

**EXOSSENS**

Public Limited Company with a Board of Directors

Share capital: €21,582,584.60

Registered office: Domaine de Pelus – Axis Business Park

Building 5 E – 18 Avenue de Pythagore

33700 Mérignac

Bordeaux Trade and Companies Register: 895 395 101

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**ANNUAL GENERAL MEETING**

**23 MAY 2025**

**TEXT OF RESOLUTIONS**

Within the competence of the Ordinary General Meeting

**First resolution - Approval of the annual financial statements as of 31 December 2024**

The General Meeting, acting under the quorum and majority conditions applicable to Ordinary General Meetings, having reviewed the annual financial statements and the reports of the Board of Directors and the Statutory Auditors, approves the financial statements for the year ended 31 December 2024 as presented, as well as the transactions reflected in these statements or summarised in these reports, resulting in a net loss of seven million seven hundred and twenty-eight thousand five hundred and forty euros and fourteen cents (€7,728,540.14).

In accordance with Article 223 quater of the French General Tax Code, the General Meeting approves the amount of expenses excluded from deductible charges for corporate income tax purposes under Article 39,4 of the French General Tax Code, amounting to €42,855 for excess vehicle lease expenses that are not tax-deductible. No tax charge is incurred in respect of these non-deductible expenses and charges.

**Second resolution - Approval of the consolidated financial statements as of 31 December 2024**

The General Meeting, acting under the quorum and majority conditions applicable to Ordinary General Meetings, having reviewed the consolidated financial statements and the reports of the Board of Directors and the Statutory Auditors, approves the consolidated financial statements for the year ended 31 December 2024 as presented, as well as the transactions reflected in these statements or summarised in these reports, resulting in a profit of thirty million six hundred and seventy-nine thousand eight hundred and seventy-eight euros (€30,679,878).

**Third resolution - Allocation of the result for the year ended 31 December 2024**

The General Meeting, acting under the quorum and majority conditions applicable to Ordinary General Meetings, decides to allocate the net loss of seven million seven hundred and twenty-eight thousand five hundred and forty euros and fourteen cents (€-7,728,540.14) for the year ended 31 December 2024 in full to the retained earnings account. The retained earnings account will therefore be reduced from €15,356,366.95 to €7,627,826.81.

The General Meeting, noting a distributable net income of €7,627,826.81, proposes to distribute an ordinary cash dividend of €0.10 per share, to be taken from the retained earnings account.

The total amount of the proposed distribution, based on the 50,782,552 ordinary shares making up the share capital, amounts to €5,078,255.20.

After distribution, the retained earnings account will amount to €2,549,571.61.

It is recalled that for individuals fiscally domiciled in France, this dividend is subject to the single flat tax at a rate of 30%, unless they opt for taxation of this income at the progressive income tax rate. In the latter case, the entire amount thus distributed will be eligible for the 40% allowance provided for in Article 158 3-2° of the French General Tax Code.

The dividend detachment date is set for 28 May 2025, and this dividend will be paid as of 30 May 2025.

Furthermore, the General Meeting notes, in accordance with the provisions of Article 243 bis of the French General Tax Code, that no dividend has been distributed during the two preceding financial years.

**Fourth resolution - Approval of an underwriting agreement concluded during the year ended 31 December 2024, in accordance with Articles L. 225-38 et seq. of the French Commercial Code**

The General Meeting, acting under the quorum and majority conditions applicable to Ordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, approves the agreement authorised by the Board of Directors during the year ended 31 December 2024, as well as the information relating to this agreement as set out in the said report of the Statutory Auditors.

**Fifth resolution - Appointment of a new director**

The General Meeting, acting under the quorum and majority conditions applicable to Ordinary General Meetings and having reviewed the report of the Board of Directors, decides to appoint Bpifrance Investissement as a director for a term of four years, i.e. until the end of the General Meeting called to approve the financial statements for the year ending in 2028.

**Sixth resolution - Approval of the remuneration policy for directors for the 2025 financial year**

The General Meeting, acting under the quorum and majority conditions applicable to Ordinary General Meetings, having reviewed the report of the Board of Directors on corporate governance, which includes, in particular, the remuneration policy for directors established in accordance with Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy applicable to directors (including its Chairman) for the 2025 financial year, as presented in Section 3.3.1.3 of the Company's 2024 Universal Registration Document (in which the said report of the Board of Directors is included).

**Seventh resolution - Approval of the remuneration policy applicable to Mr Jérôme CERISIER, Chief Executive Officer, for the 2025 financial year**

The General Meeting, acting under the quorum and majority conditions applicable to Ordinary General Meetings, having reviewed the report of the Board of Directors on corporate governance, which includes, in particular, the remuneration policy for corporate officers established in accordance with Article L. 22-10-8 of the French Commercial Code, approves the amendment of the remuneration policy applicable to Mr Jérôme CERISIER, Chief Executive Officer, for the 2025 financial year, as presented in Section 3.3.1.4 of the Company's 2024 Universal Registration Document (in which the said report of the Board of Directors is included).

**Eighth resolution - Approval of the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid or awarded during the year ended 31 December 2024 to Mr Jérôme CERISIER, Chief Executive Officer of the Company**

The General Meeting, acting under the quorum and majority conditions applicable to Ordinary General Meetings and in accordance with Article L. 22-10-34 of the French Commercial Code, having reviewed the report of the Board of Directors on corporate governance, which includes, in particular, the items referred to in Article L. 22-10-9 of the French Commercial Code, approves the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid or awarded during the year ended 31 December 2024 to Mr Jérôme CERISIER, Chief Executive Officer, as presented in Section 3.3.2.3 of the Company's 2024 Universal Registration Document (in which the said report of the Board of Directors is included).

**Ninth resolution - Approval of the information referred to in Article L. 22-10-9, I of the French Commercial Code, in accordance with Article L. 22-10-34, I of the French Commercial Code**

The General Meeting, acting under the quorum and majority conditions applicable to Ordinary General Meetings, having reviewed the report of the Board of Directors on corporate governance (included in the Company's 2024 Universal Registration Document) which includes, in particular, the information referred to in Article L. 22-10-9, I, of the French Commercial Code, approves the said information as presented in Section 3.3.5 of the Company's 2024 Universal Registration Document.

**Tenth resolution - Authorisation and powers granted to the Board of Directors to enable the Company to deal in its own shares**

The General Meeting, acting under the quorum and majority conditions applicable to Ordinary General Meetings, having reviewed the report of the Board of Directors, grants, for a period of eighteen (18) months from this General Meeting, the authorisation to the Board of Directors to deal in the Company's shares, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code, Articles 241-1 et seq. of the General Regulation of the French Financial Markets Authority, Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("Market Abuse Regulation") and Commission Delegated Regulation (EU) No 2016/1052 of 8 March 2016 supplementing the Market Abuse Regulation, with the possibility of sub-delegation under the conditions set by law.

The purchase of shares, as well as their sale or transfer, may be carried out, in one or more transactions, at any time except during the period beginning upon the filing by a third party of a public offer for the Company's securities and ending upon the close of the offer period, within the limits and under

the conditions defined by the applicable legislative and regulatory provisions, and by any means, in particular through market or off-market transactions, including block trades, with the exception of the use of derivative products. The maximum proportion of the share buyback programme that may be carried out through the acquisition or disposal of blocks of securities may reach the total amount of the authorised share buyback programme.

The Company may:

- acquire its own shares up to a limit of ten per cent (10%) of the shares making up the share capital at the date of the purchase, as adjusted for any subsequent transactions affecting the share capital, and after deducting the shares held by the Company, at a price per share not exceeding eighty euros (€80). However, the maximum number of own shares that may be purchased will be limited to five per cent (5%) of the total number of shares making up the share capital if the shares are acquired by the Company for the purpose of holding them and subsequently delivering them as consideration or in exchange in connection with a merger, demerger or contribution; furthermore, when the shares are purchased to provide liquidity under the conditions defined by the General Regulation of the French Financial Markets Authority, the number of shares to be taken into account for the calculation of the ten per cent (10%) limit will correspond to the number of shares purchased, less the number of shares resold during the term of the authorisation;
- sell, transfer or dispose of, by any means, all or part of the shares thus acquired;
- allocate, cover and honour any share option plan, free share allocation plan or any other form of allocation for the benefit of the Company's employees and/or corporate officers and the employees and/or corporate officers of affiliated companies under the conditions defined by the applicable legislative and regulatory provisions;
- or cancel the said shares by means of a capital reduction, subject to the adoption of the 11th resolution, and within the limit of ten per cent (10%) of the Company's capital per twenty-four (24) month period.

