

**NOTICE OF COMBINED ANNUAL GENERAL SHAREHOLDERS' MEETING OF**

**25 MARCH 2025**

**at 13:00 pm**

**at**

**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**

**Avis de réunion valant Avis de convocation**

**DRAFT RESOLUTIONS OF THE SHAREHOLDERS' MEETING  
OF MARCH 25, 2025**

**Agenda**

**Extraordinary Part**

1. Amendments to article 15.3 of the Company's articles of association;
2. Amendments to article 17.5 of the Company's articles of association;

**Ordinary Part**

3. Approval of the financial statements for the financial year ended on 31 December 2024 and discharge to all Directors;
4. Approval of the consolidated financial statements for the financial year ended on 31 December 2024;

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5. Allocation of the financial result for the financial year ended on 31 December 2024;
6. Approval of the remuneration policy and determination of the amount of the total maximum annual remuneration to be allocated to the Board of Directors for the 2025 financial year;
7. 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 2024 financial year;
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 for the 2024 financial year;
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 for the 2024 financial year;
10. Approval of the remuneration policy of the Chairman of the Board of Directors for the 2025 financial year;
11. Approval of the remuneration policy of the Chief Executive Officer for the 2025 financial year;
12. Renewal of the term of office of Mr. Joachim Kreuzburg as Director;
13. Renewal of the term of office of Mr. René Fáber as Director;
14. Renewal of the term of office of Mrs. Pascale Boissel as Director;
15. Renewal of the term of office of Mr. Lothar Kappich as Director;
16. Appointment of Mr. Christopher Nowers as Director;
17. Appointment of Mrs. Cécile Dussart as Director;
18. Authorization granted to the Board of Directors to enable the Company to trade in its own shares;

## **Extraordinary Part**

19. 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;
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 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;
21. 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;
22. Delegation of authority granted to the Board of Directors to issue shares without preferential subscription rights of the shareholders, to named beneficiaries;
23. 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;
24. 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;
25. 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;
26. 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;
27. 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 10% of the capital;
28. Delegation of authority granted to the Board of Directors to reduce the capital in accordance with Article L. 22-10-62 of the French Commercial Code.

# Resolution submitted to the Extraordinary Shareholders' Meeting

## First resolution

*(Amendments to article 15.3 of the Company's articles of association)*

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 15.3 of the Company's articles of association as follows:

Old version	New version
<p><b><u>"Article 15: Board of Directors</u></b></p> <p>(...)</p> <p><b>15.3</b> Directors have a term of office of three years.</p> <p><i>[Remainder of Article 15.3 unchanged]"</i></p>	<p><b><u>"Article 15: Board of Directors</u></b></p> <p>(...)</p> <p><b>15.3</b> Directors have a term of office of four years. Nevertheless, the Ordinary shareholders' Meeting may appoint or renew one or several directors to serve for a term of two, three or four years, so as to favor a staggered composition of the terms of the directors.</p> <p><i>[Remainder of Article 15.3 unchanged]."</i></p>

## Second resolution

*(Amendments to article 17.5 of the Company's articles of association)*

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 17.5 of the Company's articles of association as follows:

Old version	New version
<p><b><i>"Article 17: Meetings and decisions of the Board of Directors</i></b></p> <p>(...)</p> <p><b><i>17.5</i></b> The internal regulations established by the Board of Directors may provide that directors participating in 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. "</p>	<p><b><i>"Article 17: Meetings and decisions of the Board of Directors</i></b></p> <p>(...)</p> <p><b><i>17.5</i></b> 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. The internal regulations of the Board of Directors may provide that such possibility does not apply for the adoption of certain decisions."</p>

## Resolutions submitted to the Ordinary Shareholders' Meeting

### Third resolution

*(Approval of the Company's financial statements for the financial year ended on 31 December 2024 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 2024, the report of the Board of Directors and the report of the Statutory Auditors concerning these financial statements, approves the Company's financial statements for the financial year ended on 31 December 2024, which disclosed a net profit of €100,165,297 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.

## Fourth resolution

*(Approval of the consolidated financial statements for the financial year ended on 31 December 2024)*

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the consolidated accounts for the financial year ended on 31 December 2024, the report of the Board of Directors and the report of the Statutory Auditors concerning these consolidated accounts, approves the consolidated financial statements for the financial year ended on 31 December 2024, which disclosed a net profit of €178,491,000 as presented, and the transactions reflected in these financial statements or summarized in these reports.

