

Combined general meeting dated April 28, 2023 at 10:am

Draft Resolutions

Resolutions for consideration by the Ordinary Annual General Meeting

First resolution

(Approval of the corporate transactions and financial statements for the year ended December 31, 2022 - Approval of non-tax deductible expenses and charges)

The General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, and after considering the management report of the Board of Directors (which includes the report on corporate governance in a specific section), the Statutory Auditors' reports, and the corporate financial statements at December 31, 2022:

- approves the corporate financial statements for the year ended December 31, 2022, as presented by the Board of Directors, showing profit after tax of €51,874,968.00, and the transactions reflected in these financial statements and summarized in these reports,
- approves, further to Article 223 quater of the French Tax Code, the amount of expenses and charges covered by Article 39-4 of the French Tax Code mentioned in these financial statements, totaling €50,931, and the amount of the corresponding tax charge, of €12,733.

Second resolution

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

The General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, and after considering the management report of the Board of Directors (which includes the report on the management of the Group in a specific section), the Statutory Auditors' reports, and the consolidated financial statements at December 31, 2022, approves the consolidated financial statements for the year ended December 31, 2022 as presented by the Board of Directors showing consolidated profit attributable to company shareholders of €44,608,000, and the transactions reflected in these financial statements and summarized in these reports.

Third resolution

(Allocation of earnings)

The General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, having noted that the net profit for the 2022 financial year amounts to €51,874,968.00, that the legal reserve is full, and that retained earnings amount to €105,201,653, decides on the following allocation of earnings as proposed by the Board of Directors:

- Dividend payment: €8,643,505.20, and
- Allocation of the balance of €43,231,462.80 to retained earnings.

The gross dividend payment for the year is set at €1.10 (one euro and ten cents) per share.

The ex-dividend date is set at July 7, 2023 and the dividend will be paid from July 11, 2023.

The amount corresponding to the dividend not paid on own shares held by the Company on the ex-dividend date will be allocated to Retained earnings.

When paid to natural persons domiciled in France for tax purposes, the gross dividend amount is subject to a withholding tax at the flat rate of 12.8% (Article 200 A of the French Tax Code) and social security contributions at the rate of 17.2%. This flat rate withholding tax does not discharge the income tax liability but constitutes an interim income tax deducted from the tax due the following year. On the taxpayer's express, irrevocable request, applicable to all dividends, the dividend may be taxed according to the progressive income tax scale after application of a 40% allowance (Article 200 A, 2, and 158 3-2° of the French Tax Code).

In accordance with the provisions of Article 243 bis of the French Tax Code, the Meeting is hereby informed that for the last three financial years, the distribution of dividends and income has been as follows:

For the year	Income eligible for the 40% allowance		Income not eligible for the 40% allowance
	Dividends	Other distributed income	
2019	€7,464,845.40* or €0.95 per share	-	-
2020	€7,464,845.40* or €0.95 per share	-	-
2021	€7,857,732.00* or €1 per share	-	-

* Including the amount of the dividend on own shares which is not paid and is allocated to the retained earnings account.

Fourth resolution

(Related-party agreements)

The General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, having considered the Statutory Auditors' special report on the related-party agreements referred to in Articles L.225-38 et seq of the French Commercial Code, notes that no new related-party agreement was entered into during the past financial year.

Fifth resolution

(Appointment of Anne-Brigitte Spitzbarth as an independent director)

The General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, notes that the directorship of Pascaline de Dreuzy expires at the end of this Meeting, and, following a proposal made by the Board of

Directors, decides to appoint Anne-Brigitte Spitzbarth as an independent director for a period of three years which will end at the General Meeting held in 2026 to approve the financial statements for the previous year.

Sixth resolution

(Appointment of Nathalie Tarnaud-Laude as an independent director)

The General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, notes the end of the directorship of Nadine Koniski-Ziadé, which expires at the end of this Meeting, and, following a proposal made by the Board of Directors, decides to appoint Nathalie Tarnaud-Laude as an independent director for a period of three years which will end at the General Meeting held in 2026 to approve the financial statements for the previous year.

Seventh resolution

(Appointment of Guillaume Cadiou as an independent director)

The General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, and following a proposal made by the Board of Directors, decides to appoint Guillaume Cadiou as a new independent director for a period of four years which will end at the General Meeting held in 2027 to approve the financial statements for the previous year. This appointment is subject to the favorable opinion of the HATVP (the French High Authority for the Transparency of Public Life).