In the event of a capital increase through the incorporation of reserves and the allocation of free shares, or of a share split or consolidation, the prices indicated above will be adjusted by a multiplier equal to the ratio between the number of shares making up the capital before the transaction and this number after the transaction.

The General Meeting decides that these share purchases may be made for any purpose permitted by law or which may be permitted by law, and in particular for the purpose of:

- ensuring the liquidity of the share or supporting the share price under a liquidity contract in accordance with the accepted market practice established by the French Financial Markets Authority in its decision No 2021-01 of 22 June 2021 and entered into with an investment service provider acting independently;
- holding the shares acquired and delivering them subsequently as consideration or in exchange in connection with potential external growth transactions, mergers, demergers or contributions;
- fulfilling obligations, and in particular delivering shares upon the exercise of rights attached to securities giving access, by any means, immediately or at a later date, to the Company's shares, as well as carrying out any hedging transactions in connection with the Company's obligations relating to these securities, under the conditions provided for by the market authorities and at such times as the Board of Directors or the person acting on behalf of the Board of Directors may decide;

- cancelling all or part of the shares acquired, subject to the adoption by the Extraordinary General Meeting of the 11th resolution authorising the Board of Directors to reduce the share capital by cancelling the shares held by the Company;

- covering share option plans reserved for employees or other share allocations made under the conditions provided for in Articles L. 3332-1 et seq. and R. 3332-4 of the French Labour Code, or allocating shares of the Company to the Company's employees and/or corporate officers or the employees and/or corporate officers of affiliated companies, or allocating shares under an employee share ownership plan.

The maximum amount of the funds allocated to this programme is set at forty million euros (€40,000,000).

The General Meeting grants the Board of Directors all powers, with the possibility of sub-delegation under the conditions set by law, to place all orders, enter into all agreements, carry out all formalities and make all declarations to all bodies and, generally, do whatever is necessary.

This delegation replaces and renders null and void, as of this day, for the unused portion and the unexpired period, any prior delegation having the same purpose, in particular the 8th resolution of the Annual General Meeting of 31 May 2024.

### Within the competence of the Extraordinary General Meeting

#### **Eleventh resolution - Authorisation granted to the Board of Directors to reduce the Company's share capital by cancelling the shares held by the Company**

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

1. authorises the Board of Directors, with the possibility of sub-delegation under the legislative and regulatory conditions, to:

- i. cancel, on its own decision, in one or more transactions, within the limit of 10% of the existing share capital at the date of the cancellation (i.e. adjusted for transactions affecting the share capital since the adoption of this resolution), per twenty-four (24) month period, all or part of the shares acquired by the Company under a share buyback programme authorised by the shareholders;

- ii. reduce the share capital accordingly and allocate the difference between the purchase price of the cancelled shares and their par value to the available reserves and premiums of its choice, including the legal reserve within the limit of 10% of the capital reduction carried out.

2. grants the Board of Directors all powers, with the possibility of sub-delegation under the legislative and regulatory conditions, to determine the final amount of the capital reductions within the limits provided for by law and this resolution, to set the terms thereof, to record their completion, to carry out all acts, formalities or declarations in order to finalise the capital reductions that may be carried out under this authorisation and to amend the Articles of Association accordingly;

3. decides that this authorisation, which cancels and replaces that granted by the ninth resolution of the General Meeting of 31 May 2024, is granted for a period of twenty-four (24) months from this General Meeting.

**Twelfth resolution - Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits or premiums or any other sum whose capitalisation is permitted**

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors and in accordance with the provisions of the French Commercial Code and in particular its Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50:

1. delegates to the Board of Directors, with the possibility of sub-delegation under the legislative and regulatory conditions, its authority to increase, in one or more transactions, in the proportions and at the times that it determines, the Company's share capital through the incorporation of reserves, profits or issue premiums, merger or contribution premiums, or any other sum whose capitalisation is legally and statutorily permitted, by issuing new shares or by increasing the par value of the existing shares or a combination of these two methods of implementation under the conditions that it determines;
2. decides that the par value of the capital increases that may be decided by the Board of Directors and carried out, immediately and/or at a later date, under this delegation may not exceed a maximum amount of four million three hundred and ten thousand euros (€4,310,000), this ceiling being independent of that provided for in paragraph 2 of the thirteenth resolution below. This ceiling will be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital;
3. specifies that, in the event of a capital increase resulting in the free allocation of new shares, the Board of Directors may decide that the fractional rights will not be negotiable and that the corresponding shares will be sold, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, with the proceeds from the sale being allocated to the holders of the rights within the time limits provided for by the regulations;
4. decides that the Board of Directors will have all powers, with the possibility of sub-delegation under the legislative and regulatory conditions, to implement this delegation, and in particular:
  - i. determine the terms and conditions of the authorised transactions and in particular set the amount and nature of the reserves, profits, premiums or other sums to be incorporated into the capital, set the number of new shares to be issued and/or the amount by which the par value of the shares making up the share capital will be increased, set the date, which may be retroactive, from which the new shares will bear dividends or the date on which the increase in par value will take effect and, where applicable, make all allocations to the issue premium(s) and in particular allocate the costs incurred by the issuance of the shares and, if it deems it appropriate, deduct from the amount of the capital increase the sums necessary to bring the legal reserve to one-tenth of the new share capital;
  - ii. take all measures intended to protect the rights of the holders of securities or other rights giving access to the capital, existing on the day of the capital increase;
  - iii. record the completion of the capital increase, take all useful measures and enter into all agreements in order to ensure the successful completion of the envisaged transaction(s) and, generally, do whatever is necessary to finalise the capital increase(s) that may be carried out under this delegation as well as to amend the Company's Articles of Association accordingly;
  - iv. take all measures and formalities required for the admission to trading on the regulated market of Euronext Paris of the securities created;

5. decides that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of authority from the filing by a third party of a public offer for the Company's securities and until the end of the offer period;

6. decides that this delegation, which cancels and replaces that granted by the tenth resolution of the General Meeting of 31 May 2024, is granted for a period of twenty-six (26) months from this General Meeting.

**Thirteenth resolution - Delegation of authority to the Board of Directors to increase the share capital through the issuance, with maintenance of the preferential subscription right, of shares and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued**

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code and in particular its Articles L. 225-129 et seq., L. 22-10-49, L. 225-132, L. 225-133 and L. 228-91 et seq.:

1. delegates to the Board of Directors, with the possibility of sub-delegation under the legislative and regulatory conditions, the authority to decide to proceed, in one or more transactions, in the proportions and at the times that it determines, both in France and abroad, in euros or currencies, with the issuance, with maintenance of the preferential subscription right, of shares of the Company and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued, which may be subscribed for either in cash, or by set-off with certain, liquid and payable debts, or, in whole or in part, by incorporation of reserves, profits or premiums;

2. decides that the total par value of the capital increases that may be carried out immediately and/or at a later date under this delegation may not exceed a maximum amount of ten million seven hundred and ninety thousand euros (€10,790,000) or the equivalent in any other currency, it being specified that the par value of the capital increases carried out under this resolution as well as the fourteenth to twenty-third resolutions submitted to this General Meeting will be deducted from this ceiling. This ceiling will be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital;

3. decides that the securities giving access to the Company's capital thus issued may consist of debt securities or be associated with the issuance of such securities, or even allow for their issuance, as intermediate securities. The maximum total par value of the debt securities issuances that may be carried out on the basis of this delegation may not exceed five hundred million euros (€500,000,000) or its equivalent in currencies, it being specified that the par value of the debt securities issuances carried out under this resolution as well as the fourteenth to eighteenth resolutions submitted to this General Meeting will be deducted from this ceiling;

4. decides that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of authority from the filing by a third party of a public offer for the Company's securities and until the end of the offer period;

5. takes note that this delegation entails the waiver by the shareholders of their preferential subscription right to the Company's capital securities to which the securities that may be issued on the basis of this delegation may give right immediately or at a later date;



