

Resolutions Submitted to the Annual Combined Shareholders' Meeting

of March 27, 2023

SARTORIUS STEDIM BIOTECH
A public limited company ("*société anonyme*") with capital of € 18,436,038
Registered office: Zone Industrielle Les Paluds Avenue de Jouques 13400 AUBAGNE
314 093 352 R.C.S. MARSEILLE

**DRAFT RESOLUTIONS
OF THE SHAREHOLDERS' GENERAL MEETING
OF MARCH 27, 2023**

Agenda

Ordinary Part

- Reading of the Board of Directors' management report on the financial statements including the Group's report;
 - Reading of the Board of Directors' report on the proposed resolutions of the Shareholders' Meeting;
 - Reading of the Board of Directors' corporate governance report;
 - Reading of the Statutory Auditors' report on the Company's financial statements for the year ended 31 December 2022;
 - Reading of the Statutory Auditors' report on the consolidated financial statements for the year ended 31 December 2022;
 - Reading of the Statutory Auditors' report on the regulated agreements covered by Article L.225-38 and subsequent of the French Commercial Code;
1. Approval of the financial statements for the year ended 31 December 2022 and discharge to all Directors; (Resolution N°1)
 2. Approval of the consolidated financial statements for the year ended 31 December 2022; (Resolution N°2)
 3. Allocation of the financial result for the year ended 31 December 2022; (Resolution N°3)
 4. Approval of the special report of the Statutory Auditors concerning regulated agreements as referred to in Articles L.225-38 et seq. of the French Commercial Code; (Resolution N°4)
 5. Approval of the remuneration policy and determination of the amount of the total annual remuneration to be allocated to the Board of Directors for the 2023 financial year; (Resolution N°5)
 6. Approval of the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration due or awarded to the corporate officers for the 2022 financial year; (Resolution N°6)

7. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to the Chairman of the Board and Chief Executive Officer for the 2022 financial year; (Resolution N°7)
8. Approval of the remuneration policy of the Chairman and Chief Executive Officer for the 2023 financial year; (Resolution N°8)
9. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to the Deputy Chief Executive Officer for the 2022 financial year; (Resolution N°9)
10. Approval of the remuneration policy of the Deputy Chief Executive Officer for the 2023 financial year; (Resolution N°10)
11. Authorization granted to the Board of Directors to enable the Company to trade in its own shares; (Resolution N°11)
12. Powers to carry out the formalities. (Resolution N°12)

Extraordinary Part:

- Reading of the Board of Directors' report on the proposed resolutions of the Shareholders' Meeting;
 - Reading of the Statutory Auditors' special reports;
13. Delegation of authority granted to the Board of Directors to issue shares, without preferential subscription rights of the shareholders, to named beneficiaries; (Resolution N°13)
 14. Delegation of authority granted to the Board of Directors to reduce the capital in accordance with Article L. 22-10-62 of the French Commercial Code; (Resolution N°14)
 15. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company, reserved for members of company savings plan, without preferential subscription rights of the shareholders; (Resolution N°15)
 16. Powers to carry out the formalities. (Resolution N°16)

Resolutions submitted to the Ordinary Shareholders' Meeting

First resolution

(Approval of the Company's financial statements for the year ended 31 December 2022 and discharge to all Directors)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the Company's financial statements for the year ended 31 December 2022, the report of the Board of Directors and the report of the Statutory Auditors concerning these financial

statements, approved the Company's financial statements for the year ended 31 December 2022, which disclosed a net profit of €154,694,838 as presented, and the transactions reflected in these financial statements or summarized in these reports.

As a result, the Shareholders' Meeting grants full and unreserved discharge to the Directors for the execution of their management duties for said reporting year.

The Shareholders' Meeting asserts that no overall expenses referred to in Article 39, 4° of the French Tax Code were noted.

Second resolution

(Approval of the consolidated financial statements for the year ended 31 December 2022)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings has, after having considered the consolidated accounts for the year ended 31 December 2022, the report of the Board of Directors and the report of the Statutory Auditors concerning these consolidated accounts, approved the consolidated financial statements for the year ended 31 December 2022, which disclosed a net profit of €879,915,491 as presented, and the transactions reflected in these financial statements or summarized in these reports.

Third resolution

(Allocation of the financial result for the financial year ended 31 December 2022)

The Shareholders' meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, has decided to allocate as follows, the net profit for the year ended 31 December 2022:

Net Profit of the year 2022: €154,694,838

Profit carried forward of the year 2021: €74,757,881

Distributable profit: €229,452,719

Total amount of dividends to be disbursed to shareholders ¹: € 132,721,775 (excluding treasury shares)

Balance resulting from disbursement: €96,730,944.

