



SECHE ENVIRONNEMENT

A limited company (société anonyme) with capital of €1,571,546.40

Registered offices: Lieu-dit « Les Hêtres » – 53811 Changé

306 917 535 RCS Laval

Combined general meeting dated April 26, 2024 at 10:am

Text of the draft resolutions

Resolutions falling within the competence of the Ordinary General Meeting

Resolution 1

(Approval of the operations and financial statements for the financial year ended December 31, 2023 – Approval of non-tax deductible charges and expenses)

The General Meeting, making decisions under the quorum and majority conditions required for the Ordinary General Meetings, after reading the management report of the Board of Directors (which includes in a specific section the corporate governance report and the non-financial performance report), the reports of the statutory auditors, and the financial statements as at December 31, 2023:

- approves the financial statements for the year ended December 31, 2023 as presented to it by the Board of Directors, which show a net income after tax of €44,039,341.37, as well as the transactions reflected in these financial statements and summarized in these reports; and

- approves, pursuant to Article 223 Point 4 of the French Tax Code, the amount of expenses and charges referred to in Article 39-4 of the French Tax Code mentioned in these accounts, which amounts to €68,241 during the past financial year, as well as the amount of the resulting tax, i.e., €17,060.

Resolution 2

(Approval of the consolidated financial statements for the financial year ended December 31, 2023)

The General Meeting, making decisions under the quorum and majority conditions required for the Ordinary General Meetings, after reading the management report of the Board of Directors, which includes in a specific section the report on the Group's management), the reports of the statutory auditors, as well as the consolidated financial statements as at December 31, 2023, approves the consolidated financial statements for the year ended December 31, 2023, as

presented to it by the Board of Directors, which show a net consolidated income (Group share) of €47,828,000, as well as the transactions reflected in these financial statements and summarized in these reports.

Resolution 3

(Allocation of earnings)

The General Meeting, making decisions under the quorum and majority conditions required for the Ordinary General Meetings, after having noted that the net income for the 2023 financial year amounts to €44,039,341.37, that the legal reserve is fully paid up, and that the retained earnings amount to €148,490,784.41, decides on the following allocation of the income proposed by the Board of Directors:

- dividend payment: €9,429,278.40, and
- allocation of the balance of €34,610,062.97 to retained earnings.

The dividend to be distributed for the financial year is thus set at €1.20 (one euro and twenty cents) gross per share.

The ex-dividend date is set at July 8, 2024 and the dividend will be paid from July 10, 2024.

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

When it is paid to natural persons domiciled for tax purposes in France, the dividend is subject to a flat-rate deduction from the gross dividend at the flat rate of 12.8% (Article 200 A of the French Tax Code) and to social security contributions at the rate of 17.2%. This flat-rate contribution is not a discharge from income tax, but constitutes a prepayment of income tax, chargeable to 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 notes that it has been reminded that the dividend distributions and revenues in the last three financial years were as follows:

For the financial year	Income eligible for the 40% allowance		Income not eligible for the 40% allowance
	Dividends	Other distributed income	
2020	€7,464,845.40* or €0.95 per share	-	-
2021	€7,857,732.00* or €1 per share	-	-
2022	€8,643,505.20* or €1.10 per share.	-	-

* Including the amount of the dividend corresponding to the unpaid treasury shares and allocated to the retained earnings account.

Resolution 4

(Related-party agreements)

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings, after hearing the reading of the special report of the statutory auditors on the agreements under Articles L.225-38 et seq. of the French Commercial Code, notes that there have been no new related-party agreements during the past financial year.

Resolution 5

(Renewal of Maxime Séché's term as a Director)

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings, takes note that the term of Maxime Séché as director expires at the end of this General Meeting, and decides to renew his term for a period of three years, which will expire at the end of the General Meeting convened in 2027 to approve the financial statements for the previous year.

Resolution 6

(Non-renewal of KPMG's term as joint statutory auditor)

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings, on the proposal of the Board of Directors, decides not to renew KPMG's term as joint statutory auditor, which ends at the end of this General Meeting convened to approve the financial statements for financial year 2023.

Resolution 7

(Acknowledgement of the expiry of MAZARS' term of office as joint statutory auditor)

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings, acknowledges that the term of office of MAZARS as joint statutory auditor expires at the end of this General Meeting convened to approve the financial statements for financial year 2023.

Resolution 8

(Renewal of MAZARS as joint statutory auditor)

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings, and on the proposal of the Board of Directors, decides to reappoint MAZARS as joint statutory auditor, a Société anonyme with a Management Board and Supervisory Board, whose head office is located at 61, rue Henri Regnault, 92400 Courbevoie, registered under number 784 824 153 RCS Nanterre, for a period of six years, which will end at the end of the Ordinary General Meeting convened to approve the financial statements for the financial year 2029.

Resolution 9

(Appointment of RSM as joint statutory auditor)

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings, on the proposal of the Board of Directors, decides to appoint as joint statutory auditor the company RSM Ouest SARL, a company registered on the list of statutory auditors under number 78090018, whose head office is located at 18, avenue Jacques Cartier, 44818 Saint Herblain, France, registered under number 864 800 388 in the Nantes Trade and Companies Register, for a period of six years, which will end at the end of the Ordinary General Meeting convened to approve the financial statements for the financial year 2029.

Resolution 10

(Appointment of new Sustainability Information Auditor)

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, and on the recommendation of the Board of Directors, resolves to appoint GRANT THORNTON, a company registered as a statutory auditor, with its registered office at 29 rue du Pont, 92200 Neuilly-Sur-Seine, for a period of three financial years ending at the close of the Ordinary General Meeting called to approve the financial statements for the year ending December 31, 2026.

Resolution 11

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

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings and having read the corporate governance report, approves, in accordance with the provisions of Article L 22-10-8 of the French Commercial Code, the compensation policy for members of the Board of Directors as presented in the corporate governance report contained in section 5.2.1.1 of the 2023 Universal Registration Document.