6. decides that the shareholders may exercise, under the conditions provided for by law, their preferential subscription right to the capital securities and/or the securities whose issuance will be decided by the Board of Directors under this delegation of authority. The Board of Directors will have the option of granting the shareholders the right to subscribe, on a reducible basis, for a number of securities greater than that which they could subscribe for on an irreducible basis, in proportion to the subscription rights that they hold and, in any event within the limit of their requests;

If the subscriptions on an irreducible basis, and, where applicable, on a reducible basis do not absorb the total amount of the capital securities and/or the securities issued, the Board of Directors will have the option, in the order that it determines, either to limit, in accordance with the law, the issuance in question to the amount of the subscriptions received, subject to the condition that this amount reaches at least three-quarters of the issuance initially decided, or to freely allocate all or part of the unsubscribed securities between the persons of its choice, or to offer in the same way to the public, on the French or international market, all or part of the unsubscribed securities, the Board of Directors being able to use all of the above-mentioned options or only some of them;

7. further specifies that the Board of Directors, with the possibility of sub-delegation under the legislative and regulatory conditions, may in particular:

i. decide and set the characteristics of the share issuances and the securities to be issued and, in particular, their issue price (with or without issue premium), the terms of their subscription and payment and their dividend entitlement date (which may be retroactive);

ii. in the event of the issuance of share subscription warrants, set their number and characteristics and decide, if it deems it appropriate, under the conditions and in accordance with the methods that it sets, that the warrants may be redeemed or repurchased, or even that they will be allocated free of charge to the shareholders in proportion to their rights in the share capital;

iii. more generally, set the characteristics of all securities and, in particular, the conditions and terms of the allocation of shares, the term of the loans that may be issued in bond form, their subordinated or non-subordinated nature, the currency of issuance, the terms of repayment of the principal, with or without premium, the terms and conditions of amortisation and, where applicable, of early purchase, exchange or redemption, the interest rates, fixed or variable, and the payment date; the remuneration may include a variable portion calculated by reference to elements relating to the Company's activity and results and a deferred payment in the absence of distributable profits;

iv. decide to use the shares acquired under a share buyback programme authorised by the shareholders to allocate them in connection with the issuance of the securities issued on the basis of this delegation;

v. take all measures intended to preserve the rights of the holders of the securities issued or other rights giving access to the Company's capital required by the legislative and regulatory provisions and the applicable contractual stipulations;

vi. suspend, where applicable, the exercise of the rights attached to these securities for a fixed period in accordance with the legislative and regulatory provisions and the applicable contractual stipulations;

vii. record the completion of all capital increases and securities issuances, amend the Articles of Association accordingly, allocate the issuance costs to the premiums and, if it deems it appropriate, deduct from the amount of the capital increases the sums necessary to bring the legal reserve to one-tenth of the new share capital;

viii. take all measures and formalities required for the admission to trading on a regulated market of the securities created;



8. decides that this delegation, which cancels and replaces that granted by the sixteenth resolution of the General Meeting of 31 May 2024, is granted for a period of twenty-six (26) months from this General Meeting.

**Fourteenth resolution - Delegation of authority to the Board of Directors to increase the share capital through the issuance, with waiver of the preferential subscription right, of shares and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued with a mandatory priority period, in the context of public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code**

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code and in particular its Articles L. 225-129 et seq., L. 225-135, L. 22-10-51, L. 225-136, L. 22-10-52, L. 22-10-54 and L. 228-92:

1. delegates to the Board of Directors, with the possibility of sub-delegation under the legislative and regulatory conditions, the authority to decide to proceed by means of public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, in one or more transactions, in the proportions and at the times that it determines, both in France and abroad, in euros or currencies, with the issuance, with waiver of the preferential subscription right, of shares of the Company and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued, which may be subscribed for either in cash, or by set-off with certain, liquid and payable debts;

2. decides that the total par value of the capital increases that may be carried out immediately and/or at a later date under this delegation may not exceed a maximum amount of four million three hundred and ten thousand euros (€4,310,000) or the equivalent in any other currency, it being specified that the par value of any capital increase carried out under this delegation will be deducted from the total par value ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the thirteenth resolution of this General Meeting;

These ceilings will be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital;

3. decides that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of authority from the filing by a third party of a public offer for the Company's securities and until the end of the offer period;

4. decides to waive the preferential subscription right of the shareholders to the shares and other securities to be issued under this resolution;

5. decides to grant the shareholders a priority subscription period, not giving rise to the creation of negotiable rights, exercisable in proportion to the number of shares held by each shareholder and, where applicable, on a reducible basis, and delegates to the Board of Directors, with the possibility of sub-delegation, the power to set the duration and terms thereof in accordance with the legal and regulatory provisions;

6. decides that the securities giving access to the Company's capital thus issued may consist of debt securities or be associated with the issuance of such securities, or even allow for their issuance, as

intermediate securities. The maximum total par value of the debt securities issuances that may be carried out immediately or at a later date on the basis of this delegation may not exceed five hundred million euros (€500,000,000) or its equivalent in currencies, it being specified that this amount will be deducted from the total par value ceiling for debt securities issuances provided for in paragraph 3 of the thirteenth resolution;

7. takes note that this delegation entails the waiver by the shareholders of their preferential subscription right to the Company's capital securities to which the securities that may be issued on the basis of this delegation may give right immediately or at a later date;

8. decides that if the subscriptions do not absorb the total amount of the capital securities and/or the securities issued, the Board of Directors will have the option, in the order that it determines, either to limit the issuance to the amount of the subscriptions received subject to the condition that this amount reaches at least three-quarters of the issuance that will have been decided, or to freely allocate all or part of the unsubscribed securities between the persons of its choice, or to offer them in the same way to the public, the Board of Directors being able to use all of the above-mentioned options or only some of them;

9. further specifies that the Board of Directors, with the possibility of sub-delegation under the legislative and regulatory conditions, may in particular:

i. decide and set the characteristics of the share issuances and the securities to be issued and, in particular, their issue price (with or without issue premium), the terms of their subscription and payment and their dividend entitlement date;

ii. in the event of the issuance of share subscription warrants, set their number and characteristics and decide, if it deems it appropriate, under the conditions and in accordance with the methods that it sets, that the warrants may be redeemed or repurchased, or even that they will be allocated free of charge to the shareholders in proportion to their rights in the share capital;

iii. more generally, set the characteristics of all securities and, in particular, the conditions and terms of the allocation of shares, the term of the loans that may be issued in bond form, their subordinated or non-subordinated nature, the currency of issuance, the terms of repayment of the principal, with or without premium, the terms and conditions of amortisation and, where applicable, of early purchase, exchange or redemption, the interest rates, fixed or variable, and the payment date; the remuneration may include a variable portion calculated by reference to elements relating to the Company's activity and results and a deferred payment in the absence of distributable profits;

iv. set the issue price of the shares or securities that may be created under the preceding paragraphs such that the Company receives for each share created or allocated independently of any remuneration, whatever its form, interest, issue or redemption premium, etc., a sum at least equal, at the choice of the Board of Directors, (i) to the weighted average of the Company's share prices over the three last trading sessions on the regulated market of Euronext Paris preceding the start of the public offer within the meaning of Regulation (EU) No 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10% or (ii) to the volume-weighted average price of the Company's share on the regulated market of Euronext Paris on the day preceding the date on which the issue price is set or the volume-weighted average price of the Company's share on the regulated market of Euronext Paris, weighted by the volumes recorded during the session at the time when the issue price is set, in both cases possibly reduced by a maximum discount of 10%;

v. decide to use the shares acquired under a share buyback programme authorised by the shareholders to allocate them in connection with the issuance of the securities issued on the basis of this delegation;

vi. take all measures intended to preserve the rights of the holders of the securities issued or other rights giving access to the Company's capital required by the legislative and regulatory provisions and the applicable contractual stipulations;

vii. suspend, where applicable, the exercise of the rights attached to these securities for a fixed period in accordance with the legislative, regulatory and contractual provisions;

viii. record the completion of all capital increases and securities issuances, amend the Articles of Association accordingly, allocate the issuance costs to the premiums and, if it deems it appropriate, deduct from the amount of the capital increases the sums necessary to bring the legal reserve to one-tenth of the new share capital;

ix. take all measures and formalities required for the admission to trading on a regulated market of the securities created;

10. decides that this delegation, which cancels and replaces that granted by the seventeenth resolution of the General Meeting of 31 May 2024, is granted for a period of twenty-six (26) months from this General Meeting.

