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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**")

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## **MEETING NOTICE**

### **ORDINARY ANNUAL AND EXTRAORDINARY GENERAL MEETING OF JUNE 25, 2024**

The shareholders of GROUPE BERKEM (the "**Company**") are hereby given notice of an Annual Ordinary and Extraordinary General Meeting to be held on **June 25, 2024, at 10 a.m.** at the Company's head office located 20 rue Jean Duvert, 33290 Blanquefort, for the purpose of considering the following agenda:

### **AGENDA**

#### **ORDINARY RESOLUTIONS**

1. Approval of the corporate financial statements for the year ended December 31, 2023 and discharge of the Directors;
2. Approval of the consolidated financial statements for the year ended December 31, 2023;
3. Approval of expenses and charges referred to in article 39, paragraph 4 of the French General Tax Code;
4. Allocation of net income for the year;
5. Approval of 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 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 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;

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10. Delegation of authority to the Board of Directors 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 implementation of the delegations of authority referred to in the four preceding resolutions, with or without preferential subscription rights as appropriate;
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 be granted 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 for the Board of Directors to reduce the Company's share capital by cancelling shares;
16. Delegation of authority to the Board of Directors to carry out a capital reduction not motivated by losses through a reduction in the nominal value of the shares;
17. Power to carry out formalities.

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### **ORDINARY RESOLUTIONS**

#### **FIRST RESOLUTION**

*Approval of the corporate financial statements for the year ended December 31, 2023 and discharge from liability of the Directors*

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having considered:

- the management report prepared by the Board of Directors,
- the Statutory Auditors' report on the parent company financial statements for the year ended December 31, 2023,

**approves** the corporate financial statements, i.e. the balance sheet, income statement and notes to the financial statements for the year ended December 31, 2023, as presented, together with the transactions reflected in these financial statements and summarized in these reports.

The Shareholders' Meeting therefore **gives** full and unconditional discharge to the members of the Board of Directors in respect of the performance of their respective duties for the year ended.

#### **SECOND RESOLUTION**

*Approval of the consolidated financial statements for the year ended December 31, 2023*

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having considered:

- the management report prepared by the Board of Directors on the situation and activities of the BERKEM Group,
- the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2023,

**approves** the consolidated financial statements, i.e. the balance sheet, income statement and notes to the financial statements for the year ended December 31, 2023, as presented, and 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 in accordance with the quorum and majority conditions for ordinary general meetings, having reviewed the Directors' Report and the Statutory Auditors' Report, and deliberating in accordance with Article 223 quater of the French General Tax Code,

**Notes** that there were no non-tax-deductible expenses or charges, as referred to in article 39, paragraph 4 of the French General Tax Code, during the year ended December 31, 2023.

#### **FOURTH RESOLUTION**

*Allocation of net income for the year*

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The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings,

**Approves** the proposal of the Board of Directors and resolves to allocate the net income for the year, amounting to **34,405 euros**, in full to the legal reserve.

**notes**, in accordance with the provisions of Article 243 bis of the French General Tax Code, that the dividends distributed over the last three years were as follows:

<b>Exercise</b>	<b>Dividend distributed (total)</b>	<b>Amount eligible for the allowance mentioned in 2° of 3 of article 158 of the General Tax Code<sup>(1)</sup></b>	<b>Dividend per share</b>
2020	- €	- €	- €
2021	1.061.101,50 €	1.061.101,50 €	0,06 €
2022	- €	- €	- €

#### **FIFTH RESOLUTION**

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

The Shareholders Meeting, deliberating in accordance with the quorum and majority conditions for Ordinary General Meetings, 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 in accordance with the quorum and majority requirements for ordinary general 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 French Commercial Code,

**authorizes** the Board of Directors, with powers to subdelegate, to purchase or arrange for the purchase, on one or more occasions, of shares in the Company, 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).

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

- the implementation of stock option plans, bonus share plans, employee shareholding transactions 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;

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- the delivery of shares on 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 tender them in payment or exchange in connection with any acquisitions, mergers, demergers or asset-for-share exchanges;
- the total or partial cancellation of shares by way of a reduction in the share capital (notably 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;
- stimulate the market for the Company's shares under a liquidity contract entered into with an investment services provider, in accordance with the Code of Ethics recognized by the Autorité des Marchés Financiers;
- implementing any market practice that may be authorized by the AMF and, more generally, carrying out all transactions in accordance with the applicable laws and regulations.

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

The maximum amount available for the share buyback program is four million (4,000,000) 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 current regulations. 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 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 in connection with a merger, demerger or contribution, and (ii) that in the event of acquisition under a liquidity contract, the number of shares taken into account for the calculation of the aforementioned limit of 10% of the share capital will 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 of the Company's own shares may not exceed ten euros (€10). It is specified that in the event of transactions affecting the share capital, notably through the capitalization of reserves and/or stock splits or reverse splits, this price will be adjusted by a multiplying coefficient equal to the ratio between the number of shares comprising the share capital before the transaction and the 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 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,

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**grants** 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 :

- decide whether to launch a buyback program;
- determine the terms and conditions of the share buyback program, including the price of the shares purchased;
- acquire, sell or transfer these shares by any means, and place any stock market orders;
- allocate or reallocate the shares acquired to the various objectives pursued under the applicable legal and regulatory conditions;
- enter into any and all agreements, in particular for the keeping of share purchase and sale registers, make any and all declarations to the Autorité des Marchés Financiers and any other body, and complete any and all formalities ;
- draw up and publish the information release relating to the implementation of the buyback program; and
- in general, do all that is necessary to execute and implement the present decision.

