

Sartorius Stedim Biotech

# Resolutions Submitted to the Annual Combined Shareholders' Meeting

of March 26, 2024

**SARTORIUS STEDIM BIOTECH**  
**A public limited company (“*société anonyme*”) with a share capital of € 19,466,081**  
**Registered office: Zone Industrielle Les Paluds Avenue de Jouques 13400 AUBAGNE**  
**314 093 352 R.C.S. MARSEILLE**

**AGENDA OF THE SHAREHOLDERS’ MEETING  
OF MARCH 26, 2024**

**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 Board of Directors’ complementary report prepared in accordance with the provisions of Articles L.225-129-5 and R.225-116 of the French Commercial Code, and the related Statutory Auditors’ special report;
- Reading of the Statutory Auditors' report on the Company’s financial statements for the financial year ended on 31 December 2023;
- Reading of the Statutory Auditors' report on the consolidated financial statements for the financial year ended on 31 December 2023;
- Reading of the Statutory Auditors' report on the regulated agreements covered by Article L.225-38 et seq. of the French Commercial Code;
  1. Approval of the financial statements for the financial year ended on 31 December 2023 and discharge to all Directors;
  2. Approval of the consolidated financial statements for the financial year ended on 31 December 2023;
  3. Allocation of the financial result for the financial year ended on 31 December 2023;
  4. 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 2024 financial year;
  5. Approval of the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2023 financial year;
  6. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chairman and Chief Executive Officer from January 1<sup>st</sup>, 2023 to March 27, 2023;
  7. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Deputy Chief Executive Officer from January 1<sup>st</sup>, 2023 to March 27, 2023;

8. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chairman of the Board of Directors from March 28, 2023 to December 31, 2023;
9. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chief Executive Officer from March 28, 2023 to December 31, 2023;
10. Approval of the remuneration policy of the Chairman of the Board of Directors for the 2024 financial year;
11. Approval of the remuneration policy of the Chief Executive Officer for the 2024 financial year;
12. Renewal of the term of office of Mrs. Susan Dexter as Director;
13. Renewal of the term of office of Mrs. Anne-Marie Graffin as Director;
14. Acknowledgement of the expiry of the mandate of a statutory auditor and appointment of a new statutory auditor in replacement;
15. Appointment of a statutory auditor to certify sustainability information;
16. Authorization granted to the Board of Directors to enable the Company to trade in its own shares;

### **Extraordinary Part**

- Reading of the Board of Directors' report on the proposed resolutions of the Shareholders' Meeting;
  - Reading of the Statutory Auditors' special reports;
17. Amendments to the Company's articles of association relating to Board meetings and Shareholders' meetings;
  18. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, with preferential subscription rights of the shareholders;
  19. 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 and/or securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code;
  20. 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 and/or the issuance of securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings addressed exclusively to qualified investors or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code;
  21. Delegation of authority to the Board of Directors to increase the number of shares and/or securities giving or capable of giving access to the share capital of the Company to be issued in case of share capital increase, with or without preferential subscription rights of the shareholders;
  22. Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of shareholders;

23. Delegation of authority granted to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted;
24. 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;
25. Delegation of authority granted to the Board of Directors to grant free new or existing shares to the benefit of employees or corporate officers, in the limit of 2% of the capital;
26. 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.

**SARTORIUS STEDIM BIOTECH**  
**A public limited company ("*société anonyme*") with a share capital of € 19,466,081**  
**Registered office: Zone Industrielle Les Paluds Avenue de Jouques 13400 AUBAGNE**  
**314 093 352 R.C.S. MARSEILLE**

**DRAFT RESOLUTIONS OF THE SHAREHOLDERS' MEETING  
OF MARCH 26, 2024**

**Ordinary Part**

1. Approval of the financial statements for the financial year ended on 31 December 2023 and discharge to all Directors;
2. Approval of the consolidated financial statements for the financial year ended on 31 December 2023;
3. Allocation of the financial result for the financial year ended on 31 December 2023;
4. 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 2024 financial year;
5. Approval of the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2023 financial year;
6. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chairman and Chief Executive Officer from January 1<sup>st</sup>, 2023 to March 27, 2023;
7. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Deputy Chief Executive Officer from January 1<sup>st</sup>, 2023 to March 27, 2023;
8. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chairman of the Board of Directors from March 28, 2023 to December 31, 2023;
9. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chief Executive Officer from March 28, 2023 to December 31, 2023;
10. Approval of the remuneration policy of the Chairman of the Board of Directors for the 2024 financial year;
11. Approval of the remuneration policy of the Chief Executive Officer for the 2024 financial year;
12. Renewal of the term of office of Mrs. Susan Dexter as Director;
13. Renewal of the term of office of Mrs. Anne-Marie Graffin as Director;
14. Acknowledgement of the expiry of the mandate of a statutory auditor and appointment of a new statutory auditor in replacement;
15. Appointment of a statutory auditor to certify sustainability information;
16. Authorization granted to the Board of Directors to enable the Company to trade in its own shares;