**Fifteenth resolution - Delegation of authority to the Board of Directors to increase the share capital through the issuance, with waiver of the preferential subscription right, of shares and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued with an optional priority period, in the context of public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code**

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code and in particular its Articles L. 225-129 et seq., L. 225-135, L. 22-10-51, L. 225-136, L. 22-10-52, L. 22-10-54 and L. 228-92:

1. delegates to the Board of Directors, with the possibility of sub-delegation under the legislative and regulatory conditions, the authority to decide to proceed by means of public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, in one or more transactions, in the proportions and at the times that it determines, both in France and abroad, in euros or currencies, with the issuance, with waiver of the preferential subscription right, of shares of the Company and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued, which may be subscribed for either in cash, or by set-off with certain, liquid and payable debts. These securities may in particular be issued for the purpose of remunerating securities that would be contributed to the Company in the context of a public exchange offer carried out in France or abroad under local rules (for example in the context of a "reverse merger" of the Anglo-Saxon type) for securities meeting the conditions set out in Article L.22-10-54 of the French Commercial Code;

2. decides that the total par value of the capital increases that may be carried out immediately and/or at a later date under this delegation may not exceed a maximum amount of four million three hundred and ten thousand euros (€4,310,000) or the equivalent in any other currency, it being specified that the par value of any capital increase carried out under this delegation will be deducted from the total par value ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the thirteenth resolution of this General Meeting.

These ceilings will be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital;

3. decides that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of authority from the filing by a third party of a public offer for the Company's securities and until the end of the offer period;

4. decides to waive the preferential subscription right of the shareholders to the shares and other securities to be issued under this resolution;

5. decides that the Board of Directors may grant the shareholders a priority subscription period, not giving rise to the creation of negotiable rights, exercisable in proportion to the number of shares held by each shareholder and, where applicable, on a reducible basis, and delegates to the Board of Directors the power to set the duration and terms thereof in accordance with the legal and regulatory provisions;

6. decides that the securities giving access to the Company's capital thus issued may consist of debt securities or be associated with the issuance of such securities, or even allow for their issuance, as intermediate securities. The maximum total par value of the debt securities issuances that may be carried out immediately or at a later date on the basis of this delegation may not exceed five hundred million euros (€500,000,000) or its equivalent in currencies, it being specified that this amount will be deducted from the total par value ceiling for debt securities issuances provided for in paragraph 3 of the thirteenth resolution;

7. takes note that this delegation entails the waiver by the shareholders of their preferential subscription right to the Company's capital securities to which the securities that may be issued on the basis of this delegation may give right immediately or at a later date;

8. decides that if the subscriptions do not absorb the total amount of the capital securities and/or the securities issued, the Board of Directors will have the option, in the order that it determines, either to limit the issuance to the amount of the subscriptions received subject to the condition that this amount reaches at least three-quarters of the issuance that will have been decided, or to freely allocate all or part of the unsubscribed securities between the persons of its choice, or to offer them in the same way to the public, the Board of Directors being able to use all of the above-mentioned options or only some of them;

9. further specifies that the Board of Directors, with the possibility of sub-delegation under the legislative and regulatory conditions, may in particular:

i. decide and set the characteristics of the share issuances and the securities to be issued and, in particular, their issue price (with or without issue premium), the terms of their subscription and payment and their dividend entitlement date;

ii. in the event of the issuance of share subscription warrants, set their number and characteristics and decide, if it deems it appropriate, under the conditions and in accordance with the methods that it sets, that the warrants may be redeemed or repurchased, or even that they will be allocated free of charge to the shareholders in proportion to their rights in the share capital;

iii. more generally, set the characteristics of all securities and, in particular, the conditions and terms of the allocation of shares, the term of the loans that may be issued in bond form, their subordinated or non-subordinated nature, the currency of issuance, the terms of repayment of the principal, with or without premium, the terms and conditions of amortisation and, where applicable, of early purchase, exchange or redemption, the interest rates, fixed or variable, and the payment date; the remuneration

may include a variable portion calculated by reference to elements relating to the Company's activity and results and a deferred payment in the absence of distributable profits;

iv. set the issue price of the shares or securities that may be created under the preceding paragraphs such that the Company receives for each share created or allocated independently of any remuneration, whatever its form, interest, issue or redemption premium, etc., a sum at least equal, at the choice of the Board of Directors, (i) to the weighted average of the Company's share prices over the three last trading sessions on the regulated market of Euronext Paris preceding the start of the public offer within the meaning of Regulation (EU) No 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10% or (ii) to the volume-weighted average price of the Company's share on the regulated market of Euronext Paris on the day preceding the date on which the issue price is set or the volume-weighted average price of the Company's share on the regulated market of Euronext Paris, weighted by the volumes recorded during the session at the time when the issue price is set, in both cases possibly reduced by a maximum discount of 10%;

v. in the event of the issuance of securities for the purpose of remunerating securities contributed in the context of a public exchange offer (or a public mixed or alternative cash or exchange offer or any other offer including an exchange component), set the exchange ratio as well as, where applicable, the amount of the cash balance to be paid without the price determination methods of paragraph 9.iv above applying, record the number of securities contributed in the exchange, and determine the terms of the issuance;

vi. decide to use the shares acquired under a share buyback programme authorised by the shareholders to allocate them in connection with the issuance of the securities issued on the basis of this delegation;

vii. take all measures intended to preserve the rights of the holders of the securities issued or other rights giving access to the Company's capital required by the legislative and regulatory provisions and the applicable contractual stipulations;

viii. suspend, where applicable, the exercise of the rights attached to these securities for a fixed period in accordance with the legislative, regulatory and contractual provisions;

ix. record the completion of all capital increases and securities issuances, amend the Articles of Association accordingly, allocate the issuance costs to the premiums and, if it deems it appropriate, deduct from the amount of the capital increases the sums necessary to bring the legal reserve to one-tenth of the new share capital;

x. take all measures and formalities required for the admission to trading on a regulated market of the securities created;

10. decides that this delegation, which cancels and replaces that granted by the eighteenth resolution of the General Meeting of 31 May 2024, is granted for a period of twenty-six (26) months from this General Meeting.

**Sixteenth resolution - Delegation of authority to the Board of Directors to increase the share capital through the issuance, with waiver of the preferential subscription right, of shares and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued, in the context of public offerings referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code**

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code and in particular

its Articles L. 225-129 et seq., L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-91 et seq.:

1. delegates to the Board of Directors, with the possibility of sub-delegation under the legislative and regulatory conditions, the authority to decide to proceed in the context of the public offerings referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, under the conditions and within the maximum limits provided for by the laws and regulations, in one or more transactions, in the proportions and at the times that it determines, both in France and abroad, in euros or currencies, with the issuance, with waiver of the preferential subscription right, of shares of the Company and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued, which may be subscribed for either in cash, or by set-off with certain, liquid and payable debts;
2. decides that the total par value of the capital increases that may be carried out immediately and/or at a later date under this delegation may not exceed a maximum amount of four million three hundred and ten thousand euros (€4,310,000) or the equivalent in any other currency, it being specified that this amount may not, however, exceed 30% of the share capital over a twelve-month period and will be deducted from the total par value ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the thirteenth resolution of this General Meeting. These ceilings will be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital;
3. decides that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of authority from the filing by a third party of a public offer for the Company's securities and until the end of the offer period;
4. decides to waive the preferential subscription right of the shareholders to the shares and other securities to be issued under this resolution;
5. decides that the securities giving access to the Company's capital thus issued may consist of debt securities or be associated with the issuance of such securities, or even allow for their issuance, as intermediate securities. The maximum total par value of the debt securities issuances that may be carried out immediately or at a later date on the basis of this delegation may not exceed five hundred million euros (€500,000,000) or its equivalent in currencies, it being specified that this amount will be deducted from the total par value ceiling for debt securities issuances provided for in paragraph 3 of the thirteenth resolution of this General Meeting;
6. takes note that this delegation entails the waiver by the shareholders of their preferential subscription right to the Company's capital securities to which the securities that may be issued on the basis of this delegation may give right immediately or at a later date;
7. decides that if the subscriptions do not absorb the total amount of the capital securities and/or the securities issued, the Board of Directors will have the option, in the order that it determines, either to limit, in accordance with the law, the issuance to the amount of the subscriptions received subject to the condition that this amount reaches at least three-quarters of the issuance that will have been decided, or to freely allocate all or part of the unsubscribed securities between the persons of its choice, or to offer them in the same way to the public, the Board of Directors being able to use all of the above-mentioned options or only some of them;
8. further specifies that the Board of Directors, with the possibility of sub-delegation under the legislative or regulatory conditions, may in particular:



- i. decide and set the characteristics of the share issuances and the securities to be issued and, in particular, their issue price (with or without issue premium), the terms of their subscription and their dividend entitlement date;
  - ii. in the event of the issuance of share subscription warrants, set their number and characteristics and decide, if it deems it appropriate, under the conditions and in accordance with the methods that it sets, that the warrants may be redeemed or repurchased;
  - iii. more generally, set the characteristics of all securities and, in particular, the conditions and terms of the allocation of shares, the term of the loans that may be issued in bond form, their subordinated or non-subordinated nature, the currency of issuance, the terms of repayment of the principal, with or without premium, the terms and conditions of amortisation and, where applicable, of early purchase, exchange or redemption, the interest rates, fixed or variable, and the payment date; the remuneration may include a variable portion calculated by reference to elements relating to the Company's activity and results and a deferred payment in the absence of distributable profits;
  - iv. set the issue price of the shares or securities that may be created under the preceding paragraphs such that the Company receives for each share created or allocated independently of any remuneration, whatever its form, interest, issue or redemption premium, etc., a sum at least equal, at the choice of the Board of Directors, (i) to the weighted average of the Company's share prices over the three last trading sessions on the regulated market of Euronext Paris preceding the start of the public offer within the meaning of Regulation (EU) No 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10% or (ii) to the volume-weighted average price of the Company's share on the regulated market of Euronext Paris on the day preceding the date on which the issue price is set or the volume-weighted average price of the Company's share on the regulated market of Euronext Paris, weighted by the volumes recorded during the session at the time when the issue price is set, in both cases possibly reduced by a maximum discount of 10%;
  - v. decide to use the shares acquired under a share buyback programme authorised by the shareholders to allocate them in connection with the issuance of the securities issued on the basis of this delegation;
  - vi. take all measures intended to preserve the rights of the holders of the securities issued required by the legislative and regulatory provisions and the applicable contractual stipulations;
  - vii. suspend, where applicable, the exercise of the rights attached to these securities for a fixed period in accordance with the legislative, regulatory and contractual provisions;
  - viii. record the completion of all capital increases and securities issuances, amend the Articles of Association accordingly, allocate the issuance costs to the premiums and, if it deems it appropriate, deduct from the amount of the capital increases the sums necessary to bring the legal reserve to one-tenth of the new share capital;
  - ix. take all measures and formalities required for the admission to trading on a regulated market of the securities created;
9. decides that this delegation, which cancels and replaces that granted by the nineteenth resolution of the General Meeting of 31 May 2024, is granted for a period of twenty-six (26) months from this General Meeting.

**Seventeenth resolution - Authorisation granted to the Board of Directors to increase the amount of the issuances with or without maintenance of the preferential subscription right**

The General Meeting, acting under the conditions applicable to Extraordinary General Meetings, having reviewed the special report of the Statutory Auditors and the report of the Board of Directors and



subject to the adoption of the thirteenth, fourteenth, fifteenth and sixteenth resolutions of this General Meeting, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

1. authorises the Board of Directors, with the possibility of sub-delegation under the legislative and regulatory conditions, to decide to increase the number of securities to be issued for each of the issuances with or without preferential subscription right decided under the thirteenth, fourteenth, fifteenth and sixteenth resolutions of this General Meeting under the conditions provided for by the applicable legislative and regulatory provisions at the time of the issuance (i.e., at this time, within thirty (30) days of the close of the subscription, within the limit of 15% of each issuance and at the same price as that retained for the initial issuance);

2. decides that the total par value of the capital increases that may be carried out under this delegation will be deducted from the amount of the ceiling stipulated in the resolution under which the issuance is decided and from the total par value ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the thirteenth resolution of this General Meeting. This ceiling will be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital;

3. decides that the securities giving access to the Company's capital thus issued may consist of debt securities or be associated with the issuance of such securities, or even allow for their issuance, as intermediate securities. The maximum total par value of the debt securities issuances that may be carried out immediately or at a later date on the basis of this delegation may not exceed five hundred million euros (€500,000,000) or its equivalent in currencies, it being specified that this amount will be deducted from the total par value ceiling for debt securities issuances provided for in paragraph 3 of the thirteenth resolution of this General Meeting;

4. decides that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of authority from the filing by a third party of a public offer for the Company's securities and until the end of the offer period;

5. decides that this authorisation is granted for a period of twenty-six (26) months from this General Meeting.

**Eighteenth resolution - Delegation of authority to the Board of Directors to increase the share capital through the issuance of shares and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued, as consideration for contributions in kind**

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code and in particular its Articles L. 225-129 et seq., L. 225-147, L. 22-10-49, L. 22-10-53 and L. 228-92:

1. delegates to the Board of Directors, with the possibility of sub-delegation under the legislative and regulatory conditions, the power to decide to proceed, on the basis of the report of the contributor auditor(s), in one or more transactions, in the proportions and at the times that it determines, both in France and abroad, in euros or currencies, with the issuance of shares of the Company and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued, for the purpose of remunerating contributions in kind made to the Company and consisting of capital securities or securities giving access to the capital, when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply;

2. decides that the total par value of the capital increases that may be carried out under this delegation may not exceed 20% of the share capital (assessed on the day of the decision of the Board of Directors deciding the issuance) or the equivalent in any other currency, it being specified that the par value of any capital increase carried out under this delegation will be deducted from the total par value ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the thirteenth resolution of this General Meeting. This ceiling will be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital;

3. decides that the securities giving access to the Company's capital or giving right to the allocation of the Company's debt securities thus issued may consist of debt securities or be associated with the issuance of such securities, or even allow for their issuance, as intermediate securities. The maximum total par value of the debt securities issuances that may be carried out immediately or at a later date on the basis of this delegation may not exceed five hundred million euros (€500,000,000) or its equivalent in currencies, it being specified that this amount will be deducted from the total par value ceiling for debt securities issuances provided for in paragraph 3 of the thirteenth resolution of this General Meeting;

4. decides to waive, for the benefit of the holders of the securities or securities that are the subject of the contributions in kind, the preferential subscription right of the shareholders to the shares and other securities to be issued under this resolution;

5. decides that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of authority from the filing by a third party of a public offer for the Company's securities and until the end of the offer period;

6. takes note that this delegation entails the waiver by the shareholders of their preferential subscription right to the Company's capital securities to which the securities that may be issued on the basis of this delegation may give right;

7. further specifies that the Board of Directors, with the possibility of sub-delegation under the legislative or regulatory conditions, may in particular:

i. rule, on the basis of the report of the contributor auditor(s), on the valuation of the contributions and the granting of any special advantages;

ii. set the characteristics of the share issuances and the securities to be issued and, in particular, their issue price (with or without issue premium), the exchange ratio and, where applicable, the cash balance, the terms of their subscription and their dividend entitlement date;

iii. on its own initiative, allocate the costs of the share capital increase(s) to the premiums relating to these contributions and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase;

iv. take all measures intended to preserve the rights of the holders of the securities issued or other rights giving access to the Company's capital required by the legislative and regulatory provisions and the applicable contractual stipulations;

v. record the completion of all share and securities issuances, amend the Articles of Association as necessary as a result of any capital increase, allocate the issuance costs to the premium if it so decides, as well as carry out all formalities and declarations and request all authorisations that may be necessary for the completion of these contributions;

vi. take all measures and formalities required for the admission to trading on a regulated market of the securities created.

8. decides that this delegation, which cancels and replaces that granted by the twenty-first resolution of the General Meeting of 31 May 2024, is granted for a period of twenty-six (26) months from this General Meeting.