1 The amount of dividends was calculated on the basis of the total number of shares as of December 31, 2022 (92,180,190 shares).

Each share of the company with a nominal value of €0,20 will entitle its holder to a payment of a net dividend valued at €1.44.

The dividend will be paid as from April 3, 2023.

The Shareholders' Meeting notes that for individual shareholders domiciled for tax purposes in France, dividends received are subject, pursuant to Article 200 A, 1 A 1° of the French Tax Code, to a single flat-rate withholding tax of 12.8%, or such income may be taxed at the progressive income tax rate at the shareholder's option. In the latter case, dividends are eligible for the 40% allowance referred to in Articles 158 3 2° and 243 bis of the French Tax Code. In both cases, when dividends are paid, they are subject to a non-discharging withholding tax at the rate of 12.8% as an advance payment of personal income tax, which is deducted from the final tax due.

However, in accordance with the third paragraph of Article 117 quater of the French Tax Code, individuals belonging to a tax household whose reference tax income is less than € 50,000 for single, divorced or widowed taxpayers or € 75,000 for taxpayers subject to joint taxation, may request exemption from this 12.8% non-discharging tax under the conditions provided for in Article 242 quater of the French Tax Code.

In addition, for individual shareholders domiciled in France for tax purposes, dividends paid are in any cases subject to social security contributions at a rate of 17.2%.

The Shareholders' Meeting notes, in accordance with the provisions of Article 243 bis of the French Tax Code, that the dividends paid in respect of the last three financial years were as follows:

Exercise	Dividendes ¹	Amount eligible for the 40% allowance	Amount not eligible for the 40% allowance	Dividend per shares ¹
Dec. 31, 2021	116,142,805	116,142,805	0	€1.26
Dec1 31, 2020	62,682,529	62,682,529	0	€0.68
Dec. 31, 2019	31,341,265	31,341,265	0	€0.34

1 Prior to deduction of social contribution on the dividend paid to individuals.

Fourth resolution

(Approval of the special report of the Statutory Auditors concerning regulated agreements as referred to in Articles L.225-38 et seq. of the French Commercial Code)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the report of the Board of Directors and the special report of the Statutory Auditors concerning regulated agreements as referred to in Articles L.225-38 et seq. of the French Commercial Code:

- takes note that no agreement as referred to in Articles L.225-38 et seq. of the French Commercial Code was entered into during the 2022 financial year;
- takes note that the services agreement entered into between the Company and Sartorius AG, which was previously submitted every year to the shareholders' meeting for approval in accordance with Articles L.225-38 et seq. of the French Commercial Code, was terminated with effect as from January 1, 2022;
- approves the conclusions of the special report of the Statutory Auditors.

Fifth resolution

(Approval of the remuneration policy and determination of the amount of the total annual remuneration to be allocated to the Board of Directors for the 2023 financial year)

The Shareholder's Meeting, pursuant to Articles L. 225-45, L. 22-10-8 and L.22-10-14 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings:

- approves the remuneration policy applicable to the directors and the terms and conditions of the distribution of the amount to be allocated by the Shareholders' Meeting; and
- sets the total maximum annual amount of directors' remuneration at €325,800, to be distributed among the directors in respect of the financial year ending 31 December 2023 in accordance with the policy approved above.

Sixth resolution

(Approval of the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration due or awarded to the corporate officers for the 2022 financial year)

The Shareholders' Meeting, pursuant to Article L. 22-10-34 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, and after having considered the corporate governance report of the Board of Directors, approves the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration due or awarded to the corporate officers for the 2022 financial year as described in the corporate governance report of the Board of Directors.

Seventh resolution

(Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to the Chairman of the Board and Chief Executive Officer for the 2022 financial year)

The Shareholders' Meeting, pursuant to Article L. 22-10-34 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, and after having considered the corporate governance report of the Board of Directors, approves the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to Mr. Joachim Kreuzburg, Chairman of the Board and Chief Executive Officer, for the 2022 financial year.

Eighth resolution

(Approval of the remuneration policy of the Chairman and Chief Executive Officer for the 2023 financial year)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the corporate governance report of the Board of Directors, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy of the Chairman of the Board and Chief Executive Officer as described in the corporate governance report of the Board of Directors.