## Extraordinary Part

17. Amendments to the Company's articles of association relating to Board meetings and Shareholders' meetings;
18. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, with preferential subscription rights of the shareholders;
19. 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 and/or securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code;
20. 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 and/or the issuance of securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings addressed exclusively to qualified investors or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code;
21. Delegation of authority to the Board of Directors to increase the number of shares and/or securities giving or capable of giving access to the share capital of the Company to be issued in case of share capital increase, with or without preferential subscription rights of the shareholders;
22. Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of shareholders;
23. Delegation of authority granted to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted;
24. 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;
25. Delegation of authority granted to the Board of Directors to grant free new or existing shares to the benefit of employees or corporate officers, in the limit of 2% of the capital;
26. 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.

## Resolutions submitted to the Ordinary Shareholders' Meeting

### First resolution

*(Approval of the Company's financial statements for the financial year ended on 31 December 2023 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 financial year ended on 31 December 2023, 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 financial year ended on 31 December 2023, which disclosed a net profit of €100,601,092 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 financial 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 financial year ended on 31 December 2023)*

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 financial year ended on 31 December 2023, 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 financial year ended on 31 December 2023, which disclosed a net profit of €312,123,338 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 on 31 December 2023)*

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 financial year ended on 31 December 2023:

Net Profit of the year 2023: €100,601,092

Profit carried forward of the year 2022: € 96,730,909

Distributable profit: €197,332,001

Total amount of dividends<sup>1</sup>: € 67,147,497 (excluding treasury shares)

Balance resulting from disbursement: € 130,184,503

1 The total amount of dividends of € 67,147,497 was calculated on the basis of the number of shares (less the treasury shares) entitled to dividends as of December 31, 2023 (i.e., 92,164,999 shares), plus the new ordinary shares issued by the Company in the context of the share capital raise announced on February 6, 2024, i.e. 5,150,215 shares. The total amount of dividends will be adjusted to take into account the number of shares held by the Company (i.e., treasury shares) on the dividend payment date that are not entitled to dividends and, where applicable, any new shares entitled to dividends issued by the Company after 31 December 2023.

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 €0.69.

The dividend will be paid as from April 4, 2024.

Prior to the payment of dividends, the Board of Directors or, by delegation, the Chief Executive Officer, will acknowledge the number of shares held by the Company (i.e., treasury shares) and the number of additional shares issued after 31 December 2023. The sums required to pay dividends attached to the shares issued during this period will be taken from the "Retained earnings" account.

The Shareholders' Meeting notes that for individual shareholders domiciled for tax purposes in France, dividends received are subject, pursuant to Article 200 A, 1 of the French Tax Code ("*prélèvement forfaitaire unique*"), 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, I-1 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 withholding 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%.

Finally, pursuant to Article 223 sexies of the French Tax Code, individual shareholders belonging to a tax household whose reference tax income is higher than €250,000 for single, divorced or widowed taxpayers or € 500,000 for taxpayers who are jointly taxed may be subject to an additional taxation at a 3% or 4% rate ("*contribution exceptionnelle sur les hauts revenus*").

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	Total amount of dividends <sup>1</sup>	Amount eligible for the 40% allowance	Amount not eligible for the 40% allowance	Dividend per share <sup>1</sup>
Dec. 31, 2022	€132,721,775	€132,721,775	€0	€1.44
Dec. 31, 2021	€116,142,805	€116,142,805	€0	€1.26
Dec. 31, 2020	€62,682,529	€62,682,529	€0	€0.68

<sup>1</sup> Prior to deduction of social contribution on the dividend paid to individuals.

## Fourth 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 2024 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 €600,000, to be distributed among the directors in respect of the financial year ending 31 December 2024 in accordance with the policy approved above.

## Fifth resolution

*(Approval of the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2023 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 paid or awarded to the corporate officers for the 2023 financial year as described in the corporate governance report of the Board of Directors.



## Sixth resolution

*(Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chairman and Chief Executive Officer from January 1<sup>st</sup>, 2023 to March 27, 2023)*

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 paid or awarded to Mr. Joachim Kreuzburg, Chairman and Chief Executive Officer, from January 1<sup>st</sup>, 2023 to March 27, 2023.

## Seventh resolution

*(Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Deputy Chief Executive Officer from January 1<sup>st</sup>, 2023 to March 27, 2023)*

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 paid or awarded to Mr. René Fáber, Deputy Chief Executive Officer, from January 1<sup>st</sup>, 2023 to March 27, 2023.

## Eighth resolution

*(Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chairman of the Board of Directors from March 28, 2023 to December 31, 2023)*

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 paid or awarded to Mr. Joachim Kreuzburg, Chairman of the Board of Directors, from March 28, 2023 to December 31, 2023.

