholders' Meeting. The Statutory Auditors would also prepare a supplementary report on this occasion.

This authorization would supersede the previous delegation for the same purpose (*17th resolution of the Annual General Meeting of June 3, 2022*).

VII. PROPOSED 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 (10TH RESOLUTION)

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 of the French Commercial Code, to delegate to the Board of Directors, with powers to subdelegate to the Chief Executive Officer, the authority to issue, on one or more occasions, in France or abroad, in the proportions, at the times and on the terms and conditions it sees fit, on the French and/or international markets, without shareholders' pre-emptive subscription rights, in euros or a foreign currency or any other monetary unit established by reference to several currencies, new shares in the Company and/or 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 in which it directly or indirectly owns more than half of the capital, or giving entitlement to a debt security, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other way, it being possible for the securities representing receivables to be issued with or without a 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 preference shares would be strictly excluded from the delegation.

Should the Board of Directors decide to use this authorization, we propose that you set the following limits on the amounts of the authorized issues:

- 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 14th 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

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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 14th Resolution of this General Meeting.

We propose you to:

- take due note and decide, as necessary, that this delegation of authority will automatically entail the express waiver by shareholders of their pre-emptive right to subscribe to the shares to which these securities entitle them, in favor of 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;
- decide that the present delegation of authority be granted to the Board of Directors for a period of **eighteen (18) months** from the date of the Annual General Meeting, i.e. until **December 21, 2024**, at which date it will be deemed to have lapsed if the Board of Directors does not make use of it;
- decide to waive shareholders' preferential subscription rights to the shares, other securities and debt securities that may be issued pursuant to this proposal, 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 would 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.

We also propose that you decide 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.

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It should be noted, however, that in the event of the Company's shares being admitted to a regulated market, the minimum price referred to in the three paragraphs above should be at least equal to the minimum price stipulated by the legal and regulatory provisions in force applicable to companies whose shares are admitted to a regulated market.

We propose that you:

- decide that the new shares issued in respect of the capital increases would be fully assimilated to the existing shares and subject to all the provisions of the bylaws and the decisions of the Shareholders' Meetings,
- specify that the transactions referred to in this proposal may be carried out at any time, including during a public tender offer for the Company's shares, in compliance with legal and regulatory provisions,
- decide that the Board of Directors would have full powers to implement or not the present delegation, as well as to postpone it if necessary, under the legal conditions and within the limits and conditions specified above, in particular for the purpose of :
- 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,

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- 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,
- 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 would be the subject of a supplementary report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, to be drawn up by the Board of Directors when it exercises the authority delegated to it by the Shareholders' Meeting. The Statutory Auditors would also prepare a supplementary report on this occasion.

VIII. PROPOSED 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 (11TH RESOLUTION)

In accordance with Article L.225-135-1 of the French Commercial Code, we propose that you authorize the Board of Directors to of the French Commercial Code, we propose that you authorize the Board of Directors to *i*) increase the number of shares to be issued in order to cover any over-allotments and stabilize share prices in connection with an issue, with or without pre-emptive 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 Company's capital, or of companies that directly or indirectly own more than half of its capital, or of the company of which it directly or indirectly owns more than half of the capital, or giving entitlement to a debt security, by subscription either in cash or by offsetting debts, conversion, exchange, redemption, presentation of a warrant or in any other way, pursuant to the 7th to 10th 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.

We also propose you to:

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- decide that the present authorization, granted to the Board of Directors, should be implemented within thirty (30) days of the close of the subscription period for the initial issue concerned; if the Board of Directors does not make use of this authorization within this 30-day period, it will be deemed to have lapsed in respect of the relevant issue;
- decide that the nominal amount of the corresponding issues would be deducted from the applicable overall ceiling, as set out in the 14th Resolution;
- note that, in the event of an issue with or without pre-emptive subscription rights, the limit provided for in 1° of I of Article L.225-134 of the French Commercial Code would be increased by the same proportion;

This authorization would supersede the previous delegation for the same purpose (*19th resolution of the Annual General Meeting of June 3, 2022*).

IX. PROPOSED 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 (12TH RESOLUTION)

In order to comply with legal requirements, and in accordance with Article L. 225-129-6 of the French Commercial Code, you will be asked to vote on a proposed cash capital increase reserved for Company employees, in accordance with Articles L. 3332-18 to L. 3332-24 of the French Labor Code.

Article L.225-129-6 of the French Commercial Code requires the Board of Directors to submit to the Annual General Meeting of Shareholders, at the time of each cash capital increase, a proposal for a capital increase reserved for employees, to be carried out under the conditions set out in Article L.3332-18 of the French Labor Code.

The various delegations of authority and authorizations to issue shares and share equivalents submitted for your approval at this Annual General Meeting entail a future increase in the Company's share capital for cash, and therefore fall within the scope of Article L.225-129-6 of the French Commercial Code.