Resolution 12

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

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings and having read the corporate governance report, approves, in accordance with the provisions of Article L 22-10-8 of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors as presented in the corporate governance report contained in section 5.2.1.2 of the 2023 Universal Registration Document.

Resolution 13

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

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings and having read the corporate governance report, approves, in accordance with the provisions of Article L 22-10-8 of the French Commercial Code, the compensation policy for the Chief Executive Officer as presented in the corporate governance report contained in section 5.2.1.3 of the 2023 Universal Registration Document.

Resolution 14

(Fixing the total annual amount allocated to the Directors as compensation for their activity in accordance with the provisions of Article L.225-45 of the French Commercial Code)

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings, after reading the report of the Board of Directors and on the proposal of the Board of Directors, decides to set the total annual amount allocated to the directors for financial year 2024 as compensation for their activity in accordance with the provisions of Article L.225-45 of the French Commercial Code at the sum of €175,000.

Resolution 15

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

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings and having read the corporate governance report, approves, in accordance with the provisions of Article L.22-10-34 I of the French Commercial Code, the information mentioned in Article L.22-10-9 I of the French Commercial Code as presented in the corporate governance report drawn up pursuant to Article L.225-37 of the same code, and appearing in the section 5.2.2 of the 2023 Universal Registration Document.

Resolution 16

(Approval of the elements of compensation and benefits of any kind paid during the past financial year or allocated for the same financial year to Joël Séché, Chairman of the Board of Directors)

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings and having read the corporate governance report, approves, in accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, the elements making up the total compensation and benefits of any kind paid during financial year 2023 or awarded for the same financial year to Joël Séché, Chairman of the Board of Directors, as presented in the corporate governance report drawn up pursuant to Article L.225-37 of the French Commercial Code and appearing in section 5.2.2.1 of the 2023 Universal Registration Document.

Resolution 17

(Approval of the elements of compensation and benefits of any kind paid during the past financial year or awarded for the same financial year to Maxime Séché, Chief Executive Officer)

The General Meeting, making decisions under the quorum and majority conditions required for ordinary general meetings and having read the corporate governance report, approves, in accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, the elements making up the total compensation and benefits of any kind paid during financial year 2023 or awarded for the same financial year to Maxime Séché, Chief Executive Officer, as presented in the corporate governance report drawn up pursuant to Article L.225-37 of the French Commercial Code and appearing in section 5.2.2.2 of the 2023 Universal Registration Document.

Resolution 18

(Authorization to be given to the Board of Directors for buyback by the Company of its own shares for a duration of eighteen (18) months)

The General Meeting, making decisions under the quorum and majority conditions required for Ordinary General Meetings, having read 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, Articles 241-1 et seq. of the General Regulation of the French Financial Markets Authority and the European regulations applicable to market abuse resulting from European Regulation (EU) No.596/2014 of April 16, 2014, authorizes the Board of Directors, with the right of further delegation under the conditions provided for by law, to buy or have the Company buy a total number of its own shares representing up to 10% of the shares making up the Company's share capital, at any time whatsoever, this limit being assessed at the time of buybacks.

The General Meeting notes that, in accordance with Article L.22-10-62 of the French Commercial Code, when the shares are redeemed to promote liquidity, the number of shares taken into account for calculating the 10% limit provided for above corresponds to the number of shares purchased, less the number of shares resold during the term of the authorization.

The General Meeting decides that the Board of Directors, with the right of further delegation under the conditions provided for by law, may have the Company purchase its own shares with a view to:

- stimulating the secondary market or the liquidity of the S  ch   Environnement share by an investment service provider through a liquidity contract in accordance with the practice accepted by the French Financial Markets Authority or any other applicable provision
- awarding or transferring shares to employees and/or corporate officers of the Company and/or its Group, or some of them, under the conditions and in accordance with the procedures provided for by law, in particular for (i) the award of stock purchase options, (ii) the free award of shares, (iii) share ownership operations reserved for members of one or more company savings plans, or any other savings plan provided for by the applicable regulations, set up within the Company or a company or a group of companies, French or foreign, which are linked to it within the meaning of Article L.3344-1 of the French Labor Code and Article L.225-180 of the French Commercial Code, and carried out under the conditions of Articles L.3331-1 et seq. of the French Labor Code by disposal of the shares previously acquired by the Company in the context of this resolution, or providing for a free

award of these shares under a contribution in securities of the Company and/or in substitution for the discount, and/ or (iv) any other forms of allocating shares for the benefit of employees and/or corporate officers of the Company and related companies,

- awarding shares upon the exercise of rights attached to transferable securities providing immediate or future access to the share capital, including for the purpose of settling obligations arising from debt securities convertible into shares,
- retaining to subsequently award shares in exchange for or as consideration for possible external growth, merger, division or contribution operations (it being specified that in this case the total number of its own shares acquired by the Company may not exceed a number representing up to 5% of the shares constituting the Company's share capital)
- reducing the share capital by canceling the shares thus acquired, subject to the approval of the Extraordinary General Meeting; and
- any other purpose authorized or which may be authorized by law or the legislation in force or by any market practice which may be admitted by the French Financial Markets Authority, in which case the Company will inform its shareholders by means of a press release or any other means provided for by the regulations in force.

The maximum unit purchase price is set at €150 (excluding acquisition costs), it being specified that in the event of an operation involving the capital, in particular the division or consolidation of shares or the free award of shares to shareholders, the aforementioned amount will be adjusted in the same proportions (multiplying factor equal to the ratio between the number of shares making up the capital before the operation and the number of shares after the operation). Pursuant to Article R. 225-151 of the French Commercial Code, the General Meeting sets at €117,865,950 the maximum total amount that the Company may allocate to the above authorized share buyback program, on the basis of the share capital on the day this General Meeting is convened.

