

LHYFE

French public limited company (*Société anonyme*) with a board of directors
Share capital of EUR 479,004.48
Headquarters: 1 ter mail Pablo Picasso, 44000 Nantes, France
850 415 290 R.C.S. Nantes
(the « **Company** »)

MEETING NOTICE

Lhyfe shareholders are informed that the combined general meeting (the “**Meeting**”) will be held on Tuesday, 23 May 2023 at 09:00 a.m. at the Cité des Congrès de Nantes, 5 rue de Valmy, 44000 Nantes, France.

The purpose of the Meeting will be to deliberate on the following agenda:

AGENDA

I. Resolutions to be submitted to the ordinary shareholder’s meeting

Resolution n°1 – Approval of the annual financial statements for the 2022 fiscal year;

Resolution n°2 – Approval of the annual consolidated financial statements for the 2022 fiscal year;

Resolution n°3 – Allocation of earnings for the fiscal year;

Resolution n°4 – Approval of the report on the regulated agreements;

Resolution n°5 – Approval of the information referred to in Article L. 22-10-9 I of the French *Code de commerce* contained in the corporate governance report (global *ex post say on pay*);

Resolution n°6 – Approval of the fixed, variable and exceptional components of overall compensation and benefits of any kind paid or granted for the 2022 fiscal year to Matthieu Guesné, Chairman of the Board of Directors and Chief Executive Officer;

Resolution n°7 – Approval of the fixed, variable and exceptional components of overall compensation and benefits of any kind paid or granted for the 2022 fiscal year to Nolwenn Belléguic, Deputy Chief Executive Officer;

Resolution n°8 – Approval of the fixed, variable and exceptional components of overall compensation and benefits of any kind paid or granted for the 2022 fiscal year to Antoine Hamon, Deputy Chief Executive Officer;

Resolution n°9 – Approval of the compensation policy applicable to all of the Company’s corporate officers for the 2023 fiscal year;

Resolution n°10 – Approval of the compensation policy of Matthieu Guesné, Chairman of the Board of Directors and Chief Executive Officer for the 2023 fiscal year;

Resolution n°11 – Approval of the compensation policy of Nolwenn Belléguic, Deputy Chief Executive Officer for the 2023 fiscal year;

Resolution n°12 – Approval of the compensation policy of Antoine Hamon, Deputy Chief Executive Officer for the 2023 fiscal year;

Resolution n°13 – Approval of the compensation policy of the Directors for the 2023 fiscal year;

Resolution n°14 – Authorization granted to the Board of Directors to purchase shares of the Company under a share repurchase program;

II. Resolutions to be submitted to the extraordinary shareholder's meeting:

Resolution n°15 – Authorization granted to the Board of Directors to reduce the Company's share capital by cancelling the Company's own shares under the conditions provided for in Articles L. 22-10-62 *et seq.* of the French *Code de commerce*;

Resolution n°16 – Delegation of authority granted to the Board of Directors to increase the share capital by issuing, with shareholders' preferential subscription rights, shares of the Company and/or equity securities giving access to other equity securities and/or giving the right to allocation of debt securities and/or securities giving access to equity securities to be issued;

Resolution n°17 – Delegation of authority granted to the Board of Directors to increase the share capital by issuing, without shareholders' preferential subscription rights, shares of the Company and/or equity securities giving access to other equity securities and/or giving the right to allocation of debt securities and/or securities giving access to equity securities to be issued, with or without a priority period, by offers to the public other than those referred to in paragraph 1° of Article L. 411-2 of the French *Code monétaire et financier*;

Resolution n°18 – Delegation of authority granted to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities giving access to other equity securities and/or giving the right to allocation of debt securities and/or securities giving access to equity securities to be issued, by offers to the public referred to in paragraph 1° of Article L. 411-2 of the French *Code monétaire et financier*;

Resolution n°19 – Authorization granted to the Board of Directors to determine, in the event of an issuance by public offers without preferential subscription rights, the issuance price with the terms set by the shareholders' meeting, up to the limit of 10% of the share capital per year;

Resolution n°20 – Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares without preferential subscription rights and for the benefit of a category of persons;

Resolution n°21 – Authorization granted to the Board of Directors to increase the number of securities to be issued with or without shareholders' preferential subscription rights;

Resolution n°22 – Delegation of authority granted to the Board of Directors for the purpose of deciding to increase the share capital of the Company, up to the limit of 10% of the share capital, as compensation for contributions in kind comprised of equity securities or securities giving access to the share capital of third-party companies other than in a public exchange offer;

Resolution n°23 – Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital by issuing, without shareholders' preferential subscription rights, shares and/or securities giving access to the share capital of the Company, in the event of a public exchange offer;

Resolution n°24 – Overall cap applicable to the authorizations provided for in the 16th to 18th and 20th to 23rd resolutions;

Resolution n°25 – Authorization granted to the Board of Directors to allocate options to subscribe and/or purchase shares;

Resolution n°26 – Authorization granted to the Board of Directors to allocate existing or new free shares to be issued based on the achievement of performance criteria;

Resolution n°27 – Delegation of authority granted to the Board of Directors for the purpose of issuing, without shareholders' preferential subscription rights, warrants to subscribe for business creators' shares (BSPCE) for the benefit of employees and officers of the Company subject to the employee tax regime;

Resolution n°28 – Delegation of authority granted to the Board of Directors for the purpose of issuing, without shareholders' preferential subscription rights, shares and/or other securities for the benefit of employees and officers of the Company and employees of related companies as defined in Article L. 225-180 of the French *Code de commerce* who are beneficiaries of a company savings plan as provided for in Articles L. 3332-1 *et seq.* of the French *Code du travail*;

Resolution n°29 – Overall cap applicable to the authorizations provided for in the 25th to 28th resolutions;

III. Resolutions to be submitted to the ordinary shareholder's meeting

Resolution n°30 - Powers for formalities.