## Fifth resolution

*(Allocation of the financial result for the financial year ended on 31 December 2024)*

The Shareholders' meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, decides to allocate as follows, the net profit for the financial year ended on 31 December 2024:

Net profit of the year 2024: €100,165,297

Previous retained earnings: €130,185,996

Distributable profit: €230,351,293

Legal reserve: €103,004

Total amount of dividends<sup>1</sup>: €67,136,877 (excluding treasury shares)

Balance resulting from disbursement: €163,111,412

1 The total amount of dividends of €67,136,877 was calculated on the basis of the number of shares (less the treasury shares) entitled to dividends as of December 31, 2024 (i.e. 97,299,822 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 2024.

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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, 2025.

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 2024. 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 and who do not hold their shares in a share savings plan (“*plan d’épargne en actions*”), 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 rules referred to above are likely to be affected by possible legislative changes that could have retroactive effects or apply to the year or financial year in progress on the date of the contemplated distribution.

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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:

Financial year	Total amount of dividends	Amount eligible for the 40% allowance	Amount not eligible for the 40% allowance	Dividend per share
Dec. 31, 2023	€67,147,197	€67,147,197	€0	€0.69
Dec. 31, 2022	€132,721,775	€132,721,775	€0	€1.44
Dec. 31, 2021	€116,142,805	€116,142,805	€0	€1.26

## Sixth resolution

*(Approval of the remuneration policy and determination of the amount of the total maximum annual remuneration to be allocated to the Board of Directors for the 2025 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 €640,000 to be distributed among the directors in respect of the financial year ending 31 December 2025 in accordance with the policy approved above.

## Seventh 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 2024 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 2024 financial year as described in the corporate governance report of the Board of Directors.

## **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 for the 2024 financial year)*

The Shareholders' Meeting, pursuant to Article L. 22-10-34 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, and after having considered the corporate governance report of the Board of Directors, approves the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. Joachim Kreuzburg, Chairman of the Board of Directors, for the 2024 financial year.

## **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 for the 2024 financial year)*

The Shareholders' Meeting, pursuant to Article L. 22-10-34 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, and after having considered the corporate governance report of the Board of Directors, approves the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. René Fáber, Chief Executive Officer, for the 2024 financial year.

## **Tenth resolution**

*(Approval of the remuneration policy of the Chairman of the Board of Directors for the 2025 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 2025 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 2025 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 2025 financial year, as described in the corporate governance report of the Board of Directors.

## Twelfth resolution

*(Renewal of the term of office of Mr. Joachim Kreuzburg 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 Mr. Joachim Kreuzburg as Director expires at the end of this Shareholders' Meeting, and
- decides, subject to the condition precedent of the adoption of the first (1<sup>st</sup>) resolution submitted to this Shareholders' Meeting, to renew his term of office for a period of two 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, or
- decides, in the absence of adoption of the first (1<sup>st</sup>) resolution submitted to this Shareholders' Meeting, to renew his term of office for a period of three years, i.e. until the end of the shareholders' meeting of 2028 convened to approve the financial statements for the financial year ended on 31 December 2027.

## Thirteenth resolution

*(Renewal of the term of office of Mr. René Fáber as Director)*

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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 Mr. René Fáber as Director expires at the end of this Shareholders' Meeting, and
- decides, subject to the condition precedent of the adoption of the first (1<sup>st</sup>) resolution submitted to this Shareholders' Meeting, to renew his term of office for a period of four years, i.e. until the end of the shareholders' meeting of 2029 convened to approve the financial statements for the financial year ended on 31 December 2028, or
- decides, in the absence of adoption of the first (1<sup>st</sup>) resolution submitted to this Shareholders' Meeting, to renew his term of office for a period of three years, i.e. until the end of the shareholders' meeting of 2028 convened to approve the financial statements for the financial year ended on 31 December 2027.

## Fourteenth resolution

*(Renewal of the term of office of Mrs. Pascale Boissel 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. Pascale Boissel as Director expires at the end of this Shareholders' Meeting, and
- decides, subject to the condition precedent of the adoption of the first (1<sup>st</sup>) resolution submitted to this Shareholders' Meeting, to renew her term of office for a period of four years, i.e. until the end of the shareholders' meeting of 2029 convened to approve the financial statements for the financial year ended on 31 December 2028, or
- decides, in the absence of adoption of the first (1<sup>st</sup>) resolution submitted to this Shareholders' Meeting, to renew her term of office for a period of three years, i.e. until the end of the shareholders' meeting of 2028 convened to approve the financial statements for the financial year ended on 31 December 2027.