The General Meeting decides that the Board of Directors may use the authorization granted for the periods it deems fit, including in the pre-offer and public offer period in the event of a public offer relating to the Company's securities or initiated by the Company.

The General Meeting decides that the acquisition, disposal or transfer of shares may be made on one or more occasions and paid for by any means, including the use of optional mechanisms or derivative instruments, blocks of securities, on or off the market, warrants, or a public offer, subject to periods of abstention provided for by the legal and regulatory provisions.

The General Meeting gives full powers to the Board of Directors, with the right of sub-delegation under the conditions provided for by law, to execute all deeds, sign all agreements, carry out all formalities and generally do what is necessary for the application of this authorization.

This authorization is given for a period of eighteen (18) months. It terminates and replaces, as of this date, that previously granted by resolution 15 of the Company's General Meeting of April 28, 2023, up to the unused part.

Resolutions falling within the competence of the Extraordinary General Meeting

Resolution 19

(Authorization to be given to the Board of Directors to reduce the capital by cancellation of shares for a duration of eighteen (18) months)

The General Meeting, making decisions under the quorum and majority conditions required for Extraordinary General Meetings, after taking note of the report of the Board of Directors and the special report of the statutory auditors, authorizes the Board of Directors, with the power of further delegation, in accordance with Article L. 22-10-62 of the French Commercial Code:

- to proceed, at its sole discretion, on one or more occasions, to cancel all or part of the treasury shares held and acquired by the Company as part of the buyback program of its own shares subject to resolution 18 submitted to this General Meeting or the buyback programs previously authorized, as well as in the context of any buyback programs that might be authorized by subsequent General Meetings,
- to carry out, in due proportion, the capital reduction, on one or more occasions, in the proportions and at the times it decides, within the limit of 10% of the share capital (as the case may be, as adjusted to take into account the operations carried out on the capital after the date of this Meeting), in periods of 24 months
- to adopt the final amount of the capital reduction(s) that it will decide, to set the terms and conditions for doing so and to record the realization, to allocate, if necessary, the difference between the nominal value of the canceled shares and their nominal amount on all the reserve and/or premium items, to make the corresponding amendment to the Articles of Association, to carry out any and all formalities and, in general, to do what is necessary.

This authorization is given for a period of twenty-four months. It terminates and replaces, as of this date, that previously granted by the resolution 14 of the Company's General Meeting of April 29, 2022, up to the unused part, as the case may be.

Resolution 20

(Delegation of authority to the Board of Directors to decide on the issue of shares, equity securities and/or transferable securities providing access to the capital of the Company or its parent company or a subsidiary, or on the award of debt securities, with maintenance of the shareholders' pre-emptive subscription right for a duration of twenty-six (26) months)

The General Meeting, making decisions under the quorum and majority conditions required for Extraordinary General Meetings, after reading the report of the Board of Directors and the special report of the statutory auditors, particularly within the framework of Articles L.225-127, L.225-129 et seq. of the French Commercial Code, and in particular Articles L.225-129-2 and L.228-91 et seq. of the French Commercial Code:

1) delegates to the Board of Directors for a period of twenty-six (26) months from this Meeting, its authority for the purpose of deciding, at its sole discretion, on one or more occasions, with the right of sub-delegation under the conditions provided for by law, in the proportions and at the times that it deems appropriate (including in the pre-offer and public offer period), both in France and abroad, in euros or foreign currency or unit of account established by reference to several currencies, the issuance, in return for payment or free of charge, with maintenance of the shareholders' pre-emptive subscription right:

- i. shares of the Company
 - ii. equity securities providing access to other existing equity securities or providing entitlement to the award of debt securities of the Company
 - iii. transferable securities providing access to equity securities to be issued by the Company; transferable securities providing access to equity securities to be issued by a company (a) more than half of whose capital the Company directly or indirectly owns (the "Subsidiary") or (b) which directly or indirectly owns more than half of the capital of the Company (the "Parent Company"); and
 - iv. transferable securities which are equity securities providing access to existing equity securities or providing the right to the award of debt securities of an entity in which the Company directly or indirectly holds rights in the capital;
- 2) decides that the subscription to the shares, equity securities and/or transferable securities referred to above may be made in cash or by offsetting debts;

3) decides that the nominal amount of the immediate or future capital increase resulting from all the issues made under this delegation given to the Board of Directors may not be greater than three hundred and fourteen thousand, three hundred and nine (314,309) euros or its equivalent in any other authorized currency, it being specified that (i) the total nominal amount of capital increases made pursuant to this delegation will be limited by, and will be deducted from, the overall limit of capital increases provided for by resolution 25 of this meeting or, as the case may be, from the overall limit possibly provided for by a resolution of the same nature that may follow said resolution during the period of validity of this delegation and (ii) these limits do not take into account the nominal amount of the shares that should be issued to preserve the rights of the holders of securities or transferable securities providing access to the capital in the future;

4) decides that the Board of Directors could establish for the benefit of the shareholders a subscription right on a reducible basis to the shares, equity securities and/or transferable securities which would be exercised in proportion to the subscription rights they have and within the limit of their requests. If the subscriptions on an irreducible and, where applicable, on a reducible basis have not absorbed the entire issue, the Board of Directors may, in the order it determines, use the following powers (or some of them only):

- either limit, in accordance with and under the conditions provided for by law, the amount of the operation to the amount of the subscriptions received, provided that it reaches at least three-quarters of the decided issue;
- or freely distribute all or part of the unsubscribed securities
- or offer them to the public in whole or in part

5) acknowledges that the issue of transferable securities providing access to the Company's capital pursuant to this delegation automatically entails the waiver by the shareholders of their pre-emptive subscription right to the Company's equity securities to which these transferable securities may provide entitlement, immediately or in the future, in accordance with Article L.225-132 of the French Commercial Code;

6) decides that in the case of equity securities providing access to shares to be issued of a Subsidiary or the Parent Company, the general meeting of the Subsidiary or the Parent Company, as the case may be, must, on pain of nullity of the issue decision, authorize the issue and cancellation of the pre-emptive subscription right of its shareholders in respect of the shares to be issued;

7) decides that the issues of warrants of the Company may be made by subscription offer, but also by free award to the owners of old shares. In the event of the free award of warrants, the Board of Directors is entitled to decide that the distribution rights forming fractional shares will not be negotiable and that the corresponding securities will be sold.