## Ninth resolution

*(Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chief Executive Officer from March 28, 2023 to December 31, 2023)*

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,

- takes note that the remuneration policy of the Chief Executive Officer from March 28, 2023 to December 31, 2023, was approved, upon recommendation of the Remuneration and Nomination Committee, by the Board of Directors in its meeting held on March 27, 2023 as a result of the split of functions of Chairman and Chief Executive Officer, it being specified that such remuneration policy was determined in accordance with existing practices within the Company in the absence of a dedicated remuneration policy of the Chief Executive Officer approved *ex ante* by the shareholders' meeting; and
- approves the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. René Fáber, Chief Executive Officer, from March 28, 2023 to December 31, 2023.

## Tenth resolution

*(Approval of the remuneration policy of the Chairman of the Board of Directors for the 2024 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 of Directors for the 2024 financial year, as described in the corporate governance report of the Board of Directors.

## Eleventh resolution

*(Approval of the remuneration policy of the Chief Executive Officer for the 2024 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 Chief Executive Officer for the 2024 financial year, as described in the corporate governance report of the Board of Directors.

## Twelfth resolution

*(Renewal of the term of office of Mrs. Susan Dexter as Director)*

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the report of the Board of Directors:

- takes note that the term of office of Mrs. Susan Dexter as Director expires at the end of this Shareholders' Meeting, and
- decides to renew her term of office for a period of three years, i.e. until the end of the shareholders' meeting of 2027 convened to approve the financial statements for the financial year ended on 31 December 2026.

## Thirteenth resolution

*(Renewal of the term of office of Mrs. Anne-Marie Graffin as Director)*

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the report of the Board of Directors:

- takes note that the term of office of Mrs. Anne-Marie Graffin as Director expires at the end of this Shareholders' Meeting, and
- decides to renew her term of office for a period of three years, i.e. until the end of the shareholders' meeting of 2027 convened to approve the financial statements for the financial year ended on 31 December 2026.

## Fourteenth resolution

*(Acknowledgement of the expiry of the mandate of a statutory auditor and appointment of a new statutory auditor in replacement)*

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the recommendation of the Audit Committee and the report of the Board of Directors:

- takes note of the expiry, at the end of this Shareholders' Meeting, of the mandate of Deloitte et Associés, statutory auditor, and
- decides to appoint, as a replacement, PricewaterhouseCoopers Audit, having its registered office 63 rue de Villiers, 92200 Neuilly-sur-Seine (672 006 483 RCS Nanterre), as statutory auditor, for a period of six financial years expiring

at the end of the shareholders' meeting convened to approve in 2030 the annual financial statements for the financial year ended on 31 December 2029.

## Fifteenth resolution

*(Appointment of a statutory auditor to certify sustainability information)*

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the report of the Board of Directors, decides, in accordance with Articles L. 821-40 et seq. of the French Commercial Code, to appoint PricewaterhouseCoopers Audit, having its registered office 63 rue de Villiers, 92200 Neuilly-sur-Seine (672 006 483 RCS Nanterre), as statutory auditor responsible for certifying sustainability information, for a period of three financial years, expiring at the end of the shareholders' meeting convened to approve in 2027 the annual financial statements for the financial year ended on 31 December 2026.

## Sixteenth 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 twenty-sixth (26th) resolution of this Shareholders' Meeting and subject to the adoption of the twenty-sixth (26th) 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 26, 2025;
  - maximum percentage: 0.10% of the share capital, i.e. 97,331 shares on the basis of 92,180,190 shares making up the share capital at 31 December 2023, plus the new ordinary shares issued by the Company in the context of the share capital raise announced on February 6, 2024, i.e. 5,150,215 shares; 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 31 December 2023, 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): €470, i.e. a maximum theoretical amount allocated to the share buyback program of €43,324,600 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 31 December 2023.
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 27, 2023 in its eleventh (11th) resolution.

## Resolutions submitted to the Extraordinary Shareholders' Meeting

### Seventeenth resolution

*(Amendments to the Company's articles of association relating to Board meetings and Shareholders' meetings)*

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, having considered the report of the Board of directors, decides to amend:

- Article 17 of the Company's articles of association as follows:

***"Article 17: Meetings and decisions of the Board of Directors***

*[Unchanged]*

**17.5** *The internal regulations established by the Board of Directors may provide that directors attending a Board meeting by videoconference, teleconference or other means of telecommunication allowing the identification of participants and ensuring their effective participation in accordance with applicable regulations, are deemed present*

*for the purposes of calculating quorum and majority. This provision shall not apply for the decisions relating to closing of annual accounts, consolidated accounts and preparation of Company's management report and group's management report.*

*[Remainder of Article 17 unchanged]"; and*

- Article 22 of the Company's articles of association as follows:

***"Article 22: Shareholders' meetings***

*[Unchanged]*

***22.9. Shareholders' meetings are chaired by the Chairman of the Board of Directors or, in his absence, by a Director specially appointed for this purpose by the Board of Directors. Otherwise, the shareholders' meeting shall elect a chairman.***