Ninth resolution

(Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to the Deputy Chief Executive Officer for the 2022 financial year)

The Shareholders' Meeting, pursuant to Article L. 22-10-34 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, and after having considered the corporate governance report of the Board of Directors, approves the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to Mr. René Fáber, Deputy Chief Executive Officer, for the 2022 financial year.

Tenth resolution

(Approval of the remuneration policy of the Deputy Chief Executive Officer for the 2023 financial year)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the corporate governance report of the Board of Directors, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy of the Deputy Chief Executive Officer as described in the corporate governance report of the Board of Directors.

Eleventh resolution

(Authorization granted to the Board of Directors to enable the Company to trade in its own shares)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the report of the Board of Directors, in compliance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code, the directly applicable provisions of the European Commission regulation no. 2273/2003 of December 22, 2003, the General regulation of the Autorité des marchés financiers (AMF – Financial Markets Authority), and the market practices accepted by the AMF:

1. authorizes the Board of Directors, having the right to sub-delegate in compliance with applicable laws and regulations, to make the Company acquire, hold, or transfer, on one or more occasions, shares of the Company in connection with the implementation of a share buyback program subject to the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code;
2. decides that the acquisition, sale or transfer of such shares may be achieved by any means on the market or over-the-counter, including through the acquisition of blocks of shares; these means include the use of any derivative financial instrument traded on a regulated market or over-the-counter or the delivery of shares as a result of the issuance of securities giving access to the Company's capital through conversion, exchange, redemption, exercise of a warrant or in any other manner either directly or through an investment service provider; the maximum share of the capital acquired or transferred in blocks may reach the entire program; these transactions may be carried out at any time, including during periods of public offer on the capital of the Company, in compliance with the regulations in force;
3. decides that the share buyback program will have, in order of priority, the following objectives:
 - to promote liquidity and stimulate the market price of the Company's shares under a liquidity contract in accordance with the AMAFI Code of Ethics recognized by the AMF;
 - the cancellation of all or part of the shares thus purchased, within the maximum legal limit of 10% of the total number of shares composing the capital, for a period of twenty-four (24) months, pursuant to the fourteenth (14th) resolution of this Shareholders' Meeting and subject to the adoption of the fourteenth (14th) resolution;
 - the delivery of shares (for exchange, payment or otherwise) in the context of external growth, merger, demerger or contributions;
 - the delivery of shares upon the exercise of rights attached to securities giving access to the capital by redemption, conversion, exchange, exercise of a warrant or in any other manner;

- the delivery of shares to its corporate officers and employees as well as those of companies affiliated to it, under the conditions and in the terms provided for by law, particularly in the context of stock option plan, free granting plan of issued or to be issued shares or company or inter-companies saving plans;
 - the conservation of the shares for purposes of patrimonial and financial management.
4. decides that the terms and conditions of the share buyback program are the followings:
- duration of the program: a maximum of 18 months, starting from the date of this Shareholders' Meeting and expiring on the date when any shareholders' meeting of the Company adopts a new share buyback program or, alternatively, on September 27, 2024;
 - maximum percentage: 0.10% of the share capital, i.e. 92,180 shares on the basis of 92,180,190 shares making up the share capital at the date of this Shareholders' Meeting; being specified that this limit applies to an amount of the share capital of the Company, which may be adjusted by the Board of Directors to take account of transactions affecting the share capital after the date of the present Shareholders' Meeting, the acquisitions made by the Company cannot in any case cause it to hold, directly or indirectly through its subsidiaries, more than 10% of its share capital; when the shares are acquired within the frame of a liquidity contract concluded with an investment firm in order to encourage the liquidity of the Company's shares under the conditions defined by the AMF's general regulations, the number of shares taken into account for the calculation of this limit will correspond to the number shares purchased net of the number of shares resold during the term of the authorization;
 - maximum share purchase price (excluding fees and commissions): € 650, i.e. a maximum theoretical amount allocated to the share buyback program of € 59,917,000 on the basis of the maximum percentage of 0.10%, excluding trading costs, the maximum theoretical amount will be adjusted by the Board of Directors to take into account transactions affecting the share capital after the date of this Shareholders' Meeting.
5. decides that the dividends attached to the treasury shares of the Company shall be allocated to the retained earnings account;
6. grants all necessary powers to the Board of Directors, with right to sub-delegate in compliance with applicable laws and regulations, to implement this authorization and in particular to establish the terms and conditions of the share buy-back program in compliance with applicable laws and with the present resolution, and notably to proceed, as the case may be, with any adjustment required by transactions on the share capital; to place any purchase order on the stock market; to enter any agreement, notably for the keeping of registers of sale and purchase of shares, to make any and all declarations to the AMF and any other organization, to carry out all formalities, and more generally, to take all appropriate measures.
7. this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 29, 2022 in its tenth (10th) resolution.