8) decides that the maximum amount in principal of the debt securities issued under this delegation may not exceed eleven million, seven hundred and eighty-six thousand, six hundred (11,786,600) euros or the equivalent thereof in any other currency on the date of the issue decision, it being understood that (i) this amount is common to all the debt securities whose issue is delegated to the Board of Directors in accordance with this delegation or could be decided pursuant to resolutions 21 and 22 below and (ii) this amount is independent and distinct from the amount of the transferable securities which are debt securities providing the right to the award of other debt securities or providing access to existing equity securities whose issue does not fall within the competence of the Extraordinary General Meeting;

9) decides that in the event of the issue of debt securities, the Board of Directors will have full powers, with the right of further delegation under the conditions provided for by law, to determine their characteristics and in particular, to decide on their subordinate nature or not, to set their interest rate (fixed and/or variable, capitalized or not), their duration, the fixed or variable redemption price, with or without premiums, the amortization terms and the conditions under which these securities will give right to equity securities, these securities may be subject to buyback on the stock exchange or exchange offer by the Company;

10) decides that the Board of Directors will have all powers, with the right of sub-delegation, under the conditions provided for by law, to implement this delegation, and in particular:

- to proceed with the issues, to set the characteristics, conditions and terms;
- to establish the characteristics, conditions and terms of the transferable securities to be created, in particular the numbers of securities to be issued, the issue and subscription prices of the shares, securities or transferable securities, with or without premiums, their possibly retroactive date of enjoyment, the method of release, as well as, where applicable, the duration and the exercise price of the warrants or the terms of exchange, conversion, redemption, or award in any other way of equity securities or providing access to the capital, the terms of purchase on the stock exchange or exchanges, at any time or at specified periods

- to establish the conditions for preserving the rights of holders of securities or transferable securities providing future access to the Company's capital and to determine and make any adjustments to the conditions for future access to the capital of the securities or transferable securities, including warrants, in accordance with the legal and regulatory provisions;
- to provide for the possibility of suspending the exercise of the rights attached to the securities issued;
- to modify their characteristics during the useful life of the securities concerned, in compliance with the applicable formalities;
- to establish the conditions for the free award of independent warrants and to determine, where applicable, the terms of purchase on the stock exchange or exchanges, transferable securities and/or share or award as well as redemption warrants of these securities or transferable securities and to determine the fate of fractional securities;
- to establish the conditions for exercise of the pre-emptive subscription right and the negotiation procedures, if any
- to carry out all discounts on premiums and in particular those of the costs incurred by the realization of the issues, and to deduct the sums necessary to establish the legal reserve
- to record the realization of the capital increases and to make the corresponding amendment to the Articles of Association
- to sign all agreements and more generally take all measures to achieve the successful completion of the issues envisaged, for the listing and the financial service of the instruments issued.

This delegation terminates with immediate effect for its unused part the delegation given by the Extraordinary General Meeting of April 29, 2022, by the vote of its resolution 15.

Resolution 21

(Delegation of authority to the Board of Directors for the purpose of deciding on the issue of shares, equity securities and/or transferable securities giving access to the capital of the Company or its Parent Company or a Subsidiary, or on the award of debt securities, with elimination of the shareholders' pre-emptive subscription right by public offer (excluding offers to the public referred to in Article L.411-2(1) of the French Monetary and Financial Code) for a period of twenty-six (26) months)

The General Meeting, making decisions under the quorum and majority conditions required for Extraordinary General Meetings, after reading the report of the Board of Directors and the special report of the statutory auditors, particularly within the framework of Articles L.225-127, L.225-129 et seq. of the French Commercial Code, and in particular Articles L.225-129-2, L.225-135, L.225-136, L.228-91 et seq. of the French Commercial,

1) delegates to the Board of Directors for a period of twenty-six (26) months from this meeting, its authority for the purpose of deciding, at its sole discretion, on one or more occasions, with the right of sub-delegation under the conditions provided for by law, in the proportions and at the times that it deems appropriate (including in the pre-offer and public offer period), both in France and abroad, by an offer to the public excluding the offers referred to in Article L.411-2° (1) of the French Monetary and Financial Code, in euros or a foreign currency or unit of account established by reference to several currencies, the issuance, in return for payment or free of charge:

i. shares of the Company

ii. equity securities providing access to other existing equity securities or providing entitlement to the award of debt securities of the Company

iii. transferable securities providing access to equity securities to be issued by the Company

iv. transferable securities providing access to equity securities to be issued by a company (a) in which the Company directly or indirectly owns more than half of the capital (the "Subsidiary") or (b) which directly or indirectly owns more than half of the capital of the Company (the "Parent Company"); and

v. transferable securities which are equity securities providing access to existing equity securities or providing the right to the award of debt securities of an entity in which the Company directly or indirectly holds rights in the capital;

2) decides to eliminate the shareholders' pre-emptive subscription right to these shares, equity securities and/or transferable securities

3) decides that the subscription to the shares, equity securities and/or transferable securities referred to above may be made in cash or by offsetting debts

4) decides that the nominal amount of the immediate or future capital increase resulting from all the issues made under this delegation given to the Board of Directors may not be greater than forty-seven thousand, one hundred and forty-six (47,146) euros or its equivalent in any other authorized currency, it being specified that (i) the total nominal amount of capital increases made pursuant to this delegation will be limited by, and will be deducted from, the overall limit of capital increases provided for by resolution 25 of this meeting or, as the case may be, from the overall limit possibly provided for by a resolution of the same nature that may follow said resolution during the period of validity of this delegation and (ii) these limits do not take into account the nominal amount of the shares that should be issued to preserve the rights of the holders of securities or transferable securities providing access to the capital in the future;

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5) in accordance with the law, delegates to the Board of Directors the power to assess whether it is necessary to provide for an irreducible and/or reducible priority subscription period in favor of the shareholders, the minimum duration of which would be fixed in accordance with the applicable legal and regulatory provisions and to set this period, its terms and conditions of exercise, in accordance with the provisions of Article L.225-135 of the French Commercial Code.