**decides** that this authorization is valid for a maximum period of **eighteen (18) months from the** date of this Annual General Meeting, i.e. until **December 25, 2025**, at which time it will be deemed to have lapsed if the Board of Directors has not made use of it.

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, the Board of Directors will provide shareholders at the Annual General Meeting with information on the share buybacks authorized by the General Meeting, notably the number and price of shares purchased, and the volume of shares used.

**decides** that this authorization will supersede any previous delegation of authority for the same purpose (*6<sup>ème</sup> resolution of the Annual Shareholders' Meeting of June 22, 2023*).

## **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 in accordance with the quorum and majority requirements for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of article 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 said Code,

**delegates** to the Board of Directors, with powers to subdelegate to the Chief Executive Officer, the authority to carry out capital increases, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any foreign currency or any other monetary unit established by reference to several currencies:

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- by issuing, on the French and/or international markets, with pre-emptive subscription rights, 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 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, by subscription either in cash or by offsetting debts, conversion, exchange, redemption, presentation of a warrant or in any other way ;
- and/or by capitalizing all or part of any profits, reserves or additional paid-in capital that may be capitalized in accordance with the law and the Company's bylaws, in the form of bonus shares or an increase in the par value of existing shares, or by a combination of these two methods,

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 issues authorized in the event that the Board of Directors makes use of this authorization:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future under this authorization is set at thirty million (30,000,000) euros or any other monetary unit established by reference to several currencies, it being specified (i) that if the Board of Directors adopts and implements the 16<sup>th</sup> Resolution below, this limit will consequently be raised to six million six hundred and sixty-six thousand six hundred and sixty-six (6.666,666) euros; and that (ii) 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 ceiling shall be added, where applicable, the nominal amount of shares that may 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 aggregate par value of the notes and other debt securities convertible into shares issued under this authorization may not exceed fifty million (50,000,000) euros or any other monetary unit calculated by reference to a basket of currencies, it being specified that the aggregate par value of such bonds and other debt securities will be deducted from the aggregate ceiling applicable to bonds and other debt securities set by the 14<sup>th</sup> resolution of this General Meeting,

**sets at twenty-six (26) months**, from the date of this General Meeting, the period of validity of the delegation of authority covered by this resolution, i.e. until **August 25, 2025**, at which date it will be deemed to have lapsed if the Board of Directors has not made use of it.

If the Board of Directors uses this authorization:

- decides that the issue(s) will be reserved on a priority basis for shareholders, who will be entitled to subscribe on an irreducible basis in proportion to the number of shares then held by them, in accordance with the provisions of Article L.225-132 of the French Commercial Code;
- notes that the Board of Directors will have the option of instituting a reducible subscription right;

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- duly notes and decides, as necessary, that in the case of issues of shares or securities as defined above, if 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 and/or other of the options set out below:
  - limit the issue to the amount of subscriptions, provided that at least three-quarters of the issue is taken up,
  - freely allocate all or part of the shares or, in the case of securities, 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,
  - offer to the public all or part of the shares or, in the case of securities giving access to the capital, the unsubscribed securities, on the French market and/or abroad and/or on the international market,
- decides that the Board of Directors may, automatically and in all cases, limit the issue to the amount reached when the unsubscribed shares and/or other securities represent less than 3% of the said issue;
- duly notes and decides that, should the present authorization be used, the decision to issue securities giving immediate or future access to the Company's capital will automatically entail the waiver by shareholders of their pre-emptive rights to subscribe for the shares to which these securities entitle them, in accordance with the provisions of Article L.225-132 of the French Commercial Code;
- resolves, in accordance with the provisions of article L.22-10-50 of the French Commercial Code, that fractional rights will not be negotiable or transferable and that the corresponding shares will be sold; the proceeds of the sale will be allocated to the holders of the rights no later than thirty (30) days after the date of registration in their account of the whole number of shares allotted;

that the transactions referred to in this resolution may be carried out at any time, including during a public tender offer for the Company's shares, in accordance with the applicable laws and regulations,

**decides** that the Board of Directors will have full powers to implement, or not to implement, this delegation of authority in accordance with the law and within the limits and conditions specified above, and in particular to :

- decide on capital increases and determine the securities to be issued and, more generally, decide on issues under this authorization;
- decide on the amount of the capital increase, the issue price and the amount of any premium that may be requested on issue;



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- determine the dates and terms and conditions 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 or zero coupon or indexed), their term (fixed or perpetual), and the other terms and conditions of issue (including the terms and conditions of the issue). 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 perpetual), and the other terms of issue (including the granting of guarantees or sureties) and redemption; these securities may be accompanied by warrants giving entitlement to the allotment, acquisition or subscription of bonds or other debt securities, or take the form of complex notes as defined by the stock market authorities; amend, during the life of the securities concerned, the above terms and conditions, in compliance with 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;
- set the terms and conditions for the exercise of rights attached to the shares or securities to be issued and, in particular, set the date, which may be retroactive, from which the new ordinary shares (i.e., any underlying securities) will carry dividend rights, determine the terms and conditions for the exercise of rights, where applicable, to conversion, exchange or redemption, including by delivery of Company assets such as shares or securities already issued by the Company, and all other terms and conditions for the completion of the capital increase;
- provide for the possibility of suspending the exercise of rights attached to these shares in accordance with legal and regulatory provisions for a maximum period of three months;
- at its sole discretion, charge the costs of capital increases against the related premiums and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each capital increase;
- set, and make all adjustments to take into account, 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 through the capitalization of reserves, the free allotment of shares, 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, and set the terms and conditions under which any rights of holders of securities giving access to the capital will be preserved;
- record the completion of each capital increase and amend the bylaws accordingly;
- in general, enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorization, as well as for the exercise of the rights attached thereto.