Twelfth resolution

(Powers to carry out the formalities)

The Shareholders' Meeting gives full authority to the bearer of an original, a copy or an extract of the minutes from this Shareholders' Meeting to accomplish each necessary procedure.

Resolutions submitted to the Extraordinary Shareholders' Meeting

Thirteenth resolution

(Delegation of authority granted to the Board of Directors to issue shares, without preferential subscription rights of the shareholders, to named beneficiaries)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to the extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and noted that the share capital has been fully paid-up, and in accordance with the provisions of Articles L. 225 - 129, L. 225 - 129 - 2 and L. 225 - 138 of the French Commercial Code:

1. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, in one or several times, in the proportion and at the times it considers appropriate, with the issuance of shares, other than preference shares, without preferential subscription rights of the shareholders, to the following named beneficiaries:
 - (a) Unicorn-Biotech Holding GmbH, a limited liability company (*Gesellschaft mit beschränkter Haftung*), duly incorporated and validly existing under the laws of Austria, with its corporate seat in Vienna, Austria and its business address at Czerninplatz 4, A-1020 Vienna, Austria, registered with the commercial register of commercial court Vienna (*Handelsgericht Wien*) under registration number FN 492247 v ("Unicorn-Biotech");
 - (b) META Ingenium, družba tveganega kapitala, d.o.o., a limited liability company, duly incorporated and validly existing under the laws of Slovenia, with its corporate seat in Ljubljana, Slovenia and its business address at Trdinova ulica 9, 1000 Ljubljana, Slovenia, registered with the Slovenian court/commercial register under no. 3719669000 ("META Ingenium"); and/or
 - (c) any person affiliated with Unicorn-Biotech and/or META Ingenium (a person or entity that directly or indirectly controls, is controlled by, or is under common control with, another person or entity, within the meaning of Article L. 233 - 3 of the French Commercial Code);
2. decides that the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of one hundred thirty-three thousand and nine hundred eighty euros (€133,980);
3. decides to waive the preferential subscription rights of the shareholders of the Company on shares that may be issued pursuant to this delegation of authority;
4. decides that the subscription of the shares above may be made either in cash or by way of set-off against certain, due and payable receivables (*compensation de créances certaines, liquides et exigibles*) held upon the Company;
5. decides that, pursuant to Article L. 225 - 138 II of the French Commercial Code, the issue price of shares issued pursuant to this delegation of authority shall be at least equal to the volume weighted average of the prices of the Company share over the last three trading days on the Euronext Paris regulated market preceding the issuance of the shares issued pursuant to this delegation of authority;
6. grants the Board of Directors any necessary powers, with the right to sub-delegate in accordance with applicable law and regulations, to implement this delegation of authority and, in particular to:

- decide the share capital increase;
- decide the amount of the share capital increase, the issue price of the shares to be issued and, if applicable, the amount of the issue premium;
- determine the dates, terms and conditions of the capital increase or increases, the characteristics of the shares to be issued;
- determine the means of payment of the shares to be issued;
- determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving or capable of giving access to shares may be temporarily suspended;
- at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;
- determine and make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;
- duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

This delegation of authority is granted for a period of eighteen (18) months as from the date of this Shareholders' Meeting.

Fourteenth resolution

(Delegation of authority granted to the Board of Directors to reduce the capital in accordance with Article L. 22 - 10 - 62 of the French Commercial Code)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Article L. 22 - 10 - 62 of the French Commercial Code:

- delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to reduce the social capital, in one or several times and at any time as it deems appropriate, through the cancellation of shares that the Company owns or shall buy pursuant to the implementation of the share buyback program authorized in this Shareholders' Meeting in its eleventh (11th) resolution or any later resolution with the same object within the maximum limit of 10% of the capital of the Company and by periods of twenty-four (24) months, and to proceed in the corresponding proportions at a capital reduction, it being specified that this limit shall be adjusted, if necessary, in order to take into account the transactions that would affect it after this Shareholders' Meeting;

- gives all powers to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to adopt the terms and conditions of the share buyback, charge the difference between the accounting value of the cancelled shares and their nominal value against reserves or share premium, or to amend the articles of association subsequently to this authorization and to accomplish any necessary procedure;
- notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 29, 2022 in its twenty-fifth (25th) resolution.