If the subscriptions have not absorbed the entire issue, the Board of Directors may, in the order it determines, use the following powers (or only some of them):

- either limit, in accordance with and under the conditions provided for by law, the amount of the operation to the amount of the subscriptions received, provided that it reaches at least three-quarters of the decided issue;
- or freely distribute all or part of the unsubscribed securities

6) acknowledges that the issue of transferable securities providing access to the Company's capital pursuant to this delegation automatically entails the waiver by the shareholders of their pre-emptive subscription right to the Company's equity securities to which these transferable securities may provide entitlement, immediately or in the future;

7) decides that in the case of equity securities providing access to shares to be issued of a Subsidiary or the Parent Company, the general meeting of the Subsidiary or the Parent Company, as the case may be, must, on pain of nullity of the issue decision, authorize the issue;

8) decides that:

- the issue price of the shares issued under this delegation will be at least equal to the minimum price provided for by the legal and/or regulatory provisions applicable on the day of issue, with the possibility of adjusting this amount to take into account a difference in the date of enjoyment;
- the issue price of the transferable securities providing access to the capital and the number of shares to which they provide entitlement will be such that the sum immediately received by the Company or, in the event of the issue of transferable securities providing access to the equity securities of a Subsidiary or the Parent Company, by the Subsidiary or, as the case may be, by the Parent Company, plus, where applicable, that likely to be received subsequently by the Company, the Subsidiary or the Parent Company, as the case may be, or, for each share issued as a result of the issue of these transferable securities, at least equal to the minimum issue price defined in the preceding paragraph, corrected, if necessary, to take into account the difference in the date of enjoyment of the shares;

9) decides that the maximum amount in principal of the debt securities issued under this delegation may not exceed eleven million, seven hundred and eighty-six thousand, six hundred (11,786,600) euros or the equivalent thereof in any other currency on the date of the issue decision, it being specified that (i) this amount is common to all the debt securities whose issue is delegated to the Board of Directors in accordance with this resolution or could be decided pursuant to resolutions 20 and 22 of this General Meeting and (ii) this amount is independent and distinct from the amount of the transferable securities which are debt securities providing the right to the award of other debt securities or providing access to existing equity securities whose issue does not fall within the competence of the Extraordinary General Meeting;

10) decides that in the event of the issue of debt securities, the Board of Directors will have full powers, with the right of sub-delegation under the conditions provided for by law, to determine their characteristics and in particular, to decide on their subordinate nature or not, to set their interest rate (fixed and/or variable, capitalized or not), their duration, the fixed or variable redemption price, with or without premiums, the amortization terms and the conditions under which these securities will give right to equity securities, these securities may be subject to buyback on the stock exchange or exchange offer by the Company

11) decides that the Board of Directors will have all powers, with the right of sub-delegation, under the conditions provided for by law and by the Company's Articles of Association, to implement this delegation, and in particular:

- to proceed with the issues, establish their terms and conditions, and in particular establish the terms and conditions under which the transferable securities to be issued under this resolution will provide access to the capital of the Company, a Subsidiary or the Parent Company, all other terms and conditions for the realization of the issue(s) to be carried out (and in the case of debt securities, their subordination rank);
- to establish the characteristics, conditions and terms of the transferable securities to be created, in particular the number of securities to be issued, the issue and subscription prices of the securities or transferable securities, with or without premiums, their possibly retroactive date of enjoyment, the method of release, as well as, where applicable, the duration and the exercise price of the warrants or the terms of exchange, conversion, redemption, or award in any other way of equity securities or providing access to the capital;
- to establish the conditions for preserving the rights of holders of securities or transferable securities providing future access to the Company's capital and to determine and make any corresponding adjustments to the conditions for future access to the capital of the securities or transferable securities, including warrants, in accordance with the legal and regulatory provisions

- to provide for the possibility of suspending the exercise of the rights attached to the securities issued;
- to modify their characteristics during the useful life of the securities concerned, in compliance with the applicable formalities;
- to determine the terms of purchase on the stock exchange or exchanges by the Company, by any means, at any time or at specified periods, of the securities issued or to be issued
- to carry out all discounts on premiums and in particular those of the costs incurred by the realization of the issues, and to deduct the sums necessary to establish the legal reserve
- to record the realization of the resulting increases and to make the corresponding amendment to the Articles of Association, and in particular to determine the dates, as well as the form and characteristics of the securities or transferable securities to be created
- to sign all agreements and more generally take all measures to achieve the successful completion of the issues envisaged, for the listing and the financial service of the instruments issued.

This delegation terminates with immediate effect for its unused part the delegation given by the Extraordinary General Meeting of April 29, 2022, by the vote of its resolution 16.