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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 this Meeting. The Statutory Auditors will also issue a supplementary report at that time.

**decides** that this authorization will supersede any previous delegation of authority for the same purpose (*7<sup>ème</sup> resolution of the Annual Shareholders' Meeting of June 22, 2023*).

#### **EIGHTH RESOLUTION**

*Delegation of authority to the Board of Directors 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 in accordance with the quorum and majority requirements for extraordinary general meetings,

Having reviewed the Board of Directors' report 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. of said Code,

**delegates** 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 and at the times it sees fit, on the French and/or international markets, by offering financial securities to the public, without preferential subscription rights and without specifying a beneficiary, in euros or a foreign currency, or in any other monetary unit established by reference to several currencies, of ordinary 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 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 is strictly excluded from this delegation,

**decides** to 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 under this authorization is set at thirty million (30,000,000) euros or its equivalent in foreign currencies on the issue date, it being specified that (i) in the event of the Board of Directors adopting and implementing the 16<sup>th</sup> Resolution below, this limit will accordingly be raised to six million six hundred and sixty-six thousand six hundred and sixty-six (6.666,666) euros; and that (ii) 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 ceiling 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 applicable law and contractual provisions;
- the nominal amount of the bonds and other debt securities giving access to the Company's capital that may be issued under this authorization may not exceed fifty million (50,000,000)

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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 ceiling applicable to bonds or other debt securities, set by the 14<sup>ème</sup> Resolution of this General Meeting;

**decides** to waive shareholders' pre-emptive rights to subscribe for any shares, other securities or debt instruments issued under this authorization, without specifying the beneficiaries of such rights. The Board of Directors may, however, grant shareholders a priority right to subscribe for all or part of any such issues, during the period and on the terms to be determined by the Board in accordance with the provisions of 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,

**formally notes and decides**, insofar as is necessary, that this delegation of authority automatically entails 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,

**decides** that the present 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 25, 2026**, at which date it will be deemed to have lapsed 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. of the French Commercial Code, and must be at least equal to the volume-weighted average of the last three trading sessions prior to its setting, less a maximum discount of 25% where applicable, after correction of this average in the event of any difference in dividend entitlement dates, it being specified, however, that if the Company's shares are admitted to trading on a regulated market when this authorization is used, the price will 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 immediately received by the Company on issue of the securities in question, plus any sums that may subsequently be received 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 or conversion into shares of any securities giving access to the Company's capital will be effected, taking into account the par value of said securities, 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.

**resolves** that the new shares issued in respect of the capital increases will be fully assimilated to the existing ordinary shares and will be subject to all the provisions of the bylaws and the decisions of the Shareholders' Meetings,

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**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 shares, in compliance with legal and regulatory provisions,

**resolves** that the Board of Directors will have full powers to decide whether or not to implement this authorization, and if so, to suspend it, in accordance with the law and subject to the limits and conditions set out above, and in particular to:

- decide on capital increases and determine the securities to be issued and, more generally, decide on issues under this authorization;
- decide on the amount of the capital increase;
- set the issue price and the amount of any premium that may be requested on issue, within the limits set by this resolution;
- determine the dates and terms and conditions of the capital increase, the nature and characteristics of the securities to be created, decide, in the case of bonds or other debt instruments 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 (including fixed or variable interest rates or zero coupon or indexed interest rates), their term (fixed or perpetual), and other terms and conditions of issue (including the terms and conditions of any rights issues). 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 perpetual), and the other terms of issue (including the granting of guarantees or sureties) and redemption; such securities may be accompanied by warrants giving entitlement to the allotment, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; amend, during the life of the securities concerned, the above terms and conditions, in compliance with 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;
- set the terms and conditions for the exercise of rights attached to the shares or securities to be issued and, in particular, set the date, which may be retroactive, from which the new shares (i.e., any underlying securities) will carry dividend rights, determine the terms and conditions for the exercise of rights, where applicable, to conversion, exchange or redemption, including by delivery of Company assets such as shares or securities already issued by the Company, and all other terms and conditions for the completion of the capital increase;
- provide for the possibility of suspending the exercise of rights attached to these shares in accordance with legal and regulatory provisions for a maximum period of three (3) months;

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- at its sole discretion, charge the costs of capital increases against the related premiums and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each capital increase;
- set, and make all adjustments to take into account, 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 through the capitalization of reserves, the free allotment of shares, 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, and set the terms and conditions under which any rights of holders of securities giving access to the capital will be preserved;
- record the completion of each capital increase and amend the bylaws accordingly;
- in general, enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorization, as well as 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, to be drawn up by the Board of Directors when it exercises the authority delegated to it by this Meeting. The Statutory Auditors will also issue a supplementary report at that time.

**decides** that this authorization will supersede any previous delegation of authority for the same purpose (*8<sup>ème</sup> resolution of the Annual Shareholders' Meeting of June 22, 2023*).