*[Remainder of Article 22 unchanged]"*

## **Eighteenth resolution**

*(Delegation of authority granted to the Board of Directors to issue shares and/or securities giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, with preferential subscription rights of the shareholders)*

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 after having acknowledged that the share capital has been fully paid-up, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-132 to L. 225-134, L. 22-10-49 and L. 228-91 to L. 228-93 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 France or abroad, in the proportion and at the times it considers appropriate, with preferential subscription rights of the shareholders maintained, through public offerings by the Company, with the issuance of (i) shares of the Company, other than preference shares (ii) and/or securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving access to the share capital of the Company, in new or existing shares, (iii) and/or securities giving the right to the allotment of debt instruments, for valuable consideration or free of consideration, governed by Articles L. 228-91 et seq. of the French Commercial Code;
2. 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 France or abroad, in the proportion and at the times it considers appropriate, in euro or in any other currency or monetary unit established by reference to a basket of currencies, with preferential subscription rights of the shareholders maintained, (i) the issuance of securities giving access to the share capital of companies in which the Company holds directly or indirectly more than half of the share capital and/or (ii) the issuance of securities giving access to the share capital of any company which directly or indirectly holds more than half of the Company's share capital, subject to the authorization by the competent body of the companies referred to in (i) and (ii) above;
3. sets the following limits to the amounts of the issuances that may be carried out pursuant to the present delegation of authority:
  - a/ 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), or the equivalent value of this amount as at the date of the issuance decision, not including the nominal value of the shares to be issued, if applicable, pursuant to the adjustments made in order to protect the rights of the holders of securities giving access to the Company's share capital, in accordance with applicable law and regulations as well as contractual provisions;
  - b/ the nominal value of the debt instruments that may be issued pursuant to this delegation of authority shall not exceed a maximum amount of two billion euros (€ 2,000,000,000.00), or the equivalent value of this amount as at the date of the issuance decision, it being specified that (i) this amount does not include any

above-par reimbursement premium, if any were provided for and (ii) the limits of issuance of debt instruments set from the nineteenth (19th) to the twenty-second (22nd) resolutions submitted to this Shareholders' Meeting shall be deducted from this overall limit;

4. decides that the subscription of the shares and securities of the Company above may be made either in cash or by way of set-off;
5. decides that the Company's shareholders will have a preferential right to subscribe for the issuance or issuances of shares and/or securities that the Board of Directors may decide pursuant to this delegation of authority on an irreducible basis in proportion of the number of shares then owned by them;
6. acknowledges that the Board of Directors may grant shareholders additional preferential rights by introducing a reducible subscription right exercisable in proportion to shareholders' existing preferential rights and within the limits of their requests;
7. acknowledges 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;
8. acknowledges that, pursuant to Article L. 225-134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the issuance of the shares or the securities giving access to the share capital of the Company, the Board of Directors may use, on the conditions provided by law and in the order as it shall determine, any or all of the options listed below:
  - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three quarters of the amount of the issuance decided upon;
  - to freely allocate some or all the unsubscribed shares or securities giving access to the share capital of the Company;
  - to offer all or part of the unsubscribed shares or securities giving access to the share capital of the Company to the public on French market or abroad;
9. decides that any issuance of warrants giving entitlement to subscribe for the Company's shares may also be made by way of free allocations to the owners of existing shares, it being specified that the Board of Directors may decide that fractional allotment rights will be neither negotiable nor transferable and that the corresponding securities will be sold;
10. acknowledges that the Board of Directors shall report on the use made by it of such delegation of authority to the next ordinary shareholders' meeting in accordance with applicable laws and regulations;
11. 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:
  - decide the share capital increase and determine the nature of the shares and/or the securities to be issued;
  - decide the amount of the share capital increase, the issue price of the shares and/or securities to be issued and, if applicable, the amount of the issue premium;
  - determine the dates, the terms and conditions of the share capital increase, the characteristics of the shares and/or securities to be issued, in addition, in the case of bonds or other debt instruments, determine whether or not they are subordinated and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code, set their interest rate (interest rate which may be fixed or variable, or zero-coupon or indexed), specify any circumstances of compulsory or optional suspension or cancellation of interest payments, stipulate their term (fixed or perpetual) and the possibility of a reduction or increase in their nominal value, and set the other terms of issuance, including the granting of guarantees or security interests, and of amortization, including the possibility of redemption by delivery of Company assets; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition

- or subscription of bonds or other debt instruments as defined by the market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option rights); and amend, during the term of the relevant shares and/or the securities, the above terms, in compliance with the applicable formalities;
- determine the means of payment of the shares and/or of the securities giving access or that may give access to the share capital of the Company to be issued immediately or in the future;
- set, where necessary, the terms for the exercise of rights, such as rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets such as shares and/or securities already issued by the Company, attached to the shares and/or securities giving access or that may give access to the share capital of the Company to be issued immediately or in the future and, in particular, the period, which may be retrospective, from which dividends will be payable on the new shares, as well as all other terms and conditions of the completion of the share capital increase(s);
- set the terms under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange or off-market securities giving access to the share capital of the Company issued or to be issued immediately or in the future with the purpose of cancelling such securities or not, taking into account the applicable legal provisions;
- determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities 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.

12. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 29, 2022 in its seventeenth (17th) resolution.

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

## Nineteenth 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 and/or securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code)*

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 after having acknowledged that the share capital has been fully paid-up, and in accordance with the provisions of Articles L. 225-129 to L.225-129-6, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22- 10-52 and L. 228-91 to L. 228-93 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 France or abroad, in the proportion and at the times it considers appropriate, with the issuance through one or several public offering(s), other than public

offerings addressed exclusively to qualified investors and/or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code and submitted to this Shareholders' Meeting in its twentieth (20th) resolution, of (i) shares, other than preference shares, and/or (ii) securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving access to the share capital of the Company, in new or existing shares, and/or (iii) securities giving the right to the allotment of debt instruments, for valuable consideration or free of consideration, governed by Articles L. 228-91 et seq. of the French Commercial Code;

2. 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 France or abroad, in the proportion and at the times it considers appropriate, through public offerings, with the issuance through one or several public offering(s) by the Company, other than public offerings addressed exclusively to qualified investors and/or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code and submitted to this Shareholders' Meeting in its twentieth (20th) resolution, of shares and/or of securities giving or capable of giving access to the share capital of the Company following the issuance by the companies that the Company holds directly or indirectly more than half of the share capital or by any company which directly or indirectly holds more than half of the Company's share capital, of securities giving or capable of giving access to the share capital of the Company; this delegation of authority automatically entails an express waiver by the shareholders of their preferential subscription rights in respect of the shares and/or the securities giving or capable of giving access to the share capital of the Company to which these securities may give access;
3. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, through one or several public offering(s) by the Company, other than public offerings addressed exclusively to qualified investors and/or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code and submitted to this Shareholders' Meeting in its twentieth (20th) resolution, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, in euro or in any other currency or monetary unit established by reference to a basket of currencies, with the issuance of (i) securities giving access to the share capital of companies in which the Company holds directly or indirectly more than half of the share capital and/or (ii) securities giving access to the share capital of any company which directly or indirectly holds more than half of the Company's share capital, subject to the authorization by the competent body of the companies referred to in (i) and (ii) above;
4. sets the following limits to the amounts of the issuances that may be carried out pursuant to this delegation of authority:
  - a/ the nominal value 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), or the equivalent value of this amount as at the date of the issuance decision, not including the nominal value of the shares to be issued, if applicable, pursuant to the adjustments made in order to protect the rights of the holders of securities giving access to the Company's share capital, in accordance with applicable law and regulations as well as contractual provisions;
  - b/ the nominal value of the debt instruments that may be issued immediately or pursuant to this delegation of authority shall not exceed a maximum amount of two billion euros (€ 2,000,000,000.00), or the equivalent value of this amount as at the date of the issuance decision, it being specified that (i) this amount does not include any above-par reimbursement premium, if any were provided for and (ii) the nominal value of the debt instruments shall be deducted from the overall limit set in paragraph 3.b/ of the eighteenth (18th) resolution submitted to this Shareholders' Meeting;
5. decides that the subscription of the shares and securities of the Company above may be made either in cash or by way of set-off;
6. decides to waive the shareholders' preferential subscription rights on the shares and/or securities which may be issued pursuant to this delegation of authority, it being specified that the Board of Directors may grant shareholders a priority subscription period, in respect of all or part of the issuance of shares and/or securities



giving access to the share capital of the Company for such period and on such terms as it shall determine in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code, this priority subscription period shall not give rise to the creation of negotiable rights, shall be exercised in proportion to the number of shares owned by each shareholder and may be exercised, as the Board of Directors considers appropriate, on a reducible and irreducible basis, it being specified that shares and/or securities not subscribed for in said manner will be the subject to a public offering in France or abroad;