This delegation of authority is granted for a period of twenty-four (24) months as from the date of this Shareholders' Meeting.

Fifteenth resolution

(Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company, reserved for members of company savings plan, without preferential subscription rights of the shareholders)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129 et seq., L. 225-138, L. 225-138-1, L. 22-10-49 and L. 228-91 of the French Commercial Code and with Articles L. 3332-1 et seq. of the French Labor Code:

1. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, in one or several times, in the proportion and at the times it considers appropriate, the issuance of shares, other than preference shares, and/or of securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving or capable of giving access to the share capital of the Company, in new or existing shares, reserved for members of company savings plans or any other plan for whose members a capital increase may be reserved on equivalent terms under Article L. 3332-18 of the French Labor Code, implemented within a French or foreign entity or group of entities falling within the scope of the Company's consolidated or combined financial statements pursuant to Articles L. 3344-1 and L. 3344-2 of the French Labor Code, it being specified that the payment of the shares and/or securities may be subscribed either in cash or by way of set-off against certain, due and payable receivables (*compensation de créances certaines, liquides et exigibles*) held upon the Company, either by the incorporation of the reserves, the benefits or the premiums to the share capital in the event of free share allocation as the result of the discount and/or the abundance;
2. decides that the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of six million euros (€ 6,000,000.00);
3. decides to waive the preferential subscription rights of shareholders of the Company with respect to the shares and/or the securities giving access to the share capital of the Company which may be issued pursuant to this delegation of authority, in favor of the beneficiaries defined in paragraph 1 above, and notes that this delegation of authority automatically entails, to the benefit of the holders of securities which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;
4. decides that the issue price of the shares and/or securities giving or capable of giving access to the share capital of the Company will be set in accordance with Articles L. 3332-18 et seq. of the French Labor Code, provided that, the discount set shall not be lower than thirty per cent (30%) of the volume weighted average of the prices of the Company share over the last twenty (20) trading days on the regulated market of Euronext Paris preceding the date of the decision setting the opening date of the subscription period reserved for the members of company savings plans; however the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or cancel the aforementioned discount, as it considers appropriate, in particular in order

to take into consideration the international accounting standards, or, inter alia, locally applicable legal, accounting, tax or social provisions in the countries of certain beneficiaries, the Board of Directors may also substitute all or part of the discount by granting shares and/or securities giving access to the share capital of the Company pursuant to the provisions below;

5. authorizes the Board of Directors, according to this delegation of authority, to freely allot shares and/or securities giving access immediately or in the future to share capital of the Company to the members of company savings plans to replace in part or all of the discount and/or, if applicable the abundance, it being specified that the total advantage resulting from this allocation in relation with the discount and/or the abundance may not exceed the legal and regulatory limits;
6. grants the Board of Directors any necessary power, with the right to sub-delegate in accordance with applicable law and regulations, to implement this delegation of authority and, in particular:
 - establish in accordance with the law a list of companies or groups of companies for which the beneficiaries indicated in paragraph 1 above may subscribe for the shares and/or securities giving or capable of giving access to the capital of the Company thereby issued and who may be freely allotted shares and/or securities giving or capable of giving access to the capital of the Company;
 - decide that subscriptions for the shares and/or securities may be made directly by beneficiaries belonging to an entity or group savings plan, or via dedicated mutual funds or other vehicles or entities permitted under the applicable law and regulations;
 - determine the conditions, in particular as regards length of service, that must be met by the beneficiaries of the new shares or securities that may be issued by the capital increases made according to this resolution;
 - set the opening and closing dates for subscriptions of the shares and/or securities;
 - set the amounts of the issuances to be made under the present delegation of authority and in particular determine the issue price, terms and conditions of subscription, payment, delivery and date of entitlement to dividends of the shares and/or the securities, which may be retrospective, rules for reduction in the event of oversubscription and any other terms and conditions of the issues, subject to applicable legal and regulatory limits;
 - provide for the possibility to proceed, according to the conditions it shall determine, as the case may be, with any adjustments required in accordance with the legal and regulatory provisions;
 - in the case of an issue of new shares, charge any amounts required to pay up said shares against reserves, profits, or share premium;
 - at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;
 - duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
 - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.
7. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 29, 2022 in its twenty-third (23rd) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as from the date of this Shareholders' Meeting.

Sixteenth resolution

(Powers to carry out the formalities)

The Shareholders' Meeting gives full powers to the bearer of an original, copy or extract of the minutes of this Shareholders' Meeting to carry out any and all formalities that may be necessary.