#### **NINTH RESOLUTION**

*Delegation of authority to the Board of Directors 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.*

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings,

Having reviewed the Board of Directors' report 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. of said Code,

**delegates** 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 and at the times it sees fit, by means of an offering governed by article L.411-2, paragraph 1 of the French Monetary and Financial Code, without preferential 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

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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 is strictly excluded from this delegation,

**decides** to 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 capital increases that may be carried out immediately and/or in the future under this authorization is set at thirty million (30,000,000) euros or its equivalent in foreign currencies on the issue date, it being specified (i) that if the Board of Directors adopts and implements the 16<sup>th</sup> Resolution below, this limit will consequently be raised to six million six hundred and sixty-six thousand six hundred and sixty-six (6.666,666) euros; and that (ii) the total nominal amount of these capital increases (x) will be limited to 20% of the share capital per year (assessed at the date of implementation of the delegation) and (y) will be deducted from the overall limit provided for in the 14<sup>th</sup> Resolution of this General Meeting. To this ceiling 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 in the Company;
- the nominal amount of the bonds and other debt securities giving access to the Company's capital that may be issued under this authorization may not exceed fifty million (50,000,000) 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 cancel shareholders' pre-emptive rights to subscribe for any shares, other securities or debt instruments that may be issued under this resolution, without specifying the beneficiaries,

**decides** that any issues carried out pursuant to this resolution may be made through offers to qualified investors or to a restricted circle of investors within the meaning of Article L.411-2 1° of the French Monetary and Financial Code,

**formally notes and decides**, insofar as is necessary, that this delegation of authority automatically entails 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,

**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 25, 2026**, at which time it will be deemed to have lapsed 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 must be at least equal to the volume-weighted average of the last three trading sessions prior to its setting, less a maximum discount

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of 25% where applicable, after correction of this average in the event of any difference in dividend entitlement dates, it being specified, however, that if the Company's shares are admitted to trading on a regulated market when this authorization is used, the price will be set 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 immediately received by the Company on issue of the securities in question, plus the sums that may subsequently be received by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price stipulated above;
- the conversion, redemption or conversion into shares of any securities giving access to the Company's capital will be effected, taking into account the par value of said securities, 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.

However, in the event of the Company's shares being admitted to trading on a regulated market, the minimum price referred to in the three paragraphs above must be at least equal to the minimum price stipulated by the applicable laws and regulations for companies whose shares are admitted to trading on a regulated market.

**decides** that the new shares issued in respect of the capital increases will be fully assimilated to the existing ordinary shares and will be subject to all the provisions of the bylaws and the decisions of the Shareholders' Meetings,

that the transactions referred to in this resolution may be carried out at any time, including in the event of a public offer for the Company's shares, in accordance with the applicable laws and regulations,

**decides** that the Board of Directors will have full powers to decide whether or not to implement this authorization in accordance with the law, and to postpone its implementation if necessary, subject to the limits and conditions specified above, and in particular to :

- decide on capital increases and determine the securities to be issued and, more generally, decide on issues under this authorization;
- set the amount of the capital increase;
- set the issue price and the amount of any premium that may be requested on issue, within the limits set by this resolution;
- determine the dates and terms and conditions of the capital increase, the nature and characteristics of the securities to be created, and further 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 perpetual), and the other terms of issue

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(including the granting of guarantees or sureties) and redemption; these securities may be accompanied by warrants giving entitlement to the allotment, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; amend, during the life of the securities concerned, the above terms and conditions, in compliance with 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;
- determine the method of payment for the shares or securities giving access to the capital to be issued or the securities to be issued;
- set the terms and conditions for the exercise of rights attached to the shares or securities to be issued and, in particular, set the date, which may be retroactive, from which the new shares (i.e., any underlying securities) will carry dividend rights, determine the terms and conditions for the exercise of rights, where applicable, to conversion, exchange or redemption, including by delivery of Company assets such as shares or securities already issued by the Company, and all other terms and conditions for the completion of the capital increase;
- provide for the possibility of suspending the exercise of rights attached to these shares in accordance with legal and regulatory provisions for a maximum period of three (3) months;
- at its sole discretion, charge the costs of capital increases against the related premiums and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each capital increase;
- set, and make all adjustments to take into account, the impact of transactions affecting the Company's capital, notably in the event of a change in the par value of the share, a capital increase through the capitalization of reserves, the free allotment of shares, 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, and set the terms on which any rights of holders of securities giving access to the capital will be preserved;
- record the completion of each capital increase and amend the bylaws accordingly;
- in general, enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorization, as well as 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, to be drawn up by the Board of Directors when it exercises the authority delegated to it by this Meeting. The Statutory Auditors will also prepare a supplementary report on this occasion.



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**decides** that this authorization will supersede any previous delegation of authority for the same purpose (*9<sup>ème</sup> resolution of the Annual General Meeting of June 22, 2023*).

#### **TENTH RESOLUTION**

*Delegation of authority to the Board of Directors 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.*

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings,

Having reviewed the Board of Directors' report 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 of said Code,

**delegates** 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 in any 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, 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 is strictly excluded from the scope of this authorization

**decides**, should the Board of Directors make use of this authorization, to set the following limits on the amounts of the authorized issues:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future under this authorization is set at thirty million (30,000,000) euros or any other monetary unit established by reference to several currencies, it being specified (i) that if the Board of Directors adopts and implements the 16<sup>th</sup> Resolution below, this limit will consequently be raised to six million six hundred and sixty-six thousand six hundred and sixty-six (6.666,666) euros; and that (ii) 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 ceiling shall be added, where applicable, the nominal amount of shares that may 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 Company's capital that may be issued under this authorization may not exceed fifty million (50,000,000) 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

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

**formally notes and decides**, insofar as is necessary, that the present delegation of authority automatically entails 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;

**decides** 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 25, 2025**, at which date it will be deemed to have lapsed if the Board of Directors has not made use of it;

**decides** to cancel shareholders' preferential subscription rights to 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 under French or foreign law (including, without limitation, any investment fund or venture capital company, in particular any FCPI, FCPR, FIP or holding company) investing on a regular basis in the chemicals sector, participating in the issue for a unit investment amount in excess of 100,000 euros (including issue premium); and
- companies operating in the chemicals sector, acquiring an interest in the Company's capital when they sign an agreement with the Company, for a unit investment of over €100,000 (including share premium).