TEXT OF RESOLUTIONS

I. Resolutions to be submitted to the ordinary shareholder's meeting:

Resolution n°1 – Approval of the annual financial statements for the 2022 fiscal year

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, having reviewed the Board of Directors' report and the statutory auditors' report, approves the annual financial statements as they were presented for the fiscal year ended 31 December 2022, including the balance sheet, income statement and notes to the annual financial statements, which show a net loss of €(17,393,002), as well as the transactions evidenced in these statements and summarized in these reports.

The shareholders' meeting specifically approves the total amount of the expenses and charges referred to in Article 39, 4° of the French *Code général des impôts*, amounting to €9,990, and the corresponding tax.

The shareholders' meeting also acknowledges that said financial statements do not show general expenses referred to in Article 39, 5° of the French *Code général des impôts*.

After having deliberated, the shareholders' meeting gives to the members of the Board of Directors and the statutory auditors, full and unconditional discharge from their duties for the year ended 31 December 2022.

Resolution n°2 – Approval of the annual consolidated financial statements for the 2022 fiscal year

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, having reviewed the Board of Directors' report and the statutory auditors' report, approves the annual consolidated financial statements as they were presented for the fiscal year ended 31 December 2022, including the balance sheet, income statement and notes to the financial statements, which show a net loss of €(25,818,619), as well as the transactions evidenced in these statements and summarized in these reports.

Resolution n°3 – Allocation of earnings for the fiscal year

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, having acknowledged that the financial statements for the fiscal year ended 31 December 2022, approved by this shareholders' meeting, show a net loss of €(17,393,002),

decides to allocate the profit incurred in the fiscal year ended 31 December 2022 to the accounting item entitled "Retained Earnings". After the allocation of this loss, "Retained Earnings" will amount to a loss of €(24,828,746).

Pursuant to Article 243 *bis* of the French *Code général des impôts*, the shareholders' meeting acknowledges that no dividend was distributed over the last three fiscal years.

Resolution n°4 – Approval of the report on the regulated agreements

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors and the statutory auditors' special report on agreements governed by Article L. 225-38 of the French *Code de commerce*, acknowledges the conclusions of the said report and approves the agreements referred to therein in accordance with Article L. 225-38 of the French *Code de commerce*.

Resolution n°5 – Approval of the information referred to in Article L. 22-10-9 I of the French Code de commerce contained in the corporate governance report (global *ex post say on pay*)

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, after having reviewed the corporate governance report referred to in Article L. 225-37 of the French *Code de commerce*, approves, in accordance with Article L. 22-10-34 I. of the French *Code de commerce*, the information referred to in Article L. 22-10-9 I. of the French *Code de commerce*, as presented in section 13.2 of the 2022 universal registration document including the corporate governance report.

Resolution n°6 – Approval of the fixed, variable and exceptional components of overall compensation and benefits of any kind paid or granted for the 2022 fiscal year to Matthieu Guesné, Chairman of the Board of Directors and Chief Executive Officer

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, after having reviewed the corporate governance report referred to in article L. 225-37 of the French *Code de commerce*, approves, in accordance with article L. 22-10-34 II. of the French *Code de commerce*, the fixed, variable and exceptional components of the overall compensation and benefits of any kind paid during the 2022 fiscal year, or granted for the same fiscal year, to Matthieu Guesné, Chairman of the Board of Directors and Chief Executive Officer, as presented in paragraph 13.2.2 of the 2022 universal registration document including the corporate governance report.

Resolution n°7 – Approval of the fixed, variable and exceptional components of overall compensation and benefits of any kind paid or granted for the 2022 fiscal year to Nolwenn Belléguic, Deputy Chief Executive Officer

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, after having reviewed the corporate governance report referred to in article L. 225-37 of the French *Code de commerce*, approves, in accordance with article L. 22-10-34 II. of the French *Code de commerce*, the fixed, variable and exceptional components of the overall compensation and benefits of any kind paid during the 2022 fiscal year, or granted for the same fiscal year, to Nolwenn Belléguic, Deputy Chief Executive Officer, as presented in paragraph 13.2.2 of the 2022 universal registration document including the corporate governance report.

Resolution n°8 – Approval of the fixed, variable and exceptional components of overall compensation and benefits of any kind paid or granted for the 2022 fiscal year to Antoine Hamon, Deputy Chief Executive Officer

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, after having reviewed the corporate governance report referred to in article L. 225-37 of the French *Code de commerce*, approves, in accordance with article L. 22-10-34 II. Of

the French *Code de commerce*, the fixed, variable and exceptional components of the overall compensation and benefits of any kind paid during the 2022 fiscal year, or granted for the same fiscal year, to Antoine Hamon, Deputy Chief Executive Officer, as presented in paragraph 13.2.2 of the 2022 universal registration document including the corporate governance report.

Resolution n°9 – Approval of the compensation policy applicable to all of the Company’s corporate officers for the 2023 fiscal year

The shareholders’ meeting, acting under the condition of quorum and majority required for ordinary shareholders’ meetings, after having reviewed the corporate governance report referred to in article L. 225-37 of the French *Code de commerce*, approves, in accordance with article L. 22-10-8 II. of the French *Code de commerce*, the compensation policy applicable to all the corporate officers for the 2023 fiscal year, as presented in section 13.1 of the 2022 universal registration document including the corporate governance report.

Resolution n°10 – Approval of the compensation policy of Matthieu Guesné, Chairman of the Board of Directors and Chief Executive Officer for the 2023 fiscal year

The shareholders’ meeting, acting under the condition of quorum and majority required for ordinary shareholders’ meetings, after having reviewed the corporate governance report referred to in article L. 225-37 of the French *Code de commerce*, approves, in accordance with article L. 22-10-8 II. of the French *Code de commerce*, the compensation policy of Matthieu Guesné, Chairman of the Board of Directors and Chief Executive Officer for the 2023 fiscal year, as presented in paragraph 13.1.2 of the 2022 universal registration document including the corporate governance report.