## Fifteenth resolution

*(Renewal of the term of office of Mr. Lothar Kappich 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 Mr. Lothar Kappich as Director expires at the end of this Shareholders' Meeting, and
- decides, subject to the condition precedent of the adoption of the first (1<sup>st</sup>) resolution submitted to this Shareholders' Meeting, to renew his term of office for a period of four years, i.e. until the end of the shareholders' meeting of 2029 convened to approve the financial statements for the financial year ended on 31 December 2028, or
- decides, in the absence of adoption of the first (1<sup>st</sup>) resolution submitted to this Shareholders' Meeting, to renew his term of office for a period of three years, i.e. until the end of the shareholders' meeting of 2028 convened to approve the financial statements for the financial year ended on 31 December 2027.

## Sixteenth resolution

*(Appointment of Mr. Christopher Nowers 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, decides to appoint Mr. Christopher Nowers as director of the Company for a period of three years, i.e. until the end of the shareholders' meeting of 2028 convened to approve the financial statements of the financial year ended on 31 December 2027.

## Seventeenth resolution

*(Appointment of Mrs. Cécile Dussart 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, decides to appoint Mrs. Cécile Dussart as director of the Company for a period of three years, i.e. until the end of the shareholders' meeting of 2028 convened to approve the financial statements of the financial year ended on 31 December 2027.

## **Eighteenth 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-eighth (28th) resolution of this Shareholders' Meeting and subject to the adoption of the twenty-eighth (28th) 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

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context of stock option plans, free granting plans 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 25, 2026;
- maximum percentage: 0.10% of the share capital, i.e. 97.330 shares on the basis of 97.330.405 shares making up the share capital on 31 December 2024; it 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 2024, 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): €445, i.e. a maximum theoretical amount allocated to the share buyback program of €43,311,850 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 2024.

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 26, 2024 in its sixteenth (16th) resolution.

# Resolutions submitted to the Extraordinary Shareholders' Meeting

## Nineteenth 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

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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 in the twentieth (20<sup>th</sup>), twenty-first (21<sup>st</sup>) and twenty-fourth (24<sup>th</sup>) 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;

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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.

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12. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 26, 2024 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 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 twenty-first (21<sup>st</sup>) 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 twenty-first (21<sup>st</sup>) 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

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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 twenty-first (21<sup>st</sup>) 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 nineteenth (19<sup>th</sup>) 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

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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. delegates to the Board of Directors the power to set the issue price of the shares that may be issued under this delegation;
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

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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 of March 26, 2024 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 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;

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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 nineteenth (19<sup>th</sup>) 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 thirty percent (30%) 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. delegates to the Board of Directors the power to set the issue price of the shares that may be issued under this delegation;

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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;

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- 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 26, 2024 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 issue shares, without preferential subscription rights of the shareholders, to named beneficiaries)*

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

1. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, in one or several times, in the proportion and at the times it considers appropriate, with the issuance of shares, other than preference shares, without preferential subscription rights of the shareholders, to the following named beneficiaries:
  - (a) Unicorn-Biotech Holding GmbH, a limited liability company (*Gesellschaft mit beschränkter Haftung*), duly incorporated and validly existing under the laws of Austria, with its corporate seat in Vienna, Austria and its business address at Czerninplatz 4, A-1020 Vienna, Austria, registered with the

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commercial register of commercial court Vienna (*Handelsgericht Wien*) under registration number FN 492247 v ("Unicorn-Biotech");

- (b) META Ingenium, družba tveganega kapitala, d.o.o., a limited liability company, duly incorporated and validly existing under the laws of Slovenia, with its corporate seat in Ljubljana, Slovenia and its business address at Trdinova ulica 9, 1000 Ljubljana, Slovenia, registered with the Slovenian court/commercial register under no. 3719669000 ("META Ingenium"); and/or
  - (c) any person affiliated with Unicorn-Biotech and/or META Ingenium (a person or entity that directly or indirectly controls, is controlled by, or is under common control with, another person or entity, within the meaning of Article L. 233-3 of the French Commercial Code);
2. decides that the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount one hundred sixty-three thousand and four hundred sixty-four euros and forty cents (€163,464.40);
  3. decides to waive the preferential subscription rights of the shareholders of the Company on shares that may be issued pursuant to this delegation of authority;
  4. decides that the subscription of the shares above may be made either in cash or by way of set-off against certain, due and payable receivables (*compensation de créances certaines, liquides et exigibles*) held upon the Company;
  5. decides that, pursuant to Article L. 225-138 II of the French Commercial Code, the issue price of shares issued pursuant to this delegation of authority shall be at least equal to the volume weighted average of the prices of the Company share over the last three trading days on the Euronext Paris regulated market preceding the issuance of the shares issued pursuant to this delegation of authority;
  6. grants the Board of Directors any necessary powers, with the right to sub-delegate in accordance with applicable law and regulations, to implement this delegation of authority and, in particular to:
    - decide the share capital increase;
    - decide the amount of the share capital increase, the issue price of the shares to be issued and, if applicable, the amount of the issue premium;
    - determine the dates, terms and conditions of the capital increase or increases, the characteristics of the shares to be issued;
    - determine the means of payment of the shares to be issued;
    - determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving or capable of giving access to shares may be temporarily suspended;
    - at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;