7. acknowledges that this delegation of authority automatically entails, to the benefit of the holders of securities giving or capable of giving access to the share capital of the Company, which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;
8. acknowledges that pursuant to Article L. 22-10-52 of the French Commercial Code:
  - the issue price of the shares to be issued shall be at least equal to the minimum set forth by applicable law and regulations as at the date of the issuance decision;
  - the issue price of the securities giving or capable of giving access to the share capital of the Company to be issued shares shall be such that the amount collected by the Company immediately, increased if applicable, by the amount which could be collected later on by the Company shall be, for each share issued consequently to the issue of these securities, at least equal to the amount set forth in the paragraph above;
9. acknowledges that the Board of Directors shall report on the use made by it of such delegation of authority to the next ordinary shareholders' meeting in accordance with applicable laws and regulations;
10. The Shareholders' Meeting grants the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, with all powers to implement this delegation of authority and, in particular:
  - decide to increase the share capital and determine the nature of the shares and/or the securities to be issued;
  - decide the amount of the capital increase, the issue price of the shares and/or securities 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 and/or securities to be issued; in addition, in the case of bonds or other debt instruments, determine whether or not they are subordinated and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code, set their interest rate (interest rate which may be fixed or variable, or zero-coupon or indexed), specify any circumstances of compulsory or optional suspension or cancellation of interest payments, stipulate their term (fixed or perpetual) and the possibility of a reduction or increase in their nominal value, and set the other terms of issuance, including the granting of guarantees or security interests, and of amortization, including the possibility of redemption by delivery of Company assets; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments as defined by the market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option rights); and amend, during the term of the shares and/or the securities in question, the above terms, in compliance with the applicable formalities;
  - determine the means of payment of the shares and/or of the securities giving or capable of giving access to the share capital of the Company to be issued immediately or in the future;
  - set, where necessary, the terms for the exercise of rights, such as rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets such as shares or securities already issued by the Company, attached to the shares and/or securities giving access to the share capital of the Company to be issued immediately or in the future and, in particular, the period, which may be retrospective, from which dividends will be payable on the new shares, as well as all other terms and conditions of the completion of the share capital increase(s);
  - set the terms under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange or off-market securities giving access to

- the share capital of the Company issued or to be issued immediately or in the future with the purpose of cancelling such securities or not, taking into account the applicable legal provisions;
- determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities 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;
- 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.

11. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting March 29, 2022 in its eighteenth (18th) resolution.

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

## Twentieth 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 and/or the issuance of securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings addressed exclusively to qualified investors or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code)*

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, on the one hand, with the provisions of Articles L. 225-129 to L. 225-192-3, L. 225-192-5, L.225-129-6, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-91 to L. 228-93 of the French Commercial Code, and, in the other hand, with those of Article L. 411-2 of the French Monetary and Financial 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, under public offerings addressed exclusively to qualified investors and/or to a restricted circle of investors referred to in Article L. 411-2 of the French Monetary and Financial Code, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, under the conditions and maximum limits determined by laws and regulations, with (i) 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, and/or (ii) the issuance of securities which are equity securities giving access to other equity securities or giving the right to the allotment of debt instruments, for valuable consideration or free of consideration, governed by Articles L. 228-91 et seq. of the French Commercial Code;
2. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, through one or several public offering(s) addressed exclusively to qualified investors and/or to a restricted circle of investors referred to in Article L. 411-2 of the French Monetary and Financial Code, in one or several times, in France or abroad, in the proportion and at the times it considers

appropriate, under the conditions and maximum limits determined by laws and regulations, with the issuance of shares and/or securities giving or capable of giving access to the share capital of the Company to issue after the issuance, by the companies in which the Company holds directly or indirectly more than half of the share capital or by any company that holds directly or indirectly more than half of the share capital, of securities giving or capable of giving access to the share capital of the Company; this decision shall automatically entails, to the benefits of the holders of the securities that may be issued by the above companies, an express waiver by shareholders of their preferential subscription rights in respect of the shares or securities giving or capable of giving access to the capital of the Company to which these securities entitle;

3. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, through one or several public offering(s) addressed exclusively to qualified investors and/or to a restricted circle of investors referred to in Article L. 411-2 of the French Monetary and Financial Code, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, under the conditions and maximum limits determined by laws and regulations, with the issuance of (i) securities giving or capable of giving access to the share capital of companies in which the Company holds directly or indirectly more than half of the share capital and/or (ii) securities giving or capable of giving access to the share capital of any company which directly or indirectly holds more than half of the Company's share capital, subject to the authorization by the competent body of the companies referred to in (i) and (ii) above;
4. sets the following limits to the amounts of the issuances that may be carried out pursuant to this delegation of authority:
  - a/ the nominal value 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) or the equivalent value of this amount as at the date of the issuance decision, not including the nominal value of the shares to be issued, if applicable, pursuant to the adjustments made, in order to protect the rights of the holders of securities giving access to the Company's share capital, in accordance with applicable law and regulations as well as contractual provisions;
  - b/ the nominal value of the debt instruments that may be issued pursuant to this delegation of authority shall not exceed a maximum amount of two billion euros (€ 2,000,000,000.00) or the equivalent value of this amount as at the date of the issuance decision, it being specified, that (i) this amount does not include any above-par reimbursement premium, if any were provided for and (ii) the nominal amount of debt instruments shall be deducted from the overall limit set in the paragraph 3.b/ of the eighteenth (18th) resolution submitted to this Shareholders' Meeting;
5. acknowledges that, pursuant to Article L. 225-136, 2° of the French Commercial Code, the issue of new shares shall be limited to 20% of the share capital per year;
6. decides that the subscription of the shares and securities of the Company above may be made either in cash or by way of set-off;
7. decides to waive the preferential subscription rights of the shareholders of the Company on shares and/or securities that may be issued pursuant to this delegation of authority;
8. acknowledges that this delegation of authority automatically entails, to the benefit of the holders of securities giving or capable of giving access to the capital of the Company 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;
9. acknowledges that, pursuant to Article L. 22-10-52 of the French Commercial Code:
  - the issue price of shares issued directly shall be at least equal to the minimum stipulated by the laws and regulations applicable on the date of the issuance decision,
  - the issue price of securities giving or capable of giving access to the share capital of the Company will be such that the sum received immediately by the Company, increased, if applicable, by that