Resolution n°11 – Approval of the compensation policy of Nolwenn Belléguic, Deputy Chief Executive Officer for the 2023 fiscal year

The shareholders’ meeting, acting under the condition of quorum and majority required for ordinary shareholders’ meetings, after having reviewed the corporate governance report referred to in article L.225-37 of the French *Code de commerce*, approves, in accordance with article L. 22-10-8 II. of the French *Code de commerce*, the compensation policy of Nolwenn Belléguic, Deputy Chief Executive Officer for the 2023 fiscal year, as presented in paragraph 13.1.2 of the 2022 universal registration document including the corporate governance report.

Resolution n°12 – Approval of the compensation policy of Antoine Hamon, Deputy Chief Executive Officer for the 2023 fiscal year

The shareholders’ meeting, acting under the condition of quorum and majority required for ordinary shareholders’ meetings, after having reviewed the corporate governance report referred to in article L. 225-37 of the French *Code de commerce*, approves, in accordance with article L. 22-10-8 II. of the French *Code de commerce*, the compensation policy of Antoine Hamon, Deputy Chief Executive Officer for the 2023 fiscal year, as presented in paragraph 13.1.2 of the 2022 universal registration document including the corporate governance report.

Resolution n°13 – Approval of the compensation policy of the Directors for the 2023 fiscal year

The shareholders’ meeting, acting under the condition of quorum and majority required for ordinary shareholders’ meetings, after having reviewed the corporate governance report referred to in article L. 225-37 of the French *Code de commerce*, approves, in accordance with article L. 22-10-8 II. of the French *Code de commerce*, the compensation policy of the Directors for the 2023 fiscal year, as presented in paragraph 13.1.3 of the 2022 universal registration document including the corporate governance report.

The shareholders' meeting decides, in accordance with Article L.225-45 paragraph 1 of the French *Code de commerce*, to set the total amount of the compensation allocated to the Company's Board of Directors at an annual amount of €150,000 for the financial year ending 31 December 2023.

Resolution n°14 – Authorization granted to the Board of Directors to purchase shares of the Company under a share repurchase program

The shareholders' meeting, acting under the condition of quorum and majority requirements for ordinary shareholders' meetings, after having reviewed the Board of Directors' report, authorizes the Board of Directors, with the power to sub-delegate, pursuant to the conditions set forth in Articles L. 22-10-62 *et seq.* of the French *Code de commerce*, to purchase Company's shares through the implementation of a share repurchase program.

The shareholders' meeting decides that:

- the maximum purchase price (excluding expenses) per share is set at €26.25 and,
- the maximum amount of funds allocated to the implementation of this share repurchase program may not exceed €30,000,000.

In the event of a change in the nominal share value, a share capital increase by incorporation of reserves, an allocation of free shares to all shareholders, a split or reverse split of securities, a distribution of reserves or of any other assets, capital amortization or any other transaction affecting shareholders' equity, the shareholders' meeting grants to the Board of Directors, with the power to sub-delegate, pursuant to the conditions set forth in Articles L. 22-10-62 *et seq.* of the French *Code de commerce*, the powers to adjust the purchase price above in order to take into account the effect of those transactions on the value of the share.

The shareholders' meeting decides that the Company may purchase a number of shares such that:

- the maximum number of shares that may be acquired pursuant to this authorization may not exceed 10% of the total number of shares comprising the Company's share capital and 5% of the total number of shares comprising the Company's share capital for the allocations made to retain shares and to subsequently use them as payment or in an exchange in the context of a merger, split or contribution transaction; it being specified that (i) these limits apply to an amount of the Company's share capital that will be adjusted, if necessary, to take into account those transactions that will affect the share capital subsequent to this shareholders' meeting, and (ii) when the shares are bought back to promote liquidity under the conditions defined by the general regulation of the *Autorité des marchés financiers*, the number of shares taken into account to calculate the above mentioned 10% limit corresponds to the number of shares purchased, minus the number of shares re-sold during the authorization period; and
- the allocations carried out by the Company must not result in the Company holding, at any moment whatsoever, directly or indirectly, more than 10% of its share capital.

This authorization is intended to allow the Company to pursue the following objectives, in accordance with applicable legislative and regulatory provisions:

- a) to retain the Company's shares that will have been purchased and to use them in exchange or in payment within the context of potential external growth transactions, merger, split and contribution, in accordance with stock market regulations;
- b) to deliver shares upon the exercise of rights attached to securities giving access to the share capital of the Company;

- c) to allocate shares to employees or corporate officers of the Company or its subsidiaries in accordance with the terms and conditions set forth by law, in particular with respect to the allocation of free shares, the participation in the profits resulting from the expansion of the business, stock option plans or through a company savings plan;
- d) to ensure liquidity and to promote the secondary market for the Company's securities, this promotion being carried out by an investment services provider acting under a liquidity contract that complies with the code of ethics recognized by the *Autorité des marchés financiers*;
- e) to cancel all or part of the repurchased securities, provided the 15th resolution below is adopted; and
- f) to accomplish all other authorized goals or goals that could become authorized by law or recognized or that would be recognized as a market practice by the *Autorité des marchés financiers*, in which case the Company would inform its shareholders by way of a press release.

The shareholders' meeting decides that these purchase, sale, exchange or transfer transactions may be carried out in any manner, either on the regulated market, on a multilateral trading facility, through a systematic internalizer or through an over-the-counter transaction, such as an allocation or block trades, or by resorting to financial instruments, in particular financial derivatives negotiated on a regulated market, on a multilateral trading facility, through a systematic internalizer or through a private transaction or by resorting to warrants, in accordance with the conditions set forth by the legislative and regulatory provisions that are applicable on the date of the considered transactions and during the periods set by the Company's Board of Directors or by the person to whom the Board of Directors delegated its authority. The maximum portion of the share capital acquired or transferred in the form of blocks trades can be the total amount of the repurchase program.