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- determine and make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;
- duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

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

## Twenty-third 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 nineteenth (19<sup>th</sup>) and twentieth (20<sup>th</sup>) 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 26, 2024 in its 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-fourth 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 twenty percent (20%) 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 nineteenth (19<sup>th</sup>) 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

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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 26, 2024, in 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-fifth 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

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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 26, 2024 in its twenty-third (23rd) resolution.

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

## Twenty-sixth 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

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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 26, 2024 in its twenty-fourth (24th) resolution.

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

## Twenty-seventh 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 10% 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., L. 22-10-59 and L. 22-10-60 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 affiliated 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 10% 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

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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;

6. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 26, 2024 in its twenty-fifth (25th) resolution.

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-eighth 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 eighteenth (18th) 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 26, 2024 in its twenty-sixth (26th) resolution.

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

## **A) Procedures to be followed for participation in the shareholders' meeting**

The General Meeting is composed of all shareholders, regardless of the number of shares they own.

Shareholders wishing to take part in the General Meeting, to be represented at the meeting or to vote remotely must provide proof of ownership of their shares by midnight (Paris time) on the second business day preceding the General Meeting (i.e. midnight (Paris time) on March 21, 2025, by registration of their shares either in the accounts of registered shares maintained by the Company (or its agent), or in the bearer share accounts held by the authorized intermediary pursuant to Article R. 22-10-28 of the French Commercial Code.

## **B) Ways to participate at the shareholders meeting**

### ***1. Shareholders wishing to personally attend the Shareholders' Meeting:***

#### **- For Holders of registered shares:**

- On the day of the General Meeting, go directly to the desk specially set aside for this purpose with an identity card.
- Request for an admission card
- By mail

Request of an admission card to Uptevia, Service Assemblées générales – 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex- France

- By online means :
  - For direct registered shareholders: they will be able to access the voting site via their Shareholders' Area at <https://www.investors.uptevia.com/>  
Registered direct shareholders should log in to their Shareholder Area using their usual access codes. Once they have logged in to their Shareholder Area, they should follow the on-screen instructions to access the VOTACCESS site and request their admission card.
  - For holders of administered registered shares and/or employee shares: they will be able to access the voting site via the VoteAG website <https://www.voteag.com/>: ils pourront accéder au site de vote via le site VoteAG at <https://www.voteag.com/> :  
Registered administrated shareholders and/or employee shareholders must log on to VoteAG using the temporary codes sent on the Single Voting Form or on the electronic invitation. Once on the site's home page, they should follow the on-screen instructions to access the VOTACCESS site and request an admission card.

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**- For holders of bearer shares**

- Request an admission card from the authorized intermediary who manages shareholder's securities account.
- If the intermediary maintaining shareholders securities account is connected to VOTACCESS, shareholders may request an admission card electronically, in accordance with the following procedure:

To log on to such intermediary's website using your usual logon identifiers, click on the icon appearing on the line for your Sartorius Stedim Biotech SA shares and follow the instructions appearing on the screen to access VOTACCESS and request an admission card.

***2. Shareholders unable to attend the Shareholders' Meeting may cast his vote by mail or by giving a proxy to the Chairman of the Shareholders' Meeting or to any other person can proceed as follows:***

**- For holders of administrated or registered shares**

- By returning the voting/proxy form attached to the Notice of Meeting to Uptevia, Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex.  
Proxy appointments or revocations sent by paper mail must be received no later than 3 calendar days before the Shareholders' Meeting, i.e., March 22, 2025.
- Shareholders may also vote or appoint or revoke a proxy online before the Shareholders' Meeting, through the VOTACCESS service as follows:
  - for direct registered shareholders: they will be able to access the voting site via their Shareholders' Area at <https://www.investors.uptevia.com/> :  
Registered shareholders should log in to their Shareholder Area using their usual access codes. Once they have logged in to their Shareholder Area, they should follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.
  - for holders of administrated registered shares: they will be able to access the voting site via the VoteAG website <https://www.voteag.com/>:  
Holders of administrative registered shares will need to log on to VoteAG using the temporary codes sent on the Single Voting Form or on the electronic invitation. Once on the site's home page, they should follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.