**Nineteenth resolution - Authorisation granted to the Board of Directors to allocate shares of the Company to the benefit of corporate officers and employees of the Company and affiliated companies, entailing the waiver by the shareholders of their preferential subscription right**

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

1. authorises the Board of Directors, in accordance with the provisions of Articles L. 225-197-1 et seq., L.22-10-59 and L.22-10-60 of the French Commercial Code, to proceed, in one or more transactions, with the free allocation of existing or to-be-issued shares of the Company, to the benefit of members of the personnel or certain categories of them that it will determine among the eligible employees and corporate officers of the Company or affiliated companies within the meaning of Article L. 225-197-2 of the French Commercial Code;

2. decides that the Board of Directors will determine the identity of the beneficiaries of the allocations as well as the conditions and criteria for the allocation of the shares;

3. decides that the total number of shares allocated free of charge may not exceed 0.5% of the Company's capital at the date of the allocation decision by the Board of Directors, it being specified that (i) the par value of any capital increase carried out under this delegation will be deducted from the total par value ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the thirteenth resolution of this General Meeting and (ii) from the par value ceiling of one hundred and eight thousand euros (€108,000) provided for in the twenty-first resolution of this General Meeting, which is a common ceiling for the nineteenth to twenty-first resolutions. This ceiling will be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital. The General Meeting authorises, where necessary, the Board of Directors to increase the share capital through the incorporation of reserves accordingly;

4. decides that the maximum number of shares that may be allocated to corporate officers within the meaning of the Corporate Governance Code for listed companies of AFEP-MEDEF may not represent more than 20% of the global envelope authorised by this General Meeting;

5. decides (a) that the allocation of the shares to their beneficiaries will become final at the end of an acquisition period of at least two years, the duration of which will be set by the Board of Directors, and (b) that the beneficiaries will have to, if the Board of Directors deems it useful or necessary, hold the said shares for a freely set period by the Board of Directors, it being specified that the cumulative duration of the acquisition and, where applicable, holding periods will be set in compliance with the minimum conditions provided for by law;

6. further decides that, in the event of the invalidity of the beneficiary corresponding to classification in the second or third categories provided for in Article L. 341-4 of the French Social Security Code, the shares will be allocated to them definitively before the end of the remaining acquisition period. The shares will be freely transferable as of their delivery;

7. recalls that this authorisation entails the waiver by the shareholders of their preferential subscription right to the shares that may be issued under this resolution;
8. delegates all powers to the Board of Directors, with the possibility of delegation under the legal and regulatory conditions, to implement this authorisation, under the above conditions and within the limits authorised by the applicable texts and in particular, to set the terms, conditions and criteria for the allocation of the shares that may be carried out under this authorisation, the dividend entitlement dates of the new shares, take all measures, where applicable if it so decides, to protect the rights of the beneficiaries of the free share allocations by proceeding with any necessary adjustments, record the completion of the capital increases, amend the Articles of Association accordingly, and more generally, carry out all formalities necessary for the issuance, listing and financial servicing of the securities issued under this resolution and do whatever is useful and necessary within the framework of the applicable laws and regulations;
9. takes note that, in the event that the Board of Directors uses this authorisation, it will inform the Ordinary General Meeting each year of the transactions carried out under the provisions of Articles L. 225-197-1 to L. 225-197-3 and L. 22-10-59 of the French Commercial Code, under the conditions provided for in Article L. 225-197-4 of said Code;
10. decides that this authorisation, which cancels and replaces that granted by the twenty-fourth resolution of the General Meeting of 31 May 2024, is granted for a period of thirty-eight (38) months from this General Meeting.

**Twentieth resolution - Authorisation granted to the Board of Directors to allocate options giving right to the subscription or purchase of ordinary shares of the Company to the benefit of corporate officers and employees of the Company and affiliated companies (the "Options"), entailing the waiver by the shareholders of their preferential subscription right**

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

1. authorises the Board of Directors, in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code, to allocate Options, in one or more transactions, to the benefit of members of the personnel or certain categories of them that it will determine among the eligible employees and corporate officers of the Company or affiliated companies under the conditions defined in Article L.225-180-I 1° of the French Commercial Code;
2. decides that the Board of Directors will determine the identity of the beneficiaries of the Options as well as the conditions and criteria for the allocation of these Options;
3. decides that the par value of the capital increases that may be carried out at a later date under this delegation will be one hundred and eight thousand euros (€108,000), it being specified that the par value of any capital increase carried out under this delegation will be deducted from (i) the total par value ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the thirteenth resolution of this General Meeting and (ii) from the par value ceiling of one hundred and eight thousand euros (€108,000) provided for in the twenty-first resolution of this General Meeting, which is a common ceiling for the nineteenth to twenty-first resolutions. This ceiling will be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital. The General Meeting authorises, where necessary, the Board of Directors to increase the share capital through the incorporation of reserves accordingly;

4. decides that the maximum number of Options that may be allocated to corporate officers within the meaning of the Corporate Governance Code for listed companies of AFEP-MEDEF may not represent more than 20% of the global envelope authorised by this General Meeting;
5. decides that the subscription price of the shares upon exercise of the Options will be determined by reference to the volume-weighted average of the prices over the five (5) last trading sessions preceding the decision of the Board of Directors to allocate the Options. However, the purchase or subscription price per Option may not be less than eighty per cent (80%) of the average of the prices quoted over the twenty trading sessions preceding the day of the decision of the Board to allocate the Options;
6. recalls that this authorisation entails the waiver by the shareholders of their preferential subscription right to the shares that may be issued in the context of the exercise of the Options;
7. decides to set the exercise period of the Options at ten (10) years from their allocation; it being specified, however, that this period may be reduced by the Board of Directors for the beneficiaries residing in a given country to the extent that this would be necessary in order to comply with the law of said country;
8. delegates all powers to the Board of Directors, with the possibility of delegation under the legal and regulatory conditions, to implement this authorisation, under the above conditions and within the limits authorised by the applicable texts and in particular, to set the terms, conditions and criteria for the allocation of the Options, the exercise dates of the Options, the dividend entitlement dates of the shares resulting from the exercise of the Options, take all measures, where applicable if it so decides, to protect the rights of the beneficiaries of the Options by proceeding with any necessary adjustments, record the completion of the capital increases, amend the Articles of Association accordingly, and more generally, carry out all formalities necessary for the issuance, listing and financial servicing of the shares resulting from the exercise of the Options and do whatever is useful and necessary within the framework of the applicable laws and regulations;
9. decides that this authorisation is granted for a period of thirty-eight (38) months from this General Meeting.

**Twenty-first resolution - Authorisation granted to the Board of Directors regarding the issuance of share subscription warrants for ordinary shares (the “BSAs”), in accordance with the provisions of Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code, to the benefit of corporate officers and employees of the Company and affiliated companies, entailing the waiver by the shareholders of their preferential subscription right**

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

1. authorises the Board of Directors, in accordance with the provisions of Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code, to allocate BSAs, in one or more transactions, to the benefit of members of the personnel or certain categories of them, among the eligible employees and corporate officers of the Company or affiliated companies, in accordance with the conditions defined in Article L.225-135 of the French Commercial Code;
2. decides that the Board of Directors will determine the identity of the beneficiaries of BSAs as well as the allocation criteria and the specific conditions associated with the issuance of the BSAs in accordance with Article L. 233-32 of the French Commercial Code;

3. decides that the par value of the capital increases that may be carried out at a later date under this delegation will be one hundred and eight thousand euros (€108,000), it being specified that (i) the par value of the capital increases carried out under this resolution as well as the nineteenth and twentieth resolutions of this General Meeting will be deducted from this ceiling and (ii) the par value of any capital increase carried out under this delegation will be deducted from the total par value ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the thirteenth resolution of this General Meeting. This ceiling will be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital. The General Meeting authorises, where necessary, the Board of Directors to increase the share capital through the incorporation of reserves accordingly;

4. decides that the maximum number of BSAs that may be allocated to corporate officers within the meaning of the Corporate Governance Code for listed companies of AFEP-MEDEF may not represent more than 20% of the global envelope authorised by this General Meeting;

5. decides that the issue price of the BSAs will be equal to €0.01 per BSA;