The Board of Directors will determine the precise list of beneficiaries of the capital increase(s) and/or issue(s) of securities reserved for 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 assimilated to 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 its setting, less a maximum discount of 25% where applicable, after correction of this average in the event of a difference in dividend entitlement dates,
- 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 immediately received by the Company on issue of the securities in question, plus any sums that may subsequently be received 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 or conversion into shares of any securities giving access to the Company's capital will be effected, taking into account the par value of said securities, in a

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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.

However, in the event of the Company's shares being admitted to trading on a regulated market, the minimum price referred to in the three paragraphs above must be at least equal to the minimum price stipulated by the applicable laws and regulations for companies whose shares are admitted to trading on a regulated market.

**decides** that the new shares issued in connection with the capital increases will be fully assimilated to existing shares and will be subject to all the provisions of the bylaws and the decisions of the Shareholders' Meetings,

that the transactions referred to in this resolution may be carried out at any time, including during a public tender offer for the Company's shares, in accordance with the applicable laws and regulations,

**decides** that the Board of Directors will have full powers to decide whether or not to implement this authorization, and if so, to suspend it, in accordance with the law and subject to the limits and conditions specified above, and in particular to:

- decide on the capital increase and determine the securities to be issued, and generally decide on issues under this authorization,
- decide on the amount of the capital increase,
- set the issue price and the amount of any premium that may be requested on issue, within the limits set by this resolution,
- determine the dates and terms and conditions of the capital increase, the nature and characteristics of the securities to be created, and further 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 perpetual), and the other terms of issue (including the granting of guarantees or sureties) and redemption; these securities may be accompanied by warrants giving entitlement to the allotment, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; amend, during the life of the securities concerned, the above terms and conditions, in compliance with 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,
- determine the method of payment for shares, securities giving access to the capital to be issued or securities to be issued,

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- set the terms and conditions for the exercise of rights attached to the shares or securities to be issued and, in particular, set the date, which may be retroactive, from which the new shares (i.e., any underlying securities) will carry dividend rights, determine the terms and conditions for the exercise of rights, where applicable, to conversion, exchange or redemption, including by delivery of Company assets such as shares or securities already issued by the Company, and all other terms and conditions for the completion of the capital increase,
- provide for the possibility of suspending the exercise of rights attached to these shares in accordance with legal and regulatory provisions for a maximum period of three (3) months,
- at its sole discretion, charge the costs of capital increases against the related premiums, and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each capital increase,
- set, and make any and all adjustments to take into account, the impact of transactions affecting the Company's capital, notably in the event of a change in the par value of the share, a capital increase through the capitalization of reserves, a bonus issue of shares, 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, and set the terms on which any rights of holders of securities giving access to the capital will be preserved,
- record the completion of each capital increase and amend the bylaws accordingly,
- in general, enter into any and all agreements, in particular with a view to preserving the rights of holders of securities giving immediate or future entitlement to a portion of the share capital, take any and all measures and carry out any and all formalities required for the issue, registration and financial servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto, carry out any and all formalities and declarations, apply for any and all authorizations that may prove necessary for the successful completion of the issue and, in general, do whatever 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, to be drawn up by the Board of Directors when it exercises the authority delegated to it by this Meeting. The Statutory Auditors will also issue a supplementary report at that time.

**decides** that this authorization will supersede any previous delegation of authority for the same purpose (*10<sup>ème</sup> resolution of the Annual General Meeting of June 22, 2023*).

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### **ELEVENTH RESOLUTION**

*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 implementation of the delegations of authority referred to in the four preceding resolutions, with or without preferential subscription rights as appropriate*

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general 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 for the purpose of covering any over-allotments and stabilizing 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 capital of the Company, 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 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 this authorization, granted to the Board of Directors, must be exercised within thirty (30) days of the close of the subscription period for the initial issue concerned; if the Board of Directors has not exercised it within this 30-day period, it will be deemed to have lapsed in respect of the issue concerned;

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

**notes** 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 will be increased by the same proportion.

### **TWELFTH RESOLUTION**

*Delegation of powers to the Board of Directors to carry out a capital increase in cash reserved for employees participating in 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 Company employees*

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' special report,

**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, through the issue of new ordinary shares in the Company, 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 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 to be set up by the Company and/or any mutual funds through which they may subscribe to the new shares. of the French

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Commercial Code, who are members of a Company savings plan (Plan d'Epargne Entreprise) to be set up by the Company and/or any mutual funds through which they may subscribe to the new shares issued,

**decides** that the subscription price of the shares issued under this authorization, which will confer the same rights as existing shares of the same class, will 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,

**decides** to cancel shareholders' pre-emptive subscription rights to the ordinary shares to be issued under this resolution, which are reserved for *Company* 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,

**decides** that each capital increase will be limited to the number of shares actually subscribed by employees, either individually or through a company mutual fund or any other structure or entity permitted by applicable laws and regulations,

**decides**, in accordance with the provisions of Article L.225-129-1 of the French Commercial Code, to delegate to the Board of Directors all powers, with the option of sub-delegation under the terms of Article L.22-10-49 of the French Commercial Code, to implement this resolution in accordance with the law and subject to the limits and conditions specified above, and in particular to :