Eighth resolution

(Approval of the compensation policy for members of the Board of Directors, referred to in Article L.22-10-8 of the French Commercial Code)

Pursuant to Article L.22-10-8 of the French Commercial Code, the General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, having considered the report on corporate governance, approves the compensation policy for members of the Board of Directors as presented in the report on corporate governance in chapter 4.2.1 of the 2022 Universal Registration Document.

Ninth resolution

(Approval of the compensation policy for the Chairman of the Board of Directors, referred to in Article L.22-10-8 of the French Commercial Code)

Pursuant to Article L.22-10-8 of the French Commercial Code, the General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, having considered the report on corporate governance, approves the compensation policy for the Chairman of the Board of Directors as presented in the report on corporate governance in chapter 4.2.1.2 of the 2022 Universal Registration Document.

Tenth resolution

(Approval of the compensation policy for the Chief Executive Officer, referred to in Article L.22-10-8 of the French Commercial Code)

Pursuant to Article L.22-10-8 of the French Commercial Code, the General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, having considered the report on corporate governance, approves the compensation policy for the Chief Executive Officer as presented in the report on corporate governance in chapter 4.2.1.3 of the 2022 Universal Registration Document.

Eleventh resolution

(Setting of the total annual compensation awarded to the Directors for their activities in accordance with the provisions of Article L.225-45 of the French Commercial Code)

In accordance with the provisions of Article L.225-45 of the French Commercial Code, the General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, having considered the report of the Board of Directors and based on a proposal by the Board of Directors, sets the total amount of compensation awarded to the Directors for 2023 at €175,000.

Twelfth resolution

(Approval of the information referred to in paragraph I. of Article L.22-10-9 I of the French Commercial Code relating to the compensation of corporate officers)

In accordance with Article L.22-10-34 I of the French Commercial Code, the General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, having considered the report on corporate governance, approves the information referred to in paragraph I. of Article L.22-10-9 of the French Commercial Code as presented in the report on corporate governance prepared in compliance with article L.225-37 of the same Code and featuring in chapter 4.2.2 of the 2022 Universal Registration Document.

Thirteenth Resolution

(Approval of the compensation and benefits of all kinds paid in 2022 or awarded in respect of 2022 to Joël Séché, Chairman of the Board of Directors)

In accordance with Article L.22-10-34 II of the French Commercial Code, the General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, having considered the report on corporate governance, approves the total compensation and benefits paid in 2022 or awarded in respect of 2022 to Joël Séché, Chairman of the Board of Directors, as described in the report on corporate governance prepared in compliance with Article L.225-37 of the French Commercial Code and included in chapter 4.2.2.1 of the 2022 Universal Registration Document.

Fourteenth Resolution

(Approval of the compensation and benefits of all kinds paid in 2022 or awarded in respect of 2022 to Maxime Séché, Chief Executive Officer)

In accordance with Article L.22-10-34 II of the French Commercial Code, the General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, having considered the report on corporate governance, approves the total compensation and benefits paid in 2022 or awarded in respect of 2022 to Maxime Séché, Chief Executive Officer, as described in the report on corporate governance prepared in compliance with Article L.225-37 of the French Commercial Code and included in chapter 4.2.2.2 of the 2022 Universal Registration Document.

Fifteenth resolution

(Authorization to be given to the Board of Directors to allow the Company to purchase its own shares, for a period of eighteen (18) months)

The General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, having considered the report of the Board of Directors and in accordance with the provisions of Articles L.22-10-62 et seq and L.225-210 et seq of the French Commercial Code, authorizes the Board of Directors, with the right of delegation provided for by law, to purchase the Company's own shares, representing up to 10% of the shares comprising the share capital, at any time. This amounts to 785,773 shares at the date of convening this Annual General Meeting.

The Annual General Meeting notes that, pursuant to Article L.22-10-62 of the French Commercial Code, when shares are purchased to enhance liquidity, the number of shares taken into account when calculating the 10% limit referred to above corresponds to the number of shares purchased less the number of shares sold during the period covered by the authorization.