6. decides that the subscription price of the shares upon exercise of the BSAs will be determined by the Board of Directors by reference to the volume-weighted average of the prices over the five (5) last trading sessions preceding the decision of the Board of Directors to allocate the BSAs, possibly reduced by a maximum discount of 30%;

7. recalls that this authorisation entails the waiver by the shareholders of their preferential subscription right to the shares that may be issued in the context of the exercise of the BSAs;

decides to set the exercise period of the BSAs at ten (10) years from their allocation; it being specified, however, that this period may be reduced by the Board of Directors for the beneficiaries residing in a given country to the extent that this would be necessary in order to comply with the law of said country;

1. delegates all powers to the Board of Directors, with the possibility of delegation under the legal and regulatory conditions, to implement this authorisation, under the above conditions and within the limits authorised by the applicable texts and in particular, to set the terms, conditions and criteria for the allocation of the BSAs, the exercise dates of the BSAs, the dividend entitlement dates of the shares resulting from the exercise of the BSAs, take all measures, where applicable if it so decides, to protect the rights of the beneficiaries of the BSAs by proceeding with any necessary adjustments, record the completion of the capital increases, amend the Articles of Association accordingly, and more generally, carry out all formalities necessary for the issuance, listing and financial servicing of the shares resulting from the exercise of the BSAs and do whatever is useful and necessary within the framework of the applicable laws and regulations;

2. decides that this authorisation is granted for a period of twenty-six (26) months from this General Meeting.

**Twenty-second resolution - Delegation of authority to the Board of Directors to increase the share capital with waiver of the preferential subscription right through the issuance of shares of the Company reserved for participants in an employee share ownership plan**

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-



138, L. 22-10-49 and L. 225-138-1 of the French Commercial Code and those of Articles L. 3332-18 et seq. of the French Labour Code:

1. delegates to the Board of Directors, with the possibility of sub-delegation under the legislative and regulatory conditions, its authority, to proceed in one or more transactions, on its own decision, in the proportions and at the times that it determines, both in France and abroad, with the issuance of new shares, the issuance being reserved for the employees, former employees and eligible corporate officers of the Company and/or companies affiliated with the Company within the meaning of the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, participating in an employee share ownership plan;

2. waives, for the benefit of the said participants, the preferential subscription right of the shareholders to the shares that may be issued under this authorisation and waives all rights to the shares that may be allocated free of charge on the basis of this resolution in respect of the discount and/or matching contribution;

3. decides that the par value of the capital increase that may be carried out under this delegation of authority may not exceed six hundred and forty-seven thousand four hundred euros (€647,400) or the equivalent in any other currency, it being specified (i) that the par value of the capital increases carried out under this resolution as well as the twenty-third resolution submitted to this General Meeting will be deducted from this ceiling, and (ii) that the par value of any capital increase carried out under this delegation will be deducted from the total par value ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the thirteenth resolution of this General Meeting. These ceilings will be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital;

4. decides that the subscription price of the shares issued under this delegation will be determined under the conditions provided for by the provisions of Article L. 3332-19 of the French Labour Code, it being specified that the maximum discount in respect of an average of the prices quoted for the share over the twenty (20) trading sessions preceding the decision setting the opening date of the subscription may not exceed 30%. However, when implementing this delegation, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular due to tax, social or accounting constraints applicable in the countries where the entities of the Group participating in the capital increase transactions are located. The Board of Directors may also decide to allocate shares free of charge to the subscribers of new shares, in substitution for the discount and/or in respect of the matching contribution;

5. decides that the Board of Directors will have all powers, with the possibility of sub-delegation under the legislative and regulatory conditions, to implement this delegation, within the limits and under the conditions specified above in order, in particular, to:

i. decide the issuance of new shares of the Company;

ii. draw up the list of companies whose employees, former employees and eligible corporate officers may benefit from the issuance, set the conditions that the beneficiaries must meet in order to be able to subscribe, directly or through an investment fund, to the shares that will be issued under this delegation of authority;

iii. set the amounts of these issuances and set the subscription prices of the shares and the subscription, payment, issuance and delivery terms and conditions of the shares issued under this delegation of authority, as well as the date, which may be retroactive, from which the new shares will bear dividends;



iv. decide, in accordance with Article L. 3332-21 of the French Labour Code, on the free allocation of shares to be issued or already issued, in respect of the matching contribution and/or, where applicable, the discount, subject to the condition that the consideration of their cash value, assessed at the subscription price, does not have the effect of exceeding the limits provided for in Article L. 3332-11 of the French Labour Code and, in the event of the issuance of new shares in respect of the discount and/or the matching contribution, to incorporate into the capital the reserves, profits or issue premiums necessary for the release of said shares;

v. set the period granted to the subscribers for the payment of their securities;

vi. record or have recorded the completion of the capital increase to the extent of the amount of the shares that will be effectively subscribed and amend the Articles of Association;

vii. on its own initiative, allocate the costs of the share capital increase(s) to the premiums relating to these increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase;

viii. generally, take all measures and carry out all formalities useful for the issuance and listing of the shares issued and consequent to the capital increases and the correlative amendments to the Articles of Association under this delegation.

6. decides that this delegation, which cancels and replaces that granted by the twenty-second resolution of the General Meeting of 31 May 2024, is granted for a period of twenty-six (26) months from this General Meeting.

**Twenty-third resolution - Delegation of authority to the Board of Directors to increase the share capital through the issuance of shares with waiver of the preferential subscription right in favour of a determined category of beneficiaries**

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 225-129 et seq., L. 22-10-49 and L. 225-138 of the French Commercial Code:

1. delegates, with the possibility of sub-delegation under the legislative and regulatory conditions, its authority to proceed, in one or more transactions, on its own decision, in the proportions and at the times that it determines, both in France and abroad, with the issuance of new shares, the issuance being reserved to one or more of the categories of beneficiaries meeting the following characteristics: (i) employees and/or corporate officers of the Company and/or companies affiliated with the Company within the meaning of the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code and having their registered office outside France; (ii) one or more investment funds or other entity, with or without legal personality, under French or foreign law, subscribing on behalf of the persons designated in the preceding paragraph (i), and (iii) one or more financial institutions mandated by the Company to offer the persons designated in the preceding paragraph (i) a shareholding scheme comparable to those offered to the Company's employees in France;

2. waives, for the benefit of the said beneficiaries, the preferential subscription right of the shareholders to the shares that may be issued under this delegation;

3. takes note that this delegation entails the waiver by the shareholders of their preferential subscription right to the Company's capital securities to which the securities that may be issued on the basis of this delegation may give right immediately or at a later date;

4. decides that the par value of the capital increase that may be carried out under this delegation of authority may not exceed six hundred and forty-seven thousand four hundred euros (€647,400) or the equivalent in any other currency, it being specified that the par value of any capital increase carried out under this delegation will be deducted (i) from the par value ceiling of six hundred and forty-seven thousand four hundred euros (€647,400) provided for in paragraph 3 of the twenty-second resolution of this General Meeting as well as (ii) from the total par value ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the thirteenth resolution of this General Meeting. These ceilings will be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital;

5. decides that the subscription price of the shares issued under this delegation may not be less than 30% of an average of the prices quoted for the share over the twenty (20) trading sessions preceding the date of the decision setting the opening date of the subscription, nor greater than this average. However, when implementing this delegation, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular due to tax, social or accounting constraints applicable in such or such country where the entities of the Group participating in the capital increase transactions are located. Furthermore, in the event of a transaction carried out under this resolution concomitantly with a transaction carried out under the twentieth resolution, the subscription price of the shares issued under this resolution may be identical to the subscription price of the shares issued on the basis of the twentieth resolution;

6. decides that the Board of Directors will have all powers, with the possibility of sub-delegation under the legislative and regulatory conditions, to implement this delegation, within the limits and under the conditions specified above in order, in particular, to:

i. set the list of beneficiaries, within the categories of beneficiaries defined above, of each issuance and the number of shares to be subscribed for by each of them, under this delegation of authority;

ii. set the amounts of these issuances and set the prices and the subscription, payment, issuance and delivery terms and conditions of the shares issued under this delegation of authority, as well as the date, which may be retroactive, from which the new shares will bear dividends;

iii. set the period granted to the subscribers for the payment of their securities;

iv. record or have recorded the completion of the capital increase to the extent of the amount of the shares that will be effectively subscribed and amend the Articles of Association;

v. on its own initiative, allocate the costs of the share capital increase(s) to the premiums relating to these increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase;

vi. generally, take all measures and carry out all formalities useful for the issuance and listing of the shares issued and consequent to the capital increases and the correlative amendments to the Articles of Association under this delegation.