Moreover, the shareholders' meeting grants full powers to the Board of Directors, with the power to sub-delegate pursuant to the conditions set forth in Article L. 22-10-62 of the French *Code de commerce*, to decide and implement this authorization, to specify, if necessary, its terms and, in particular, to place any on or off-market orders, to allocate or reallocate purchased shares to the various set objectives, in accordance with applicable laws and regulations, to enter into any agreements, particularly for the purpose of maintaining share purchase and sale registries, to complete any formalities or statements with any agencies, particularly the *Autorité des marchés financiers* and, generally speaking, to take any necessary action in order to complete the transactions carried out pursuant to this authorization.

The shareholders' meeting also grants full powers to the Board of Directors, if the law or the *Autorité des marchés financiers* were to extend or supplement to the authorized objectives for share repurchase programs, to inform the public of any changes to the repurchase program concerning the modified objectives, in accordance with applicable laws and regulations.

The shareholders' meeting resolves that the Board of Directors may not, without the prior authorization of the Company's shareholders' meeting, make use of this delegation of authority during the period of a public tender offer initiated by a third party for the Company's securities, until the end of the tender offer period.

This authorization is granted for a period of 18 months from the date of this shareholders' meeting. It voids, from this day, as the case may be, any unused part of any prior authorization having the same purpose. This authorization therefore voids the authorization granted by the shareholders' meeting dated 14 April 2022 pursuant to its 17th resolution.

II. Resolutions to be submitted to the extraordinary shareholder's meeting:

Resolution n°15 – Authorization granted to the Board of Directors to reduce the Company's share capital by cancelling the Company's own shares under the conditions provided for in Articles L. 22-10-62 et seq. of the French Code de commerce

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, under the conditions provided for in Articles L. 22-10-62 et seq. of the French *Code de commerce*, subject to the adoption of the authorization allowing the Company to repurchase its own shares as detailed in the 14th resolution above:

1. **authorizes** the Board of Directors, with the power to sub-delegate under the conditions set forth by law:

i. to cancel, in the proportions and at the times it shall determine, once in full or in several installments, within the limit of 10% of the share capital on the date of the cancellation (i.e. adjusted according to transactions affecting the share capital that may occur subsequent to this shareholders' meeting) over a period of 24 months all or part of the Company's shares that the Company holds pursuant to the authorization granted to the Board of Directors to repurchase the Company's shares;

ii. to reduce the share capital accordingly and to add the difference between the cancelled share repurchase price and their par value to all items relating to reserves or premiums of its choice, including to the legal reserve up to a limit of 10% of the reduction in capital.

2. **grants** full power to the Board of Directors, with the power to sub-delegate under the conditions set forth by law, for the purpose of proceeding with said capital reduction within the limits provided for by law and this resolution, to set the terms and conditions, to record their completion, to carry out all acts, formalities or declarations with a view to finalizing the capital reductions that may be carried out by virtue of this authorization, and to amend the articles of association accordingly.

3. **decides** that this authorization is granted for a term of 18 months as from the date of this shareholders' meeting. It voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Board of Directors, having the same purpose. This delegation therefore voids the delegation granted by the shareholders' meeting held on 14 April 2022 pursuant to its 19th resolution.

Resolution n°16 – Delegation of authority granted to the Board of Directors to increase the share capital by issuing, with shareholders' preferential subscription rights, shares of the Company and/or equity securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to equity securities to be issued

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of Articles L. 225-129 et seq., L. 225-132 to L. 225-134, L. 22-10-49 and L. 228-91 et seq. of the French *Code de commerce*:

1. **delegates** to the Board of Directors its authority to decide, with the power to sub-delegate under the conditions set forth by law, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros or in foreign currencies or units of account set by reference to several currencies, the issue, with preferential subscription rights, of shares and/or equity securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to equity securities to be issued, including the allocation of free share warrants, which may be subscribed for either in cash or by offsetting certain, liquid and payable debts, or, in whole or in part, by incorporation of reserves, profits or premiums;

2. **decides** that the overall nominal amount of the share capital increases that may be carried out immediately or in the future pursuant to this delegation cannot exceed a maximum amount of €479,004.48 or the exchange value of this amount in the event of an issuance carried out in a foreign currency or in any currency unit set through reference to a number of currencies, it being specified that the nominal amount of the capital increases carried out pursuant to this delegation will be included in the Overall Nominal Cap Amount I set forth in the 24th resolution of this shareholders' meeting. This nominal cap amount shall be increased, when needed, by the nominal value of the shares to be issued, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual provisions providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital of the Company;

3. **decides** that the securities giving access to the Company's capital issued in this way may consist of debt securities or be associated with the issue of such securities, or allow the issue of such securities, as intermediate securities. The overall nominal amount of debt securities that could be issued pursuant to this delegation will amount to a maximum of €500,000,000 or the exchange value of this amount in the event of an issuance carried out in a foreign currency or in any currency unit set through reference to a number of currencies, it being specified that this amount will be included in the Overall Nominal Cap Amount II set forth in the 24th resolution of this shareholders' meeting;

4. **acknowledges** that, this delegation of authority implies shareholders' renunciation of their preferential subscription right to equity securities of the Company to which securities to be issued pursuant to this resolution grant rights over immediately or in the future;

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

If the subscriptions made as an irreducible basis, and as the case may be, on a reducible basis, have not absorbed all of the equity securities and/or securities issued, the Board of Directors shall have the option, in the order it shall determine, either to limit the amount of the capital increase to the amount of subscriptions received, in accordance with the law, provided that this amount reaches at least three quarters of the increase initially decided, or to freely distribute all or part of the unsubscribed securities among the persons of its choice, or to offer all or part of the unsubscribed securities to the public in the same way, on the French or international market, the Board of Directors being able to make use of all or some of the above options;