- carry out a capital increase, on one or more occasions, within a maximum period of five (5) years from the date hereof, at its sole discretion, by issuing shares reserved for employees or related companies 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;
- determine the conditions under which the new shares issued in this way may be allocated to said employees in accordance with the law, including conditions of seniority, draw up a list of beneficiaries and the number of shares that may be allocated to each of them, within the limit of the capital increase ceiling;
- decide that subscriptions may be made directly or through a corporate mutual fund or any other structure or entity permitted by the applicable laws and regulations;
- to set up, establish the terms and conditions for membership of the Company Savings Plan, and to draw up or amend its regulations;
- determine the date and terms and conditions of the issues to be carried out under this authorization in accordance with the law and the Company's bylaws, and in particular set the subscription price in compliance with Article L.3332-20 of the French Labor Code, determine the opening and closing dates for subscriptions, the dividend entitlement dates, the deadlines for paying up the shares, and receive employee subscriptions;
- collect the sums corresponding to the payment of subscriptions, whether in cash or by offsetting receivables, and, where applicable, determine the credit balance of current accounts opened in

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the Company's books in the name of subscribers paying up subscribed shares by offsetting receivables;

- 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 of time granted to subscribing employees to pay up their subscriptions, it being specified that, in accordance with legal provisions, subscribed shares may be paid up, at the request of the Company or the subscriber, by periodic instalments, or by equal and regular deductions from the subscriber's salary;
- record the completion of capital increases up to the amount of shares actually subscribed, either individually or through the Company's corporate mutual fund, or any other structure or entity permitted by applicable laws and regulations, and, where applicable, charge any expenses against the amount of premiums paid on the issue of shares, and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital, after each increase;
- carry out, directly or through an agent, all legal transactions and formalities;
- amend the bylaws to reflect the increases in share capital;
- take all measures, and generally do all that may be useful and necessary for the final completion of the increase or successive increases in the share capital.

**decides** to set the period of validity of this authorization at **twenty-six (26) months from the** date of this Meeting, i.e. until **August 25, 2026** from the date of this Meeting.

### **THIRTEENTH RESOLUTION**

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

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' special report,

**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 bonus issues of existing shares or shares to be issued, on one or more occasions, to the beneficiaries it shall determine from among the employees and executive officers of the Company or of companies or groupings affiliated to it under the conditions set out in Article L.225-197-2 of said Code, and the corporate officers referred to in Article L.225-197-1, II, under the conditions defined below;

**resolves** that the total number of shares allotted free of charge under the present authorization may not exceed 10% of the share capital, the ceiling thus set not including any additional shares that may be issued to preserve, in accordance with the law and, where applicable, any 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 capital increases that may be carried out, immediately or in the future, by virtue of the present authorization will be deducted from the overall ceiling for capital increases provided for in the 14<sup>th</sup> Resolution of the present Meeting;

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

**decides that all** or some of the shares allotted to their beneficiaries will become vested 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 will determine the length of the vesting period and any holding period; it being specified that, at the end of any holding period, these shares may only be sold in accordance with the applicable laws and regulations;

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

**grants** 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 :

- determine the identity of the beneficiaries of the share allotments from among the employees and executive officers of the Company or the aforementioned companies or groupings and the corporate officers referred to in Article L.225-197-1, II of the French Commercial Code;
- in the case of any shares allotted to the executive directors referred to in Article L.225-197-1 II paragraph 4 of the French Commercial Code, either decide that such shares may not be sold by the parties concerned before they cease to hold office, or set the number of such shares that they will be required to hold in registered form until they cease to hold office;
- set the conditions and, where applicable, the criteria for the allocation of shares, including any performance conditions it deems appropriate, 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, deduct, where appropriate, from reserves, profits or additional paid-in capital, the sums required to pay up said shares;
- make any necessary adjustments to the number of shares allotted in connection with any transactions affecting 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 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;

**decides** that this authorization is granted for a period of **thirty-eight (38) months from the** date of this Meeting, i.e. until **August 25, 2027**, at which time it will be deemed to have lapsed if the Board of Directors has not made use of it.

**decides** that this authorization will supersede any previous delegation of authority for the same purpose (*13<sup>ème</sup> Resolution of the General Meeting of June 22, 2023*).



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#### **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 in accordance with the quorum and majority requirements for extraordinary general meetings,

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

**resolves** to set at thirty million (30,000,000) euros the maximum nominal amount of immediate and/or future share capital increases that may be carried out under the delegations of authority granted by the aforementioned resolutions, it being specified (i) that if the Board of Directors adopts and implements the 16<sup>th</sup> Resolution below, this ceiling will accordingly be raised to six million six hundred and sixty-six thousand six hundred and sixty-six (6.666,666) euros; and that (ii) to this nominal amount may be added the nominal amount of additional shares to be issued to preserve the rights of holders of securities giving access to the Company's capital in accordance with the law;

also **resolves** to set at one hundred million (100,000,000) euros the maximum nominal amount of debt securities representing claims on the Company that may be issued under the delegations of authority granted by the aforementioned resolutions.

#### **FIFTEENTH RESOLUTION**

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

The Annual General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Report,

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

**authorizes** the Board of Directors, with powers to subdelegate, to cancel, on one or more occasions and at such times as it sees fit, for a period of **eighteen (18) months**, i.e. until **December 25, 2025, as from the date of** this Annual General Meeting, the shares acquired by the Company pursuant to 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 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,

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

**grants** 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 :

- cancel shares and reduce capital;
- set the final amount of the capital reduction;
- set the terms and conditions;
- to see it through;

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- amend the Company's bylaws accordingly;
- carry out all formalities and declarations to all organizations;
- and generally do all that is necessary to implement this authorization.