The General Meeting decides that the Board of Directors, with the right of delegation provided for by law, may buy the Company's own shares for the following purposes:

- to allow market-making or liquidity enhancement on the Séché Environnement share by an investment services provider operating under a liquidity agreement in compliance with practice authorized by the AMF or any other applicable provisions,
- to award or sell shares to all or some employees and/or corporate officers of the Company and/or Group to allow them to share in the profits generated by the Company's expansion, under the terms and conditions provided for by law, notably for the award of stock options or as part of Company or Group savings plans or free share awards and/or any other form of share awards for the Group's employees and/or corporate officers,
- to award or sell shares to all or some employees and/or corporate officers of the Company and/or Group to allow them to share in the profits generated by the Company's expansion, under the terms and conditions provided for by law, notably for the award of stock options or as part of Company or Group savings plans or free share awards and/or any other form of share awards for the Group's employees and/or corporate officers,
- to award shares on the exercise of rights attached to securities redeemable for the Company's shares, and in particular to meet obligations arising in respect of debt securities exchangeable for shares,
- to hold and subsequently grant shares in exchange or payment for a merger, acquisition, demerger, or contribution of assets,
- to reduce the share capital by canceling the shares duly acquired, subject to approval by an Extraordinary Annual General Meeting,
- to achieve any other purpose currently authorized or which should subsequently be authorized by laws or by regulations; in such cases, the Company shall inform its shareholders via a press release or any other means provided for in current regulations.

The maximum purchase price is set at €140 per share (excluding acquisition costs), it being specified that in case of a corporate action, in particular a stock split or reverse stock split, or the award of free shares to shareholders, the amount indicated above may be adjusted by the same proportion (multiplier equal to the ratio of the number of shares comprising the share capital before the transaction and the number after the transaction). Under Article R.225-151 of the French Commercial Code, the General Meeting sets the maximum amount the Company may assign to the share buyback program authorized above at €110,008,220.

The General Meeting decides that the Board of Directors may use this authorization at any time it deems useful, including during a pre-offer period or in case of a public offer for the Company's shares or one made by the Company.

The General Meeting decides that the purchase, sale or transfer of shares may be completed and paid for by any means, including the use of options, derivatives, block-buying mechanisms, either on the market or over the counter, warrants, or public offers, subject to the blackout periods stipulated in the laws and regulations.

The General Meeting grants the Board of Directors full powers, with the right of delegation provided for by law, to approve all decisions, reach all agreements, carry out all formalities and, in general, take any steps necessary to implement this authorization.

This authorization is granted for a period of eighteen (18) months. It terminates and replaces the unused portion of the authorization granted by the thirteenth resolution of the Annual General Meeting of April 29, 2022, as of today's date.

Resolutions for consideration by the Extraordinary Annual General Meeting

Sixteenth resolution

(Granting of authority to the Board of Directors to increase the share capital by incorporating reserves, profits or additional paid-in capital, followed by the issue and free award of capital shares or the increase in the par value of existing shares, for a period of twenty-six (26) months)

The General Meeting, voting under the conditions required for Ordinary Meetings as to quorum and majority, pursuant to Articles L.225-129, L.225-129-2, L.225-130, and L.22-10-50 of the French Commercial Code, having considered the report of the Board of Directors, delegates its authority to the Board of Directors to decide to increase the share capital on one or more occasions in the ways and amounts it deems fit, by successively or simultaneously incorporating reserves, profits or additional paid-in capital, followed by the issue and free award of capital shares or the increase in the par value of existing shares, or a combination thereof.

The Shareholders' Meeting resolves that, should the Board of Directors makes use of this authorization, in accordance with the provisions of Articles L.225-130 and L.22-10-50 of the French Commercial Code, in the event of a capital increase in the form of free shares, fractional rights shall not be negotiable or transferable, and that the corresponding equity securities will be sold; the proceeds of the sale will be allocated to the holders of rights within the period provided for by the regulations.

The amount of the capital increase that may be completed under this resolution may not exceed the nominal amount of €157,154, it being stipulated that this limit (i) does not take into account the nominal amount of any capital increase completed to maintain the rights of holders of securities redeemable for shares, pursuant to the law and any contractual conditions that may apply, (ii) may not, in any case, exceed the amount of reserve, profit or additional paid-in capital accounts at the time of the capital increase, and (iii) will be limited by and deducted from the overall limit on capital increases set by the nineteenth resolution of this General Meeting or, where applicable, any overall limit set by a resolution of the same type that may succeed said resolution during the period for which this authorization applies.

The General Meeting grants full powers to the Board of Directors, with the right of delegation provided for by law, in accordance with the law and the Company's by-laws, to:

- implement this authorization, ensure its completion and make any necessary adjustments to take into account the impact of such operations on the Company's share capital;
- deduct the expenses of the capital increases from one or more available reserve accounts, on its own initiative, and, if it deems fit, to deduct from this amount any sums needed to increase the legal reserve; and
- complete all formalities required to complete each capital increase, note its completion, amend the by-laws accordingly and complete all formalities required to admit the securities issued under this authorization for trading.