6. **decides** that, regarding the preferential subscription rights attached to treasury shares, the Board of Directors will be able to decide not to take into account such shares to determine the preferential subscription rights attached to the other shares, to allocate the preferential subscription rights

attached to treasury shares among the shareholders, pro rata to their rights, or to sell them on the stock market;

7. **specifies** that the Board of Directors, with the power to sub-delegate under the conditions set forth by law, may in particular:

- i. decide and set the terms and conditions of the shares and securities to be issued and particularly determine their subscription price (with or without share premium), the terms and conditions of their subscription, as well as the date, which may be retroactive, as from which the new shares will bear interest (*date de jouissance*);
- ii. more generally, determine the characteristics of all securities and, in particular, the terms and conditions for the allotment of shares, the duration of loans that may be issued in the form of bonds, whether they are subordinated or not, the currency of issue, the terms and conditions for redemption of the principal, with or without a premium, the terms and conditions for amortisation and, if applicable, for purchase, exchange or early redemption, the interest rate, whether fixed or variable, and the payment date; the remuneration may include a variable component calculated by reference to factors relating to the Company's activity and results and a deferred payment in the absence of distributable profits;
- iii. decide to use the shares acquired under a share buyback program authorized by the shareholders to allocate them as a result of the issue of securities issued pursuant to this delegation;
- iv. take all measures to preserve the rights of holders of issued securities or other rights giving access to the Company's capital required by applicable laws and regulations and contractual provisions;
- v. suspend the exercise of the rights attached to such securities for a fixed period of time in accordance with applicable laws and regulations and contractual provisions;
- vi. record the completion of any capital increase or securities issue, amend the articles of association accordingly, deduct the capital increase expenses on the amount of the premium and, if it deems it appropriate, deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital;
- vii. take all measures and carry out all formalities required for the listing on a regulated market of the shares issued.

8. **acknowledges** that, in the event of use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' meeting, in accordance with applicable laws and regulations.

9. **decides** that this delegation of authority thus granted to the Board of Directors is valid for a term of 26 months as from the date of this shareholders' meeting. This delegation voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Board of Directors having the same purpose. It therefore voids the delegation granted by the shareholders' meeting held on 14 April 2022 pursuant to its 20th resolution.

Resolution n°17 – Delegation of authority granted to the Board of Directors to increase the share capital by issuing, without shareholders' preferential subscription rights, shares of the Company and/or equity securities giving access to other equity securities and/or giving right

to the allocation of debt securities and/or securities giving access to equity securities to be issued, with or without a priority period, by offers to the public other than those referred to in paragraph 1° of Article L. 411-2 of the French Code monétaire et financier

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of Articles L. 225-129 *et seq.*, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-92 of the French *Code de commerce*:

1. **delegates** to the Board of Directors its authority to decide, with the power to sub-delegate under the conditions set forth by law, to issue, by way of an offer to the public other than those referred to in paragraph 1° of Article L. 411-2 of the French *Code monétaire et financier*, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros or in foreign currencies or units of account set by reference to several currencies, without preferential subscription rights, shares of the Company and/or equity securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to equity securities to be issued, which may be subscribed for either in cash or by offsetting certain, liquid and payable debts;
2. **decides** that the overall nominal amount of the share capital increases that may be carried out immediately or in the future pursuant to this delegation cannot exceed a maximum amount of €239,502.24 or the exchange value of this amount in the event of an issuance carried out in a foreign currency or in any currency unit set through reference to a number of currencies, it being specified that the nominal amount of the capital increases carried out pursuant to this delegation will be included in the Overall Nominal Cap Amount I set forth in the 24th resolution of this shareholders' meeting. This nominal cap amount shall be increased, when needed, by the nominal value of the shares to be issued, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual provisions providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital of the Company;
3. **decides** to waive the preferential subscription right of shareholders to the shares and other securities to be issued pursuant to this delegation.
4. **delegates** to the Board of Directors, with the power to sub-delegate, the power to decide to grant shareholders a priority subscription period not giving rise to the creation of negotiable rights, which shall be exercised in proportion to the number of shares owned by each shareholder and, as the case may be, on a reducible basis, and consequently delegates to the Board of Directors, with the power to sub-delegate, the power to set the duration and terms of such a period in accordance with the legal and regulatory provisions;
5. **decides** that the securities giving access to the Company's capital issued in this way may consist of debt securities or be associated with the issue of such securities, or allow the issue of such securities, as intermediate securities. The overall nominal amount of debt securities that could potentially be issued pursuant to this delegation will amount to a maximum of €500,000,000 or the exchange value of this amount in the event of an issuance carried out in a foreign currency or in any currency unit set through reference to a number of currencies, it being specified that this amount will be included in the Overall Nominal Cap Amount II set forth in the 24th resolution of this shareholders' meeting;
6. **acknowledges** that, this delegation of authority implies shareholders' renunciation of their preferential subscription right to equity securities of the Company to which securities to be issued pursuant to this resolution grant rights over immediately or in the future;

7. **decides** that if the subscriptions have not absorbed all the equity securities and/or securities issued, the Board of Directors shall have the power to limit the issue to the amount of subscriptions received;

8. **specifies** that the Board of Directors, with the power to sub-delegate under the conditions set forth by law, may in particular:

- i. decide and set the terms and conditions of the shares and securities to be issued and particularly determine their subscription price (with or without share premium), the terms and conditions of their subscription, as well as the date as from which the new shares will bear interest (*date de jouissance*);
- ii. more generally, determine the characteristics of all securities and, in particular, the terms and conditions for the allotment of shares, the duration of loans that may be issued in the form of bonds, whether they are subordinated or not, the currency of issue, the terms and conditions for redemption of the principal, with or without a premium, the terms and conditions for amortisation and, if applicable, for purchase, exchange or early redemption, the interest rate, whether fixed or variable, and the payment date; the remuneration may include a variable component calculated by reference to factors relating to the Company's activity and results and a deferred payment in the absence of distributable profits;
- iii. set the issue price of the shares or securities that may be created under the preceding paragraphs so that the Company receives for each share created or allotted, independently of any form of remuneration, including interest, issue premium or redemption premium, an amount at least equal to the minimum price provided for by the laws or regulations applicable on the date of issue (i.e., as of the date hereof, the weighted average of the prices of the Company's shares over the last three trading sessions on the regulated market of Euronext Paris preceding the beginning of the public offering within the meaning of Regulation (EU) No. 2017/1129 of 14 June, 2017, possibly reduced by a maximum discount of 10%);
- iv. decide to use the shares acquired under a share buyback program authorized by the shareholders to allocate them as a result of the issue of securities issued pursuant to this delegation;
- v. take all measures to preserve the rights of holders of issued securities or other rights giving access to the Company's capital required by applicable laws and regulations and contractual provisions;
- vi. suspend the exercise of the rights attached to such securities for a fixed period of time in accordance with applicable laws and regulations and contractual provisions;
- vii. record the completion of any capital increase or securities issue, amend the articles of association accordingly, deduct the capital increase expenses on the amount of the premium and, if it deems it appropriate, deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital;
- viii. take all measures and carry out all formalities required for the listing on a regulated market of the shares issued.

9. **acknowledges** that, in the event of use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' general meeting, in accordance with applicable laws and regulations.

10. **decides** that this delegation of authority thus granted to the Board of Directors is valid for a term of 26 months as from the date of this shareholders' meeting. This delegation voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Board of Directors having the same purpose. It therefore voids the delegation granted by the shareholders' meeting held on 14 April 2022 pursuant to its 21st resolution.

Resolution n°18 – Delegation of authority granted to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities giving access to other equity securities and/or giving the right to allocation of debt securities and/or securities giving access to equity securities to be issued, by offers to the public referred to in paragraph 1° of Article L. 411-2 of the French Code monétaire et financier

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of Articles L. 225-129 *et seq.*, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-91 *et seq.* of the French Code de commerce:

1. **delegates** to the Board of Directors its authority to decide, with the power to sub-delegate under the conditions set forth by law, to issue, by way of an offer to the public referred to in paragraph 1° of Article L. 411-2 of the French Code monétaire et financier, under the conditions and within the maximum limits provided by the laws and regulations, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros or in foreign currencies or units of account set by reference to several currencies, without preferential subscription rights, shares of the Company and/or equity securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to equity securities to be issued, which may be subscribed for either in cash or by offsetting certain, liquid and payable debts;

2. **decides** that the overall nominal amount of the share capital increases that may be carried out immediately or in the future pursuant to this delegation cannot exceed a maximum amount of €191,601.79 or the exchange value of this amount in the event of an issuance carried out in a foreign currency or in any currency unit set through reference to a number of currencies, it being specified that (i) this amount may not exceed 20% of the share capital over a period of 12 months, this 20% limit shall be assessed at any time and shall apply to the share capital as adjusted according to the transactions affecting it after this shareholders' meeting and not taking into account the nominal amount of the capital that may be increased by the exercise of all rights and securities already issued and whose exercise is deferred and (ii) will be included in the Overall Nominal Cap Amount I set forth in the 24th resolution of this shareholders' meeting. This nominal cap amount shall be increased, when needed, by the nominal value of the shares to be issued, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual provisions providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital of the Company;

3. **decides** to waive the preferential subscription right of shareholders to the shares and other securities to be issued pursuant to this delegation.

4. **decides** that the securities giving access to the Company's capital issued in this way may consist of debt securities or be associated with the issue of such securities, or allow the issue of such securities, as intermediate securities. The overall nominal amount of debt securities that could

potentially be issued pursuant to this delegation will amount to a maximum of €500,000,000 or the exchange value of this amount in the event of an issuance carried out in a foreign currency or in any currency unit set through reference to a number of currencies it being specified that this amount will be included in the Overall Nominal Cap Amount II set forth in the 24th resolution of this shareholders' meeting;

5. **acknowledges** that this delegation of authority implies shareholders' renunciation of their preferential subscription right to equity securities of the Company to which securities to be issued pursuant to this resolution grant rights over;

6. **decides** that if the subscriptions have not absorbed all the equity securities and/or securities issued, the Board of Directors shall have the power to limit the issue to the amount of subscriptions received;

7. **specifies** that the Board of Directors, with the power to sub-delegate under the conditions set forth by law, may in particular:

- i. decide and set the terms and conditions of the shares and securities to be issued and, particularly determine their subscription price (with or without share premium), the terms and conditions of their subscription, as well as the date as from which the new shares will bear interest (*date de jouissance*);
- ii. more generally, determine the characteristics of all securities and, in particular, the terms and conditions for the allotment of shares, the duration of loans that may be issued in the form of bonds, whether they are subordinated or not, the currency of issue, the terms and conditions for redemption of the principal, with or without a premium, the terms and conditions for amortisation and, if applicable, for purchase, exchange or early redemption, the interest rate, whether fixed or variable, and the payment date; the remuneration may include a variable component calculated by reference to factors relating to the Company's activity and results and a deferred payment in the absence of distributable profits;
- iii. set the issue price of the shares or securities that may be created under the preceding paragraphs so that the Company receives for each share created or allotted, independently of any form of remuneration, including interest, issue premium or redemption premium, an amount at least equal to the minimum price provided for by the laws or regulations applicable on the date of issue (i.e., as of the date hereof, the weighted average of the prices of the Company's shares over the last three trading sessions on the regulated market of Euronext Paris preceding the beginning of the public offering within the meaning of Regulation (EU) No. 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10%);
- iv. decide to use the shares acquired under a share buyback program authorized by the shareholders to allocate them as a result of the issue of securities issued pursuant to this delegation;
- v. take all measures to preserve the rights of holders of issued securities or other rights giving access to the Company's capital required by applicable laws and regulations and contractual provisions;
- vi. suspend the exercise of the rights attached to such securities for a fixed period of time in accordance with applicable laws and regulations and contractual provisions;