**resolves** that this authorization will supersede any previous delegation of authority for the same purpose (*15<sup>ème</sup> Resolution of the General Meeting of June 22, 2023*).

### **SIXTEENTH RESOLUTION**

*Delegation of authority to the Board of Directors to carry out a capital reduction not motivated by losses through a reduction in the nominal value the of shares*

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings and in compliance with the provisions of articles L.225-204 et seq. of the French Commercial Code, having considered:

- the report of the Board of Directors; and
- the Statutory Auditor's special report, in accordance with Article L.225-204 of the French Commercial Code,

**Authorizes** the reduction of the Company's share capital by 31,093,391.00 euros, from 39,977,217.00 euros to 8,883,826.00 euros, by decreasing the nominal value of the shares from 2.25 euros to 0.50 euro;

**Decides** that the sum of 31,093,931.00 euros, corresponding to the amount of the capital reduction, will be allocated to an account of unavailable reserves, entitled "Unavailable reserve", it being specified that this amount will not be distributable but may, at a later date, be incorporated into capital by way of a capital increase through the incorporation of reserves, or used to offset future corporate losses;

**decides** that completion of the capital reduction will be subject to (a) the absence of any objection from the Company's creditors, within 20 calendar days of the date of filing of the minutes of this Meeting with the Bordeaux Commercial Court, or (b) in the event of objection, the unconditional rejection of the objection(s) by the Bordeaux Commercial Court or their removal, by repayment of the receivables or the provision of sufficient guarantees by the Company, in accordance with the conditions set out in Articles L.225-205 and R.225-152 of the French Commercial Code;

**decides** to amend Article 8 "Share capital" of the Company's bylaws as follows, subject to completion of the capital reduction in the amount of 31,093,931.00 euros:

#### **ARTICLE 8 - SHARE CAPITAL**

*The share capital is set at eight million eight hundred and eighty-three thousand eight hundred and twenty-six euros (€8,883,826.00), divided into seventeen million seven hundred and sixty-seven thousand six hundred and fifty-two (17,767,652) fully paid-up shares of fifty cents (€0.50) nominal value each, all of the same class."*

**Delegates** to the Board of Directors, with powers to subdelegate within the law, all powers to carry out this capital reduction, and in particular :

- determine and specify the terms and conditions of the capital reduction;

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- to take any measures necessary to obtain the rejection of any objections from creditors or the repayment of creditors who have lodged objections;
- record the final completion of the capital reduction covered by this resolution;
- amend the Company's bylaws accordingly;
- allocate the amount corresponding to the capital reduction to an unavailable reserves account, entitled "Unavailable reserves";
- adjust, if necessary, the rights of holders of any securities giving access to the Company's capital;
- more generally, to carry out all acts, formalities, procedures and declarations, and to do all that is necessary for the implementation of this resolution;

**decides** that this authorization is valid for a period of twelve (12) months from the date of this Meeting, i.e. **until June 24, 2025**, at which time it will be deemed to have lapsed if the Board of Directors has not made use of it.

### **SEVENTEENTH RESOLUTION**

#### *Powers for formalities*

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings,

**gives** full powers to the bearer of copies or extracts of the minutes of this General Meeting to carry out all publication and filing formalities required under current legislation.

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## INFORMATION

### *1 - Attendance at the Meeting*

#### *Shareholder status*

Shareholders may take part in this General Meeting regardless of the number of shares they own, notwithstanding any Article clauses to the contrary. All shareholders are entitled to attend upon presentation of proof of identity.

Shareholders may attend the Annual General Meeting:

- by physically taking part;
- by postal vote ;
- by giving a proxy to the Chairman;
- by appointing another person of their choice to represent them (articles L.225-106 I and L.22-10-39 of the French Commercial Code).

It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Meeting will vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions.

A shareholder who has already cast a postal vote, sent a proxy or requested an admission card or certificate of attendance may no longer choose another means of participating in the Annual General Meeting.

The legal representatives of incapacitated shareholders and the representatives of corporate shareholders may be required to justify their status by producing a copy of the court decision or a certified extract of the decision of the corporate body appointing them.

In accordance with article R.22-10-28 of the French Commercial Code, shareholders who can prove that they are :

- in the case of registered shares: registration of said shares in the Company's registered share accounts on Friday, June 21, 2024 at 00:00 Paris time;
- in the case of bearer shares: registration of the said shares (where applicable in the name of the intermediary registered on behalf of the shareholder concerned in accordance with legal and regulatory conditions) in the bearer share accounts held by their authorized intermediary on Friday June 21, 2024 at 00:00 Paris time. The authorized intermediaries will issue a certificate of participation, attached to the postal voting form or proxy form drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary, or to the request for an admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only shareholders who can prove their status as such by midnight (Paris time) on Friday June 21, 2024, in accordance with the above conditions, will be entitled to attend this Annual General Meeting.

Shareholders may sell all or part of their shares at any time:

- if the transfer takes place before midnight Paris time on Friday June 21, 2024, the postal vote or the proxy form, accompanied, where applicable, by a certificate of participation, will be invalidated or amended accordingly, as the case may be. To this end, the authorized intermediary holding the shares must notify the Company or its agent of the transfer and provide the necessary information;

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- if the sale or any other transaction is carried out after midnight (Paris time) on Friday June 21, 2024, by whatever means, it will not be notified by the authorized intermediary or taken into consideration by the Company.