This delegation is granted for a period of twenty-six (26) months. It terminates and replaces the unused portion of the authorization granted by the sixteenth resolution of the Annual General Meeting of April 30, 2021, as of today's date.

Seventeenth resolution

(Authorization granted to the Board of Directors to grant stock options to salaried employees and/or corporate officers of Group companies, implying the waiver by shareholders of their pre-emptive rights, for a period of thirty-eight (38) months)

The General Meeting, voting under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report;

- authorizes the Board of Directors, in accordance with Articles L.225-177 et seq and L.22-10-56 et seq of the French Commercial Code, for a period of thirty-eight (38) months from the date of this General Meeting, to award, on one or more occasions, some or all salaried employees and/or corporate officers of the Company and or companies or groups affiliated to it, as described in the French Commercial Code, within the limits set by applicable laws, stock options to subscribe for new shares in the Company to be issued through a capital increase, and/or stock options conferring the right to purchase shares acquired by the Company in accordance with the law;
- decides that the total number of stock subscription or purchase options granted under this authorization may not give rights to a number of shares greater than 2% of the share capital as of the date of the Board of Directors' meeting that decides to award the stock options, it being understood that (i) the total number of outstanding stock options not yet exercised may not give holders the right to subscribe for a number of shares in excess of legal limits, and (ii) the maximum number of new shares that may be issued through the exercise of stock subscription options granted under this resolution will be limited by and deducted from the overall limit on capital increases set in the nineteenth resolution of this Meeting, or, where applicable, any overall limit set by a resolution of the same type that may succeed said resolution during the period for which this authorization applies validity of this authorization;
- decides that the total number of stock options granted to corporate officers of the Company under this authorization may not exceed 2% of the limit set in the previous paragraph;
- decides that the limits set in the two previous paragraphs do not take into account the nominal amount of shares that will need to be issued, in accordance with the law and with contractual stipulations, as applicable, to maintain the rights of holders of rights or securities redeemable for shares.

This authorization implies the waiver by shareholders of their pre-emptive rights to subscribe for the shares thus issued, in favor of recipients of the stock options.

The share subscription or purchase price will be set by the Board of Directors on the date on which the options will be granted, within the limits and subject to the terms set out by law, without applying a discount as provided for in Articles L.225-177 and L.225-179 of the Commercial Code. The stock options may be exercised by recipients within ten (10) years of being granted.

The General Meeting decides to grant the Board of Directors full powers to implement this authorization, and in particular to:

- set the general stock option policy, the type of stock options to be awarded and the dates on which they shall be awarded;
- set the dates of each award, set the terms under which the options will be granted, in particular performance requirements and clauses prohibiting the immediate sale of all or some of the shares for a maximum of three years, and, decide on the list of recipients and the number of options awarded to each recipient;
- set the terms of exercise of the options, and in particular the exercise periods, it being understood that the Board of Directors may retain the option of temporarily suspending the exercise of stock options in accordance with legal and regulatory provisions; and amend the characteristics, conditions and periods in which stock options may be exercised, subject to the limits set out in law and compliance with the applicable formalities;
- establish the conditions governing how the price and number of shares to be subscribed for or purchased will be adjusted in the cases authorized by the law;
- determine the time limit, which may not exceed ten (10) years, within which the recipients shall be entitled to exercise their options and the exercise periods of the options;
- complete, with the right of delegation provided for by law, all necessary formalities required to finalize the capital increase or increases that may be required under the authorization granted in this resolution, and charge the amounts needed to supplement the legal reserve;
- amend, with the right of delegation provided for by law, the by-laws accordingly;
- and generally carry out any formalities required to implement this authorization, in compliance with applicable legislation.

The Board of Directors will inform the Ordinary General Meeting of transactions carried out under this authorization each year, in accordance with the applicable legal and regulatory requirements.

This authorization terminates with immediate effect the unused portion of the previous authorization granted in the twenty-third resolution approved by the General Meeting of April 30, 2020.

Eighteenth resolution

Authorization to award free shares – either existing or to be issued – to corporate officers and/or salaried employees, implying the waiver by shareholders of their pre-emptive rights, for a period of thirty-eight (38) months)

The General Meeting, voting under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors' report and of the Statutory Auditors' special report, authorizes the Board of Directors to award, on one or more occasions, for a period of thirty-eight (38) months as of the date of this Meeting, some or all corporate officers and/or salaried employees of the Company or companies or groups affiliated to it, as described in Articles L.225-197-2 and L.22-10-59 of the French Commercial Code, free existing shares or shares to be issued, in accordance with Articles L.225-197-1, L.225-197-2 and L.22-10-59 of the French Commercial Code.