- vii. record the completion of any capital increase or securities issue, amend the articles of association accordingly, deduct the capital increase expenses on the amount of the premium and, if it deems it appropriate, deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital;
- viii. take all measures and carry out all formalities required for the listing on a regulated market of the shares issued.

8. **acknowledges** that, in the event of the use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' general meeting, in accordance with applicable laws and regulations.

9. **decides** that this delegation of authority thus granted to the Board of Directors is valid for a term of 26 months as from the date of this shareholders' meeting. This delegation voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Board of Directors having the same purpose. It therefore voids the delegation granted by the shareholders' meeting held on 14 April 2022 pursuant to its 22nd resolution.

Resolution n°19 – Authorization granted to the Board of Directors to determine, in the event of an issuance by public offers without preferential subscription rights, the issuance price with the terms set by the shareholders' meeting, up to the limit of 10% of the share capital per year

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of Articles L. 225-136 and L. 22-10-52, of the French *Code de commerce*:

1. **authorizes** the Board of Directors, with the power to sub-delegate under the conditions set forth by law, in the event of the issuance of shares and/or any other securities giving immediate or future access to the Company's capital, without shareholders' preferential subscription rights, by public offers, in accordance with the conditions, in particular regarding the amount, provided for in the 17th and 18th resolutions, to derogate from the conditions governing the determination of the price provided for in the aforementioned resolutions and to determine the issue price in accordance with the following conditions:

- i. the issue price of the shares will be at least equal to the volume-weighted average (in the central order book and excluding off-market blocks trades) of the Company's share price on the regulated market of Euronext Paris during the last three trading sessions preceding the setting of the issue price, potentially discounted by a maximum amount of 20%, after adjustment, if needed, to account for the different dividend entitlement date (*date de jouissance*); and
- ii. the issue price of the securities giving access to the capital must be such that the amount received immediately by the Company plus, if applicable, the amount likely to be received subsequently by the Company is, for each share of the Company issued as a result of the issue of these securities, at least equal to the amount referred to above;

2. **decides** that the total nominal amount of capital increases that may be carried out under this resolution may not exceed 10% of the share capital per 12-month period, it being specified that this 10% limit shall be assessed at any time and shall apply to the share capital as adjusted according to the transactions affecting it after this shareholders' meeting and not taking into account the

nominal amount of the capital that may be increased by the exercise of all rights and securities already issued and whose exercise is deferred;

3. **decides** that this delegation of authority thus granted to the Board of Directors is valid for a term of 26 months as from the date of this shareholders' meeting. This delegation voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Board of Directors having the same purpose. It therefore voids the delegation granted by the shareholders' meeting held on 14 April 2022 pursuant to its 23rd resolution.

Resolution n°20 – Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares without preferential subscription rights and for the benefit of a category of persons

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of Articles L. 225-129 *et seq.*, L. 225-135, L. 225-138, L. 22-10-49 and L. 228-91 *et seq.* of the French *Code de commerce*:

1. **delegates** to the Board of Directors its authority to decide, with the power to sub-delegate under the conditions set forth by law, to issue, on one or more occasions, in the proportions and at the times it shall determine, both in France and abroad, shares of the Company and/or equity securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to equity securities to be issued, which may be subscribed for either in cash or by offsetting certain liquid and payable debts, the issue being reserved for one or more categories of beneficiaries meeting the following characteristics:

- (a) in the context of an industrial or strategic agreement with the Company to:
- industrial or commercial companies in the energy or hydrogen sector or its derivatives, or
 - investment fund companies or fund management companies or collective savings managing funds established under French or foreign law investing in the energy sector, or
 - any other legal entity (including a trust) or physical person, investing in the energy sector;
- (b) in the context of an offering referred to in paragraph 1° of Article L. 411-2 of the French *Code monétaire et financier* in respect of French investors and equivalent provisions for foreign investors to:
- industrial or commercial companies of the energy or hydrogen sector or its derivatives, or
 - investment fund companies or fund management companies or collective savings managing funds established under French or foreign law investing in the energy sector, or
 - any other legal entity (including a trust) or physical person, investing in the energy sector,
- meeting, in each case listed above, the criteria to participate in such an offering, or
- investment services providers of French or foreign law likely to secure such an offering;

2. **decides** to waive the preferential subscription right of shareholders to the securities to be issued pursuant to this resolution;

3. **acknowledges** that this delegation of authority implies shareholders' renunciation of their preferential subscription right to equity securities of the Company to which securities to be issued pursuant to this resolution grant rights over;

4. **decides** that the overall nominal amount of the share capital increases that could potentially be carried out immediately or in the future pursuant to this delegation cannot exceed an overall nominal amount of €191,601.79 or the exchange value of this amount in the event of an issuance carried out in a foreign currency or in any currency unit set through reference to a number of currencies, it being specified that this amount will be included in the Overall Nominal Cap Amount I set forth in the 24th resolution of this shareholders' meeting. This nominal cap amount shall be increased, when needed, by the nominal value of the shares to be issued, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual provisions providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital of the Company;