7. decides that this delegation, which cancels and replaces that granted by the twenty-third resolution of the General Meeting of 31 May 2024, is granted for a period of eighteen (18) months from this General Meeting.

## Twenty-fourth resolution - Amendment of Article 17 of the Company's Articles of Association

The General Meeting, acting under the quorum and majority conditions applicable to Extraordinary General Meetings, having reviewed the report of the Board of Directors, decides to amend Article 17 of the Company's Articles of Association relating to the deliberations of the Board of Directors as follows:

Current wording	New wording
<p>1 - The Board of Directors is convened (i) by the Chairman or (ii) by the Chairman at the request of at least two-thirds of its members on a specific agenda or (iii) in all circumstances, by the Lead Director when the functions of Chairman of the Board of Directors and Chief Executive Officer are combined, or, as the case may be, (iv) by the Chief Executive Officer or the Lead Director if the Chairman is prevented from attending or is unable to attend, as often as the interests of the Company so require, it being specified that the frequency and duration of Board meetings must be such as to allow in-depth examination and discussion of the matters falling within the Board's remit. The Chief Executive Officer may also ask the Chairman to convene a meeting of the Board of Directors on a specific agenda. The Chairman is bound by the requests made to him pursuant to this paragraph.</p> <p>The meeting is held at the registered office or at any other place indicated in the notice of meeting.</p> <p>The Board of Directors may validly deliberate, even in the absence of a convening notice, if all its members are present or represented and accept it.</p> <p>2 - The Board may only validly deliberate if at least half of its members are present.</p> <p>Decisions are taken by a simple majority of the members present or represented, it being specified that the Board of Directors' internal rules may provide for a higher majority for all or some of the decisions falling within the Board's remit.</p> <p>As long as the Company is controlled within the meaning of Article L.233-3 I and II of the French Commercial Code, and the Chairman of the Board of Directors is appointed on the recommendation of the Company's controlling shareholder, and for a term</p>	<p>1 - The Board of Directors is convened (i) by the Chairman or (ii) by the Chairman at the request of at least two-thirds of its members on a specific agenda or (iii) in all circumstances, by the Lead Director when the functions of Chairman of the Board of Directors and Chief Executive Officer are combined, or, as the case may be, (iv) by the Chief Executive Officer or the Lead Director if the Chairman is prevented from attending or is unable to attend, as often as the interests of the Company so require, it being specified that the frequency and duration of Board meetings must be such as to allow in-depth examination and discussion of the matters falling within the Board's remit. The Chief Executive Officer may also ask the Chairman to convene a meeting of the Board of Directors on a specific agenda. The Chairman is bound by the requests made to him pursuant to this paragraph.</p> <p>The meeting is held at the registered office or at any other place indicated in the notice of meeting.</p> <p>The Board of Directors may validly deliberate, even in the absence of a convening notice, if all its members are present or represented and agree to do so.</p> <p>2 - The Board may only validly deliberate if at least half of its members are present.</p> <p>Decisions are taken by a simple majority of the members present or represented, it being specified that the Board of Directors' internal rules may provide for a higher majority for all or some of the decisions falling within the Board's remit.</p> <p>As long as the Company is controlled within the meaning of Article L.233-3 I and II of the French Commercial Code, and the Chairman of the Board of Directors is appointed on the recommendation of the Company's controlling shareholder, and for a term</p>

expiring at the close of the General Meeting of the Company's shareholders called to approve the financial statements for the year ending 31 December 2027, in the event of a tie vote on a decision that must be adopted by a simple majority of the members present or represented, the Chairman of the meeting shall have the casting vote, except in the case of the appointment or dismissal of the Chairman of the Board of Directors.

Directors may be consulted in writing in the cases provided for by law.

In compliance with legal and regulatory provisions, the internal regulations may provide that, for the purposes of calculating the quorum and majority, directors who take part in the Board meeting by videoconference or telecommunication means meeting the technical characteristics set by the legal and regulatory provisions in force are deemed to be present.

Any director may give a proxy to another director to represent him at a meeting of the Board of Directors, but each director may only hold one proxy per meeting.

3 - An attendance register shall be kept, which shall be signed by the members of the Board of Directors attending the Board meeting, either in their own name or on behalf of a representative.

The deliberations of the Board of Directors are recorded in minutes signed by the Chairman of the meeting and by at least one director who took part in the meeting. If the Chairman is unable to attend, the minutes shall be signed by at least two directors.

4 - The Board of Directors lays down its operating procedures in accordance with the law and the Articles of Association. It may decide to set up committees to examine issues submitted to them by the Board or its Chairman. The composition and powers of each of these committees, which carry out their activities under its responsibility, are set by the Board of Directors in its internal regulations.

expiring at the close of the General Meeting of the Company's shareholders called to approve the financial statements for the year ending 31 December 2027, in the event of a tie vote on a decision that must be adopted by a simple majority of the members present or represented, the Chairman of the meeting shall have the casting vote, except in the case of the appointment or dismissal of the Chairman of the Board of Directors.

~~Directors may be consulted in writing in the cases provided for by law.~~

**Decisions of the Board of Directors may, under the conditions laid down by the laws and regulations in force, be taken by written consultation of the directors, including by electronic means. At the request of the Chairman of the Board of Directors, the consultation is sent to each director, with an indication of the appropriate deadline for responding to it, as assessed by the Chairman on the basis of the decision to be taken, the urgency or the time for reflection required to express the vote. The document sent to this effect mentions the terms of the consultation, its purpose, a presentation of the proposed decisions and the reasons for them, as well as the draft resolutions.**

**Directors who have not replied by the end of the specified period are deemed not to be part of the quorum for taking the decisions which are the subject of the said consultation, unless the said period is extended by the Chairman of the Board of Directors. The Secretary of the Board of Directors consolidates the directors' votes on the proposed resolutions and informs the Board of the result of the vote. Any director may object to the use of this procedure for a specific decision; in such a case, the Chairman of the Board of Directors shall inform the other directors without delay and convene a meeting of the Board of Directors.**

In compliance with legal and regulatory provisions, the internal regulations may provide that, for the purposes of calculating the quorum and majority, directors who take part in the Board meeting by videoconference or telecommunication means that comply

<p>5 - The Board of Directors also lays down the decisions and/or actions that require its prior authorisation in its internal rules.</p> <p>6 - All persons attending meetings of the Board of Directors are required to exercise discretion with regard to the information they provide and to observe a general duty of confidentiality.</p>	<p>with the technical characteristics laid down by the legal and regulatory provisions in force are deemed to be present.</p> <p>Any director may give a proxy to another director to represent him at a meeting of the Board of Directors, but each director may only hold one proxy per meeting.</p> <p><b><u>Directors may also vote by post using a form that complies with the legal and regulatory provisions in force.</u></b></p> <p>3 - An attendance register shall be kept, which shall be signed by the members of the Board of Directors attending the Board meeting, either in their own name or on behalf of a representative.</p> <p>The deliberations of the Board of Directors are recorded in minutes signed by the Chairman of the meeting and by at least one director who took part in the meeting. If the Chairman is unable to attend, the minutes shall be signed by at least two directors.</p> <p>4 - The Board of Directors lays down its operating procedures in accordance with the law and the Articles of Association. It may decide to set up committees to examine issues submitted to them by the Board or its Chairman. The composition and powers of each of these committees, which carry out their activities under its responsibility, are set by the Board of Directors in its internal regulations.</p> <p>5 - The Board of Directors also lays down the decisions and/or actions that require its prior authorisation in its internal rules.</p> <p>6 - All persons attending meetings of the Board of Directors are required to exercise discretion with regard to the information they provide and to observe a general duty of confidentiality.</p>
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## Within the competence of the Ordinary General Meeting

### **Twenty-fifth resolution - Powers granted for the purpose of formalities**

The General Meeting, acting under the quorum and majority conditions applicable to Ordinary General Meetings, grants all powers to the bearer of copies or extracts of these minutes to carry out all necessary formalities.