The total number of free shares that may be awarded under this authorization (i) may not exceed 2% of the share capital on the date of the Board of Directors' meeting that decides to make the free share award, and (ii) within this limit, the total number of shares awarded to corporate officers may not exceed 2% of said limit, it being stipulated that the maximum nominal amount of capital increases that may be carried out for free share awards made under this authorization shall be limited by and deducted from the overall limit on capital increases set by the nineteenth resolution of this Meeting, or, where applicable, any overall limit set by a resolution of the same type that may succeed said resolution during the period for which this authorization applies. These limits do not take into account the nominal amount of shares that will need to be issued to maintain the rights of holders of rights or securities redeemable for shares, as applicable, and in accordance with the law.

The award of shares to recipients will be final after a vesting period, the length of which will be set by the Board of Directors and which may not be less than one year.

As applicable, recipients will be required to hold the shares for a length of time, to be set by the Board of Directors, at least equal to the time needed to ensure that the total length of the vesting period and the holding period, as applicable, is greater than two years.

As an exception, the final award may be made during the vesting period in the event the recipient becomes disabled with a second or third category of disability as defined in Article 341-4 of the Social Security Code.

The free shares awarded may consist in existing or new shares. If new shares are awarded, the General Meeting authorizes the Board of Directors to complete one or more capital increases by incorporating reserves, profits or additional paid-in capital to issue shares subject to the terms of this resolution, and notes that if new shares are issued, this authorization implies the waiver by shareholders of their pre-emptive rights and of the portion of reserves or additional paid-in capital incorporated into the share capital pursuant to the issuance of new shares, in favor of recipients of the free share awards, with the corresponding capital increase being finally completed by the fact of awarding the shares to the recipients. When the award applies to existing shares, this authorization implies the waiver by shareholders of all rights in respect of the free shares awarded.

As the decision to award free shares lies with the Board of Directors, it must determine the identity of the recipients of the shares and the number of shares awarded to each recipient, set the terms and conditions of the award and, as applicable, the criteria for the award of shares.

Full powers are granted to the Board of Directors to implement this authorization, as applicable, and in particular to:

- decide whether the shares awarded will be existing shares or new shares to be issued and, as applicable, modify the decision before the final award of the shares, note the existence of sufficient reserves, as applicable, and, if it wishes, transfer the amounts needed to pay up the new shares to a reserve account, for each award;
- during the vesting period, as necessary, adjust the number of free shares awarded to maintain recipients' rights subsequent to any corporate actions; any shares awarded in respect of these adjustments will be considered to be awarded on the same date as the shares initially awarded, it being understood that the Board of Directors may provide for the temporary suspension of the award of shares;
- in the event new shares are issued, at the appropriate time, as applicable, charge the amounts needed to pay up the shares against reserves, profits or additional paid-in capital, note the completion of the capital increases, complete the necessary procedures and generally carry out all necessary formalities;
- as applicable, purchase the required shares under a share buyback program and assign said shares to the free share award;
- take all necessary measures to ensure that the recipients observe mandatory holding periods, as applicable;
- amend the award plan within the limits set by law and subject to compliance with the applicable formalities;
- and generally carry out any formalities required to implement this authorization, in compliance with applicable legislation.

This authorization terminates with immediate effect the unused portion of the previous authorization granted in the fourth resolution approved by the General Meeting of April 30, 2020.

Nineteenth resolution

(Overall limit on capital increases)

The General Meeting, voting under the conditions required for Extraordinary Meetings as to quorum and majority, having considered the Board of Directors' report, in accordance with Article L.225-129-2 of the French Commercial Code, sets the overall limit for any immediate or future capital increase resulting from all issues of shares or other securities under the authorizations granted to the Board of Directors in the sixteenth to eighteenth resolutions of this General Meeting and by the fifteenth to nineteenth resolutions of the General Meeting of April 29, 2022, at a

nominal amount of three hundred and fourteen thousand three hundred and nine euros (€314,309), it being understood that this limit will be increased by any amounts needed for adjustments to the capital that may be required, in accordance with the laws and regulations in effect or contractual terms, following the issue of securities or rights redeemable for shares.

This resolution terminates and replaces the unused portion of the twentieth resolution of the Annual General Meeting of April 29, 2022.

Twentieth resolution

(Powers to complete legal formalities)

Full powers are granted to the holder of an original copy, an abstract or a certified copy of these resolutions to carry out all publication and/or filing formalities required by law.