We therefore ask you to vote on this proposed capital increase of a maximum nominal amount equal to 3% of the share capital as recorded at the time of issue, through the issue of new ordinary shares in the Company, with a par value of two euros and twenty-five cents (2.25 euros), to be paid up in cash or by offsetting against certain, liquid and payable claims on the Company, reserved for employees of the Company, or of related companies 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 Company's initiative and/or any mutual funds through which the new shares issued in this way would be subscribed by them. of the French Commercial Code, who are members of a Company savings plan (Plan d'Epargne Entreprise) to be set up at the initiative of the Company and/or any mutual funds through which they may subscribe to the new shares issued,

The subscription price of shares issued under this authorization, which would confer the same rights as existing shares of the same class, would be set by the Board of Directors in accordance with the provisions of Article L.3332-19 or L.3332-20 of the French Labor Code, depending on whether or not the shares are admitted to trading on a regulated market on the date of the capital increase,

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In such a case, we would ask you to cancel shareholders' pre-emptive rights to subscribe for the ordinary shares to be issued under this proposal, reserved for the Company's shareholders in accordance with Article L.225-132 of the French Commercial Code, and to reserve subscription for employees working for the Company on the date of subscription who are members of the Company Savings Plan,

The capital increase would only be carried out up to the amount of shares actually subscribed by employees individually or through a company mutual fund or any other structure or entity permitted by applicable laws or regulations,

In order to provide a degree of flexibility, we would ask you 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 terms of Article L.22-10-49 of the French Commercial Code, to implement the present decision in accordance with the legal conditions and within the limits and conditions specified above, and in particular:

- 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 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

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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.

This authorization would be granted for a maximum period of **twenty-six (26) months from the date of the Annual Shareholders' Meeting, i.e. until August 21, 2025.**

X. PROPOSED AUTHORIZATION FOR THE BOARD OF DIRECTORS TO GRANT FREE SHARES (13TH RESOLUTION)

In accordance with the provisions of Articles L.225.197-1 of the French Commercial Code, you will be asked to vote on a proposal to allocate free shares.

To this end, we propose to :

- authorize 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;
- decide 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 14th Resolution of this Meeting;
- decide that the grants made pursuant to this resolution may be subject to the fulfilment of one or more performance conditions;
- decide 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;
- decide 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;
- decide 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

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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;

- grant full powers to the Board of Directors, with the option of sub-delegation within the legal limits, to implement this 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;
 - 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;
- take formal note that, should the Board of Directors decide to make use of this authorization, it will inform the Annual 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 out in Article L.225-197-4 of said Code,
- resolve that this authorization be granted for a period of **thirty-eight (38) months from the** date of the Annual Shareholders' Meeting, i.e. until **August 21, 2026**,
- decide that this authorization will supersede the previous delegation of authority for the same purpose (*21st resolution of the Annual General Meeting of June 3, 2022*).

XI. PROPOSAL TO SET THE OVERALL LIMIT FOR AUTHORIZATIONS TO ISSUE SHARES AND SECURITIES GIVING ACCESS TO THE APPLICABLE CAPITAL AND DEBT SECURITIES (14TH RESOLUTION)

Under the terms of the 14th Resolution, we would ask you to set the maximum nominal amount of immediate and/or future capital increases that may be carried out at thirty million (30,000,000) euros, and the maximum nominal amount of debt securities representing claims on the Company that may be issued under the aforementioned delegations of authority at ninety-three million (93,000,000) the maximum nominal amount of debt securities that may be issued under delegations of authority that you may grant in accordance with the aforementioned proposals (7th to 11th and 13th Resolutions of the Annual General Meeting).

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XII. PROPOSED AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE COMPANY'S SHARE CAPITAL BY CANCELLING SHARES (15TH RESOLUTION)

In accordance with the provisions of Article L.22-10-62 of the French Commercial Code, we ask you to authorize the Board of Directors, with the option of sub-delegation, to cancel, on one or more occasions and at such times as it sees fit, for a period of **eighteen (18) months from the date of** the Annual General Meeting, i.e. until **December 21, 2024**, shares acquired by the Company under the authorization granted in the 6th Resolution, or any other resolution with the same purpose and legal basis, up to a limit of 10% of the Company's share capital per twenty-four (24) month period, and to reduce the share capital accordingly, it being noted that this percentage applies to a share capital adjusted to reflect transactions affecting it subsequent to this Meeting.

You will also be asked to authorize the Board of Directors to allocate 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 capital reduction carried out.

In accordance with the law, your Statutory Auditors will issue a report on the proposed cancellation, which you will be asked to read.

Consequently, we request that you delegate to the Board of Directors, with the option of sub-delegation, all powers 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.

This authorization would supersede the previous delegation for the same purpose (*23rd resolution of the Annual General Meeting of June 3, 2022*).

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We therefore invite you, after reading the reports presented by your Statutory Auditor, to adopt the resolutions that we submit to your vote.

Board of Directors