### ***How to attend the Meeting***

Shareholders wishing to attend the Annual General Meeting in person may request an admission card as follows:

- holders of shares in registered form: present themselves on the day of the meeting at a special counter, with proof of identity, or request an admission card from Uptevia, Service Assemblées Générales, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France.
- holders of shares in bearer form: ask the authorized intermediary managing their securities account to send them an admission card.

A certificate must also be issued by your financial intermediary to any shareholder wishing to attend the meeting in person and who has not received an admission card by midnight (Paris time) on the second business day prior to the meeting.

If they are unable to attend the meeting in person, shareholders may choose to vote by mail or by proxy, with or without appointing a proxy.

### **Postal or electronic proxy voting**

Any shareholder (registered or bearer) wishing to vote by post or by proxy may request a postal voting or proxy form, by letter addressed to Uptevia, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France, no later than six days before the Annual General Meeting, or by e-mail to the Company at the following address: [assemblees@berkem.com](mailto:assemblees@berkem.com). The postal voting or proxy form will also be available on the Company's website <https://www.groupeberkem.com/investisseurs/assemblee-generale/>.

Shareholders should return their postal voting forms or proxy forms in such a way that the Company or Uptevia can receive them no later than three days before the date of the Annual General Meeting, i.e. no later than midnight, Paris time, on Saturday June 22, 2024:

- if their shares are held in registered form: return the form directly to Uptevia, Service Assemblées Générales, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France, or to the Company by e-mail at the following address: [assemblees@berkem.com](mailto:assemblees@berkem.com) ;
- if their shares are held in bearer form: return the form to the custodian institution, which will send it together with a certificate of participation to Uptevia, Service Assemblées Générales, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France, or to the Company by e-mail at [assemblees@berkem.com](mailto:assemblees@berkem.com).

Please note that any form received after this deadline will not be taken into account.

### **Appointment/revocation of mandates with indication of representative**

Shareholders may appoint or revoke a proxy by post or electronically as follows:

- if their shares are held in registered form: registered shareholders must complete the single voting form enclosed with the notice of meeting, specifying that they wish to be represented by

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another shareholder or to vote by mail, and return it, dated and signed, to Uptevia using the T envelope enclosed with the notice of meeting;

- if their shares are held in bearer form: bearer shareholders should request the Single Voting Form from the financial intermediary who manages their shares, as from the date of the General Meeting, complete it with the shareholder's surname, first name and address, then return it dated and signed to their financial intermediary, who will forward it together with the certificate of participation issued by them to Uptevia, Service Assemblées Générales, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France, together with the surname, first name and address of the appointed or revoked proxy;

Only notifications of appointment or revocation of mandates duly signed, completed and received no later than three days before the date of the General Meeting or within the time limits specified in Article R. 225-80 of the French Commercial Code will be taken into account.

The revocation of a mandate is carried out under the same formal conditions as those used for its appointment.

In accordance with the law, all documents to be submitted to the Annual General Meeting will be made available to shareholders, within the legal deadlines, at the registered office of GROUPE BERKEM, 20 rue Jean Duvert, 33290 Blanquefort, France, and on its website:  
<https://www.groupeberkem.com/investisseurs/assemblee-generale/>.

There are no plans to vote or participate by electronic means of telecommunication at this Meeting and, consequently, no site referred to in Article R.225-61 of the French Commercial Code will be set up for this purpose.

## ***2 - Submission of written questions and requests for agenda items or draft resolutions***

Shareholders may submit written questions to the Company as from the date of the Annual General Meeting, in accordance with Articles L.225-108 and R.225-84 of the French Commercial Code. Such questions must be sent to the Chairman of the Board of Directors at GROUPE BERKEM's registered office at the following address: 20 rue Jean Duvert, 33290 Blanquefort, France, by registered letter with acknowledgement of receipt or by electronic telecommunication to the following e-mail address: [assemblees@berkem.com](mailto:assemblees@berkem.com), no later than the fourth business day prior to the date of the Annual General Meeting, i.e. Wednesday June 19, 2024. They must be accompanied by a certificate of account registration.

Reasoned requests for the inclusion of items or draft resolutions on the agenda by shareholders meeting the legal and regulatory conditions in force must be sent to the Company's registered office at the following address: GROUPE BERKEM, 20 rue Jean Duvert, 33290 Blanquefort, France, by registered letter with acknowledgement of receipt, or by electronic telecommunication to the following e-mail address: [assemblees@berkem.com](mailto:assemblees@berkem.com), by the twenty-fifth (25<sup>th</sup>) day prior to the date of the Annual General Meeting. Such requests must be accompanied by an account registration certificate showing that the person making the request holds or represents the required fraction of the share capital. Requests for registration of draft resolutions must be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory statement. The request for inclusion of an item on the agenda must state the reasons on which it is based.

Shareholders are also reminded that consideration by the Meeting of the items on the agenda and the resolutions to be submitted is subject to the submission by interested parties of a new certificate evidencing the registration of their shares in the same accounts at midnight (Paris time) on the second (2<sup>nd</sup>) business day preceding the Meeting.

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### ***3 - Communication rights***

The documents and information specified in Article R.225-73 of the French Commercial Code will be available for consultation on the Company's website <https://www.groupeberkem.com/investisseurs/assemblee-generale/> and at the Company's registered office: GROUPE BERKEM, 20 rue Jean Duvert, 33290 Blanquefort, France, from the date of the notice of the Annual General Meeting.

Shareholders are informed that a notice of meeting will be published in the B.A.L.O. at least fifteen (15) days before the date of the Annual General Meeting, listing any changes to the agenda following requests for the inclusion of draft resolutions submitted by shareholders and/or the Social and Economic Committee.

*The Board of Directors*