Resolution 22

(Delegation of authority to the Board of Directors for the purpose of deciding on the issue of shares, equity securities and/or transferable securities giving access to the capital of the Company or its Parent Company or a Subsidiary, or on the award of debt securities, with elimination of the shareholders' pre-emptive subscription right by an offer referred to in Article L.411-2(1) of the French Monetary and Financial Code) for a period of twenty-six (26) months)

The General Meeting, making decisions under the quorum and majority conditions required for Extraordinary General Meetings, after reading the report of the Board of Directors and the special report of the statutory auditors, particularly within the framework of Articles L.225-127, L.225-129 et seq. and L.22-10-49 of the French Commercial Code, and in particular Articles L.225-129-2, L.225-135, L.225-136, L.228-91 et seq. of the French Commercial Code, as well as the provisions of Article L.411-2, 1° of the French Monetary and Financial Code:

1) delegates to the Board of Directors for a period of twenty-six (26) months from this meeting, its authority for the purpose of deciding, at its sole discretion, on one or more occasions, with the right of sub-delegation under the conditions provided for by law, in the proportions and at the times that it deems appropriate (including in the pre-offer and public offer period), both in France and abroad, the issue by an offer referred to in Article L.411-2° (1) of the French Monetary and Financial Code, in euros or a foreign

currency or unit of account established by reference to several currencies, the issuance, in return for payment or free of charge:

- i. shares of the Company
- ii. equity securities providing access to other existing equity securities or providing entitlement to the award of debt securities of the Company
- iii. transferable securities providing access to equity securities to be issued by the Company;
- iv. transferable securities providing access to equity securities to be issued by a company (a) in which the Company directly or indirectly owns more than half of the capital (the "Subsidiary") or (b) which directly or indirectly owns more than half of the capital of the Company (the "Parent Company"); and
- v. transferable securities which are equity securities providing access to existing equity securities or providing the right to the award of debt securities of an entity in which the Company directly or indirectly holds rights in the capital;

2) decides to eliminate the shareholders' pre-emptive subscription right to these shares and transferable securities;

3) decides that the subscription to the shares and/or transferable securities referred to above may be made in cash or by offsetting debts

4) decides that the nominal amount of the immediate or future capital increase resulting from all the issues made under this delegation given to the Board of Directors may not be greater than forty-seven thousand, one hundred and forty-six (47,146) euros or its equivalent in any other authorized currency, it being specified that (i) the total nominal amount of capital increases made pursuant to this delegation will be limited by, and will be deducted from, the overall limit of capital increases provided for by resolution 25 of this meeting or, as the case may be, from the overall limit possibly provided for by a resolution of the same nature that may follow said resolution during the period of validity of this delegation and (ii) these limits do not take into account the nominal amount of the shares that should be issued to preserve the rights of the holders of securities or transferable securities providing access to the capital in the future;

5) If the subscriptions have not absorbed the entire issue, the Board of Directors may, in the order it determines, use the following powers (or only some of them):

- either limit, in accordance with and under the conditions provided for by law, the amount of the operation to the amount of the subscriptions received, as applicable, within the limits set by regulations;
- or freely distribute all or part of the unsubscribed securities

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6) acknowledges that the issue of transferable securities providing access to the Company's capital pursuant to this delegation automatically entails the waiver by the shareholders of their pre-emptive subscription right to the Company's equity securities to which these transferable securities may provide entitlement, immediately or in the future;

7) decides that in the case of transferable securities providing access to shares to be issued of a Subsidiary or the Parent Company, the general meeting of the Subsidiary or the Parent Company, as the case may be, must, on pain of nullity of the issue decision, authorize the issue;

8) decides that:

- the issue price of the shares issued under this delegation will be at least equal to the minimum price provided for by the legal and/or regulatory provisions applicable on the day of issue, with the possibility of adjusting this amount to take into account a difference in the date of enjoyment;
- the issue price of the transferable securities providing access to the capital and the number of shares to which they provide entitlement will be such that the sum immediately received by the Company or, in the event of the issue of transferable securities providing access to the equity securities of a Subsidiary or the Parent Company, by the Subsidiary or, as the case may be, by the Parent Company, plus, where applicable, that likely to be received subsequently by the Company, the Subsidiary or the Parent Company, as the case may be, or, for each share issued as a result of the issue of these transferable securities, at least equal to the minimum issue price defined in the preceding paragraph, corrected, if necessary, to take into account the difference in the date of enjoyment of the shares;

9) decides that the maximum amount in principal of the debt securities issued under this delegation may not exceed eleven million, seven hundred and eighty-six thousand, six hundred (11,786,600) euros or the equivalent thereof in any other currency on the date of the issue decision, it being specified that (i) this amount is common to all the debt securities whose issue is delegated to the Board of Directors in accordance with this resolution or could be decided pursuant to resolutions 20 and 21 above and (ii) this amount is independent and distinct from the amount of the transferable securities which are debt securities providing the right to the award of other debt securities or providing access to existing equity securities whose issue does not fall within the competence of the Extraordinary General Meeting;

10) decides that in the event of the issue of debt securities, the Board of Directors will have full powers, with the right of sub-delegation under the conditions provided for by law, to determine their characteristics and in particular, to decide on their subordinate nature or not, to set their interest rate (fixed and/or variable, capitalized or not), their duration, the fixed or variable redemption price, with or without

premiums, the amortization terms and the conditions under which these securities will give right to equity securities, these securities may be subject to buyback on the stock exchange or exchange offer by the Company

11) decides that the Board of Directors will have all powers, with the right of sub-delegation, under the conditions provided for by law and by the Company's Articles of Association, to implement this delegation, and in particular:

- to proceed with the issues, establish their terms and conditions, and in particular establish the terms and conditions under which the transferable securities to be issued under this resolution will provide access to the capital of the Company, a Subsidiary or the Parent Company, all other terms and conditions for the realization of the issue(s) to be carried out (and in the case of debt securities, their subordination rank);
- to establish the characteristics, conditions and terms of the transferable securities to be created, in particular the number of securities to be issued, the issue and subscription prices of the securities or transferable securities, with or without premiums, their possibly retroactive date of enjoyment, the method of release, as well as, where applicable, the duration and the exercise price of the warrants or the terms of exchange, conversion, redemption, or award in any other way of equity securities or providing access to the capital;
- to establish the conditions for preserving the rights of holders of securities or transferable securities providing future access to the Company's capital and to determine and make any corresponding adjustments to the conditions for future access to the capital of the securities or transferable securities, including warrants, in accordance with the legal and regulatory provisions
- to provide for the possibility of suspending the exercise of the rights attached to the securities issued;
- to modify their characteristics during the useful life of the securities concerned, in compliance with the applicable formalities;
- to determine the terms of purchase on the stock exchange or exchanges by the Company, by any means, at any time or at specified periods, of the securities issued or to be issued
- to carry out all discounts on premiums and in particular those of the costs incurred by the realization of the issues, and to deduct the sums necessary to establish the legal reserve
- to record the realization of the resulting increases and to make the corresponding amendment to the Articles of Association, and in particular to determine the dates, as well as the form and characteristics of the securities or transferable securities to be created
- to sign all agreements and more generally take all measures to achieve the successful completion of the issues envisaged, for the listing and the financial service of the instruments issued.