likely to be subsequently received by it for each share issued as a result of the issuance of these securities, shall be at least equal to the minimum subscription price referred to in the preceding paragraph;

10. acknowledges that the Board of Directors shall report on the use made by it of such delegation of authority to the next ordinary shareholders' meeting in accordance with applicable laws and regulations;
11. 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:
  - decide the share capital increase and determine the nature of the shares and/or the securities to be issued;
  - decide the amount of the share capital increase, the issue price of the shares and/or securities 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 and/or securities to be issued; in addition, in the case of bonds or other debt instruments, determine whether or not they are subordinated and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code, set their interest rate (interest rate which may be fixed or variable, or zero-coupon or indexed), specify any circumstances of compulsory or optional suspension or cancellation of interest payments, stipulate their term (fixed or perpetual) and the possibility of a reduction or increase in their nominal value, and set the other terms of issuance, including the granting of guarantees or security interests, and of amortization, including the possibility of redemption by delivery of Company assets; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments as defined by the market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option rights), and amend, during the term of the shares and/or the securities in question, the above terms, in compliance with the applicable formalities;
  - determine the means of payment of the shares and/or of the securities giving or capable of giving access to the share capital of the Company to be issued immediately or in the future;
  - set, where necessary, the terms for the exercise of rights, such as rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets such as shares or securities already issued by the Company, attached to the shares and/or securities giving access to the share capital of the Company to be issued immediately or in the future and, in particular, the period, which may be retrospective, from which dividends will be payable on the new shares, as well as all other terms and conditions of the completion of the share capital increase(s);
  - set the terms under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange or off-market securities giving access to the share capital of the Company issued or to be issued immediately or in the future with the purpose of cancelling such securities or not, taking into account the applicable legal provisions;
  - 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.

12. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 29, 2022 in its nineteenth (19th) resolution.

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

## Twenty-first resolution

*(Delegation of authority to the Board of Directors to increase the number of shares and/or securities giving or capable of giving access to the share capital of the Company to be issued in case of share capital increase, with or without preferential subscription rights of the shareholders)*

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, in accordance with the provisions of Articles L. 225-135-1 and R. 225-118 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 decide, for each of the issuances made pursuant to the eighteenth (18th) and nineteenth (19th) resolutions, to increase the number of shares and/or securities giving or capable of giving access to the capital of the Company to be issued in case of share capital increase of the Company with or without preferential rights of shareholders at the same price as the price for the initial issuance and within the time and limits provided by law and regulations and market practices in the day of the issuance decision, and to this day for a period of thirty (30) calendar days from the closing of the subscription and within the limit of fifteen percent 15% of the initial issue, particularly in order to grant an over-allotment option, provided that the release of shares and/or other securities issued under this delegation of authority 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;
2. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 29, 2022 in its twentieth (20th) resolution.

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

## Twenty-second resolution

*(Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of 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, in accordance with the provisions of Articles L. 225-129 et seq., L. 225-147, L. 22-10-53 and L. 228-91 to L. 228-93 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 decide, in one or several times, in the proportion and at the times it considers appropriate, on the report of the contribution appraiser referred to in Article L. 225-147 of the French Commercial Code, the issuance of shares, excluding preference shares and / or securities of any kind whatsoever, excluding securities giving or capable of giving entitlement to preference shares, giving or capable of giving access to the share capital of the Company, whether new or existing shares, in consideration for contributions in kind granted to the Company and consisting of shares and/or securities giving or capable

of giving access to the capital when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;