**- For holders of bearer shares:**

- Request the voting/proxy form available to your authorized intermediary who manages your shares as from the date of the convening notice of the shareholders meeting. All completed forms, together with the certificate of participation obtained from the authorized intermediary who manages your shares, should be sent to Uptevia, Service Assemblées générales –Assemblées Générales – 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex.

In order to be taking into account, postal voting forms must be received by Uptevia, mandated by Sartorius Stedim Biotech SA for this purpose, no later than 3 days prior to the shareholders meeting, on March 22, 2025.

- If the intermediary holding your securities account is connected to VOTACCESS, you should connect to such intermediary's website using your usual logon identifiers then click on the icon appearing on the line for your Sartorius Stedim Biotech SA shares and follow the instructions appearing on the screen to access the VOTACCESS service and vote, or appoint or revoke a proxy.

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- If the intermediary holding your securities account is not connected to VOTACCESS, the notification of the appointment or revocation of a proxy can still be made electronically, in accordance with Article R. 225-79 of the French Commercial Code, as follows:

→ Shareholders must send an e-mail to: [ct-mandataires-assemblees@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com)

- The e-mail must contain the following information: the name of the company concerned, the date of the Shareholders' Meeting, last name, first name, address and bank account details of the person granting the proxy and the first name, last name, and if possible, the address of the proxy.
- Shareholders must ask his financial intermediary managing his securities account to send a written confirmation of such request to Uptevia, Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex
- Only notifications of appointment or revocation of proxies may be sent to the above-mentioned email address and any requests or notifications made to this address for another purpose will not be taken into consideration or processed.
- In order for appointments or revocations of proxies to be validly considered, the confirmation must be received by Uptevia the day before the shareholders meeting, by 3 p.m. (Paris time) on March 24, 2025 at the latest. No proxies request will be accepted on the day of the General Meeting.

The VOTACCESS service will be open beginning on March 5, 2025.

The opportunity to vote online before the Shareholders' Meeting will end on March 24, 2025, at 3pm (Paris time).

However, to prevent overloading of the VOTACCESS service, it is recommended that shareholders not wait until the day before the Shareholders' Meeting to vote.

## **C) Request for registration of draft resolutions or items by shareholders and written questions**

1. Requests for the inclusion of items or draft resolutions on the agenda by shareholders who meet the conditions stipulated in Article R.225-71 of the French Commercial Code must be received at the company's registered office by registered letter with return receipt at the at the company's registered office at the following address: Sartorius Stedim Biotech SA-Legal Affairs – URGENT- Legal affairs Manager, Z.I les Paluds, avenue de Jouques, 13400 Aubagne, France, or by email at the following address: ASM.SSB@sartorius.com no later than the 25th day (calendar days) prior to the meeting, so to speak, February 28, 2025, in accordance with Article R.225-73-II of the French Commercial Code. Requests must be accompanied by a certificate of account registration.

Each request must be accompanied, as the case may be, by the text of the proposed resolutions, which may be accompanied by a brief explanatory statement. In addition, the consideration by the general meeting of draft resolutions and items submitted by shareholders is subject to the maintenance of the registration of the authors' shares in the account at midnight, Paris time, on the second business day preceding the general meeting, i.e. on March 21, 2025.

2. Pursuant to Article R. 225-84 of the French commercial code, each shareholder may submit written questions of his choice to the Board of Directors, which will address during the meeting. Questions should be sent by registered mail with return receipt to Sartorius Stedim Biotech SA – URGENT - Legal Affairs, Legal Affairs Manager, Z.I les Paluds, avenue de Jouques, 13400 Aubagne, France, or by e-mail to ASM.SSB@sartorius.com

This must be done no later than the fourth business day prior to the date of the General Meeting, so at the latest sent by March 19, 2025.

## **D) Information and documents made available to shareholders**

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All information and documents relating to the Shareholders' Meeting and mentioned in Article R. 22-10-23 of the French Commercial Code is made available the Shareholders' Meeting on the Company's website : <https://www.sartorius.com/ssb-shareholders-meeting>, at least 21 days prior to the date of the Shareholders' Meeting, on the March 4, 2025.

## **E) Audiovisual webcast**

In accordance with Article R22-10-29-1 of the French Commercial Code, a live audio-visual webcast of the entire Meeting will be available at the following link: <https://www.sartorius.com/ssb-shareholders-meeting>.

A recording of the Meeting will be available for consultation on the Company's website no later than seven (7) working days after the date of the Meeting and for at least two years from the date it goes online.