This delegation terminates with immediate effect for its unused part the delegation given by the Extraordinary General Meeting of April 29, 2022, by the vote of its resolution 17.

Resolution 23

(Delegation of authority to the Board of Directors to issue shares, equity securities and/or transferable securities giving access to the Company's capital in order to remunerate contributions in kind consisting of shares, equity securities and/or transferable securities giving access to the capital and granted to the Company for a period of twenty-six (26) months)

The General Meeting, making decisions under the quorum and majority conditions required for Extraordinary General Meetings, after reading the report of the Board of Directors and the special report of the statutory auditors, within the framework of Article L.225-147 and Article L.22-10-53 of the French Commercial Code, delegates its authority, for a period of twenty-six (26) months from this General Meeting, to the Board of Directors for the purpose of proceeding, on one or more occasions, at any time (including in the pre-offer and public offer period) with the issue of shares, equity securities and/or transferable securities providing access to the Company's capital, up to a limit of 10% of the share capital at the time of issue and which will be deducted from the overall limit referred to in resolution 25 of this meeting (these limits not taking into account the nominal value of the shares that should be issued to preserve, in accordance with the law, the rights of rights holders or transferable securities providing access to capital), with a view to remunerating contributions in kind granted to the Company and consisting of shares, equity securities and/or transferable securities providing access to capital, when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable.

The General Meeting specifies that in accordance with the law, the Board of Directors will rule on the report of the statutory auditor(s) referred to in Article L.225-147 of the French Commercial Code and that this delegation automatically entails the waiver by the shareholders of their pre-emptive subscription right to the Company's shares to which the shares, equity securities and/or transferable securities providing access to the Company's capital that would be issued on the basis of this delegation, may provide entitlement.

The General Meeting decides that the Board of Directors will have all powers, with the right of sub-delegation under the conditions provided for by law, in particular to determine the list of shares, equity securities and/or transferable securities providing access to the capital that will be contributed, to

approve the valuation of the contributions and concerning said contributions, to record their realization, to determine the nature and number of the shares, equity securities and/or transferable securities providing access to the capital of the Company to be created, their characteristics and the terms of their issue, to allocate all costs, charges and rights on the premiums, the balance being able to receive any allocation decided by the Board of Directors or by the Ordinary General Meeting, to increase the share capital, to deduct the sums necessary to establish the legal reserve and to make the corresponding amendments to the Articles of Association, and more generally, to do what is necessary to implement this delegation.

This delegation terminates with immediate effect for its unused part the delegation given by the General Meeting of April 29, 2022, under the terms of resolution 18.

Resolution 24

(Delegation of authority to the Board of Directors to carry out capital increases reserved for members of a company savings plan involving waiver by the shareholders of their pre-emptive subscription right in favor of the latter and the free award of shares and/or securities to the latter giving access to the capital, for a duration of twenty-six (26) months)

The General Meeting, making decisions under the quorum and majority conditions required for Extraordinary General Meetings, after reading the report of the Board of Directors and the special report of the statutory auditors, and making decisions particularly within the framework of the provisions of Article L.3332-18 et seq. of the French Labor Code and Articles L.225-138 I and II, L.225-138-1, L.228-91 and L.228-92 of the French Commercial Code and the provisions of Articles L.225-129-2 and L.225-129-6 of the French Commercial Code:

1) delegates to the Board of Directors for a period of twenty-six (26) months from this meeting, its authority to decide and proceed, on one or more occasions, in the proportions and at the times that it deems appropriate (including in the pre-offer and public offer period) both in France and abroad, in euros or foreign currency or unit of account established by reference to several currencies, to issue new shares or other securities providing access to the Company's capital, reserved for members of one or more company savings plans, or any other savings plan provided for by the applicable regulations, set up within the Company or a company or group of companies, French or foreign, linked to it within the meaning of Article L.3344-1 of the French Labor Code and Article L.225-180 of the French Commercial Code (hereinafter one or more "Company Savings Plans"), within the limits provided for by Article L.3332-21 of the French Labor Code;

2) decides, in application of the provisions of Article L.3332-21 of the French Labor Code, that the Board of Directors may also decide and proceed with the free award of shares to be issued or already issued or other securities giving access to the capital of the Company to be issued or already issued (including in particular share subscription warrants), for the benefit of members of one or more Company Savings Plan, under (i) the contribution that may be paid in accordance with the Company Savings Plan regulations and/or (ii) where appropriate, in total or partial substitution for the discount referred to in paragraph 4 below under the conditions set out in Article L.3332-18 et seq. of the French Labor Code, it being understood that the advantage resulting from this award may not exceed the legal or regulatory limits particularly in accordance with Articles L.3332-11 and L.3332-20 of the French Labor Code;