2. decides that the nominal amount of any share capital increases that may be realized immediately or in the future under this delegation of authority may not exceed ten percent (10%) of the share capital of the Company at the moment of the capital increase;
3. decides that the securities giving or capable of giving access to the capital of the Company issued may consist of debt securities or be associated with the issuance of such securities or enable their issuance as intermediate securities, it is being specified, firstly, that the nominal amount of debt securities that may be issued pursuant this delegation of authority may not exceed the sum of two billion euros (€ 2,000,000,000.00) or the equivalent value of the amount on the date of the issuance decision, and, secondly, the nominal amount of debt securities shall be deducted from the overall limit set in paragraph 3.b/ of the eighteenth (18th) resolution of this Shareholders' Meeting;
4. decides to waive the preferential subscription rights of the shareholders of the Company on shares and/or securities giving or capable of giving access to the share capital of the Company that may be issued pursuant to this delegation to the holders of shares and/or securities, subject of the above contributions in kind;
5. notes that this delegation of authority automatically entails, to the benefit of the holders of securities giving or capable of giving access to the share capital of the Company and 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;
6. grants the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, with all powers to implement this delegation of authority and, in particular:
  - decide to increase the share capital of the Company in consideration of the above contributions in kind and determine the nature of the shares and/or securities to be issued;
  - set the list of shares and/or securities contributed, approve the valuation of contributions in kind, establish the terms for the issuance of shares and/or securities remunerating these contributions, and if necessary, the amount of the cash payment to be made, approve the granting of particular advantages, and reduce, if the contributors consent, the valuation of contributions in kind or the compensation of particular advantages;
  - determine the issuance procedures and characteristics of the securities remunerating contributions in kind and make all adjustments to take into account the impact of transactions on 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;
  - 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 twenty-first (21st) resolution.

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

Meeting.

## Twenty-third resolution

*(Delegation of authority granted to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted)*

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the Board of Directors' report and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-130, L. 22-10-49 and L. 22-10-50 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 with, in one or several times, in the proportion and at the times it considers appropriate, the increase of the share capital of the Company by the incorporation of share premiums, reserves, earnings or other amounts that may be converted into capital successively or simultaneously in accordance with applicable law and the articles of association, by freely allocating new shares and/or by increasing the nominal value of existing shares, or through a combination of the two procedures according to the terms that it will set;
2. resolves 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. 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:
  - determine the amount and nature of sums to be incorporated into the capital, set the number of new shares to be issued and/or the amount by which the nominal value of the existing shares is to be increased and decide the date, which may be retrospective, from which the new shares will be entitled for dividend or the increase in the nominal value of the existing shares will take effect;
  - decide, in the event of shares to be issued:
    - that fractional rights will not be negotiable and that the corresponding shares will be sold, the proceeds of such sale being allocated to the holders of the rights on terms specified in the law and regulations;
    - 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;
  - at its own discretion, charge, if any, the costs of capital increases against available reserves arising thereon and deduct from this amount 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.
4. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 29, 2022 in its twenty-second (22nd) resolution.

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

## Twenty-fourth 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 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, 2023 in its twenty-third (23<sup>rd</sup>) resolution.

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

## Twenty-fifth resolution

*(Delegation of authority granted to the Board of Directors to grant free new or existing shares to the benefit of employees or corporate officers, in the limit of 2% of the capital)*

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 Articles L. 225-197-1 et seq. and L. 22-10-59 of the French Commercial Code:

1. delegates its authority to proceed, to the benefit of the employees that it shall determine and/or the corporate officers of the Company or of any subsidiary company under the provision of Article L. 225-197-2 of the French Commercial Code it shall decide, with a granting of free new or existing shares;

decides that the granting of shares pursuant to this authorization shall not exceed a number of existing or new shares representing a percentage greater than 2% of the Company's share capital calculated on the attribution date, subject to any adjustments that may be made in accordance with the applicable laws and

regulations and, where applicable, to preserve the rights of holders of securities or other rights giving access to the capital;

2. decides that the granting of free shares to their beneficiaries shall be definitive after a period of vesting of one (1) year and that the period of retention of the shares by the beneficiaries is set to one (1) year;

however, in case of disability of the beneficiary meeting the conditions provided in Article L. 225-197-1 of the French Commercial Code, the definitive vesting of the shares shall occur before the end of the period of vesting. The shares shall be freely transferable from their delivery;

3. decides that the Board of Directors shall proceed with the granting of free shares and shall determine, in particular:
  - the identity of the beneficiaries and the number of shares allotted to each of them; and
  - the conditions and criteria of the granting of the shares that shall mandatorily apply to the employees and/or the corporate officers beneficiaries;
4. acknowledges that this delegation of authority automatically entails, to the benefit of the beneficiaries, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares that would be issued under this resolution;
5. grants any necessary power to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to implement this authorization, in the conditions set out above and within the limits provided by the law in force and, in particular, to determine, if necessary, the terms and conditions of the issuances that would be carried out under this authorization and the moment of the enjoyment of the new shares, to acknowledge the achievement of the capital increases, to amend the Bylaws subsequently, and, generally, to accomplish any necessary procedure for the issuance, the quotation and the financial service of the shares issued under the present resolution, and to accomplish any useful procedure under the law and regulations in force;

The Board of Directors shall give notice to the shareholders' meeting each year, in the legal and regulatory conditions, in particular pursuant to Article L. 225-197-4 of the French Commercial Code, of the transactions carried out under this resolution.

This delegation of authority is granted for a period of thirty-eight (38) months as from the date of this Shareholders' Meeting.

## Twenty-sixth 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 sixteenth (16th) 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 27, 2023 in its fourteenth (14th) resolution.

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