3) decides that the nominal maximum amount of the immediate or future capital increase resulting from all the issues made under this delegation given to the Board of Directors and possibly granted free of charge in full or in part in lieu of the discount provided for in Articles L.3332-18 et seq. of the French Labor Code, is fixed at 3% of the amount of the share capital at the time of the decision of the Board of Directors to carry out this increase, it being specified that (i) the total nominal amount of capital increases made pursuant to this delegation will be limited by, and will be deducted from, the overall limit of capital increases provided for by resolution 25 of this meeting or, as the case may be, from the overall limit possibly provided for by a resolution of the same nature that may follow said resolution during the period of validity of this delegation and (ii) these limits do not take into account the nominal amount of the shares that should be issued to preserve the rights of the holders of securities or transferable securities providing access to the capital in the future;

4) decides that the subscription price of the shares issued under this delegation of authority will be determined under the conditions provided for by the provisions of Articles L.3332-18 to L.3332-24 of the French Labor Code, it being specified that the Board of Directors may, within the legal and regulatory limits, if necessary, reduce or eliminate the discount that would possibly be used to take into account, in particular, the legal and tax regimes applicable outside France or choose to totally or partially substitute for this maximum discount of 30% (or 40% when the period of unavailability provided for by the plan under Articles L.3332-25 and L.3332-26 of the French Labor Code is greater than or equal to ten years) the free award of shares and/or transferable securities providing access to the capital, it being understood that the advantage resulting from this award may not exceed the legal and regulatory limits applicable under the terms of Articles L.3332-10 et seq. of the French Labor Code;

5) decides that the issue price of the securities providing access to the capital will be determined under the conditions set by Article L.3332-21 of the French Labor Code; the discount may nevertheless reach 40% when the period of unavailability provided for by the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labor Code is greater than or equal to ten years;

6) decides to eliminate, in favor of the members of one or more Company Savings Plans, the shareholders' pre-emptive subscription right to the shares and securities providing access to the capital the issue of which is the subject of this delegation, this delegation entailing the waiver by the shareholders of their pre-emptive subscription right to the shares to which the securities providing access to the capital issued on the basis of this delegation may provide entitlement, as well as any right to the shares and securities awarded free of charge on the basis of this delegation, including the part of the reserves, profits or premiums incorporated into the capital, based on the free award of said shares and securities made on the basis of this delegation

7) also decides that, if the beneficiaries have not subscribed in full within the allotted time to a capital increase carried out under this delegation, it will only be carried out up to the amount of the subscribed shares, without the possibility for the unsubscribed shares being offered again to the beneficiaries concerned as part of a subsequent capital increase.

The General Meeting gives the Board of Directors all the powers, with the right of further delegation under the conditions provided for by law, to implement, on one or more occasions, this delegation of authority, in accordance with this delegation and the legal and regulatory conditions, and in particular all powers to determine the conditions of the issue(s) carried out under this delegation of authority, and in particular:

- to determine that the issues may take place directly for the benefit of the beneficiaries or through collective organizations (company mutual funds or any other structures or entities permitted by the applicable legal or regulatory provisions); to determine the conditions to be met by said beneficiaries, and determine the number of shares or securities;
- to determine the scope of the companies and groups whose employees will be able to benefit from the issues to establish the procedures for joining the Company Savings Plan(s) to establish or amend the regulations to determine the conditions, in particular of seniority, that the beneficiaries of the issues will have to meet

- to determine the terms and conditions of the issues that will be carried out under this authorization and in particular the maximum number of shares or securities providing access to the capital that may be subscribed by each beneficiary, the terms and conditions of enjoyment and release of said shares or securities and the reduction rules applicable to cases of oversubscription as well as the other terms and conditions of the issues, within the legal or regulatory limits in force
- to establish the characteristics of the shares and securities providing access to the capital to be issued under this delegation, the amounts of the issues that will be carried out and the subscription price of the shares or securities providing access to the capital under the legal conditions
- in the event of the issue of new shares or securities providing access to the capital awarded free of charge, to deduct, where applicable, from the reserves, profits or issue premiums, the sums necessary for the release of said shares or securities
- to establish the opening and closing dates of subscriptions
- to establish the period for paying up the shares which may not exceed the maximum period provided for by the applicable legal and regulatory provisions as well as, where applicable, the seniority required to participate in the running and the contribution of the Company
- to record the realization of the capital increases up to the amount of the subscribed shares and to make the necessary amendments to the Articles of Association
- in the case of the free award of shares and/or securities providing access to the capital, to proceed, within the limits set by Article L.3332-18 et seq. of the French Labor Code, with the free award of shares or transferable securities providing access to the capital and determine the nature and amount of the reserves, profits or premiums to be incorporated into the capital
- to enter into all agreements and to take all measures to achieve the successful completion of the issues envisaged and generally to do whatever is necessary and, if it deems it appropriate, to allocate the costs of the capital increase to the amount of the premiums relating to these increases and to deduct from this amount the amounts necessary to increase the legal reserve to one tenth of the new capital after each increase.

This delegation terminates with immediate effect for its unused part the delegation given by the General Meeting of April 29, 2022, under the terms of resolution 19, up to, as the case may be, the unused part.

Resolution 25

(Overall limit for capital increases)

The General Meeting, making decisions under the quorum and majority conditions required for Extraordinary General Meetings and after taking note of the report of the Board of Directors, sets the overall limit on immediate or future capital increases that could result from all issues of shares or miscellaneous transferable securities made under the delegations of authority given to the Board of Directors provided for in resolutions 20 to 24 of this General Meeting and resolutions 16 to 18 of the General Meeting of April 28, 2023, at an overall nominal amount of three hundred and fourteen thousand, three hundred and nine (314,309) euros, it being specified that the amounts necessary for adjustments likely to be made, in accordance with the legislative, regulatory or contractual provisions applicable following the issue of securities, rights or transferable securities providing access to the capital in the future, must be added to this amount.

This resolution terminates and replaces, for the unused part, resolution 19 of the General Meeting of April 28, 2023.

Resolution 26

(Powers for the purposes of legal formalities)

Full powers are granted to the bearer of the original, an extract or a certified copy of these minutes to carry out any publication and filing formalities required by law.