5. **decides** that the securities giving access to the Company's capital issued in this way may consist of debt securities or be associated with the issue of such securities, or allow the issue of such securities, as intermediate securities. The overall nominal amount of debt securities that could potentially be issued pursuant to this delegation will amount to a maximum of €500,000,000 or the exchange value of this amount in the event of an issuance carried out in a foreign currency or in any currency unit set through reference to a number of currencies it being specified that this amount will be included in the Overall Nominal Cap Amount II set forth in the 24th resolution of this shareholders' meeting;

6. **decides** that the issue price of the shares or securities issued pursuant to this delegation shall be:

- i. at least equal to the volume-weighted average (in the central order book and excluding off-market blocks trades) of the Company's share price on the regulated market of Euronext Paris during the last three trading sessions preceding the setting of the issue price, potentially discounted by a maximum amount of 20%, after adjustment, if needed, to account for the different dividend entitlement date (*date de jouissance*);
- ii. such that the amount received immediately by the Company plus, if applicable, the amount likely to be received subsequently by the Company is, for each share of the Company issued as a result of the issue of these securities, at least equal to the amount referred to above;

7. **decides** that the Board of Directors shall have full powers, with the power to sub-delegate under the conditions set forth by law, to implement the present delegation, within the limits and under the conditions specified above, in particular to:

- i. determine the list of beneficiaries, within the categories of beneficiaries defined above, of each issue and the number of shares to be subscribed by each of them, pursuant to this delegation of authority;
- ii. set the amounts of these issues and determine the subscription prices and dates, the terms of each issue and the conditions of subscription, payment and delivery of the shares issued by virtue of this delegation of authority, as well as the date, which may be retroactive, as from which the new shares will bear interest;
- iii. set the deadline for subscribers to pay up their securities;

- iv. record or have recorded the completion of the capital increase up to the amount of the shares actually subscribed and to amend the articles of association;
- v. at its sole discretion, deduct the capital increase expenses on the amount of the premium relating to these increases and to deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital after each increase;
- vi. enter into any agreement, in particular with a view to the successful completion of any issue, to carry out the aforementioned issues, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, as the case may be, as well as, if necessary, to postpone them;
- vii. in general, take all measures and carry out all formalities required for the issue and listing of the shares issued as a result of the capital increases and the corresponding amendments to the articles of association pursuant to this delegation.

8. **decides** that this authorization granted to the Board of Directors pursuant to the resolution is valid for a term of 18 months as from the date of this shareholders' meeting. This authorization voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Board of Directors having the same purpose. It therefore voids the delegation granted by the shareholders' meeting held on 14 April 2022 pursuant to its 24th resolution.

Resolution n°21 – Authorization granted to the Board of Directors to increase the number of securities to be issued with or without shareholders' preferential subscription rights

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, subject to the approval of the 16th to 18th and 20th resolutions of this shareholders' meeting and pursuant to the provisions of Article L. 225-135-1 of the French *Code de commerce*:

1. **authorizes** the Board of Directors, with the power to sub-delegate under the conditions set forth by law, to decide to increase the number of securities to be issued for each of the issuances, with or without shareholders' preferential subscription rights, decided upon pursuant to the 16th to 18th and 20th resolutions of this shareholders' meeting under the conditions set forth by law applicable at the date of the issuance (*i.e.*, within 30 days following the closing of the subscription period, up to a limit of 15% of each issuance, and at the same price as the price retained for the initial issuance);
2. **decides** that the overall nominal amount of the capital increases that could potentially be carried out pursuant to this delegation of authority will be included in the Overall Nominal Cap Amount I set by the 24th resolution of this shareholders' meeting. This overall nominal cap amount shall be increased, when needed, by the nominal value of the shares to be issued to preserve the rights of holders of securities or other rights giving access to the Company's capital, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual provisions providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital of the Company;
3. **decides** that the securities giving access to the Company's capital issued in this way may consist of debt securities or be associated with the issue of such securities, or allow the issue of such securities, as intermediate securities. The overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued, that could potentially be issued pursuant to this delegation will be included in the Overall Nominal Cap Amount II set forth in the 24th resolution of this shareholders' meeting;

4. **acknowledges** that, in the event of use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders' general meeting, in accordance with the law and regulations;

5. **decides** that this authorization granted to the Board of Directors pursuant to the resolution is valid for a term of 26 months as from the date of this shareholders' meeting. This authorization voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Board of Directors having the same purpose. It therefore voids the delegation granted by the shareholders' meeting held on 14 April 2022 pursuant to its 25th resolution.

Resolution n°22 – Delegation of authority granted to the Board of Directors for the purpose of deciding to increase the share capital of the Company, up to the limit of 10% of the share capital, as compensation for contributions in kind comprised of equity securities or securities giving access to the share capital of third-party companies other than in a public exchange offer

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors and pursuant to the provisions of Articles L. 225-129 *et seq.*, L. 225-147, L. 225-147-1, L. 22-10-49, L. 22-10-53 and L. 228-91 *et seq.* of the French *Code de commerce*:

1. **delegates** to the Board of Directors its authority to decide, with the power to sub-delegate under the conditions set forth by law, to decide to issue, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros, shares or any other securities giving immediate or future access to the share capital of the Company, without preferential subscription rights, in order to offer compensation for contributions in kind granted to the Company and comprised of equity securities or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French *Code de commerce* do not apply;

2. **decides** that the overall nominal amount of the capital increases that may be carried out immediately or at a later date under this delegation may not exceed 10% of the share capital per annum at the time of the issuance, it being specified that this 10% limit shall be assessed at any time and shall apply to the share capital as adjusted according to the transactions affecting it after this shareholders' meeting and not taking into account the nominal amount of the capital that may be increased by the exercise of all rights and securities already issued and whose exercise is deferred, and that the total nominal amount of the capital increases that may be carried out pursuant to this delegation shall be deducted from the Overall Nominal Cap Amount I set by the 24th resolution of this shareholders' meeting. This nominal cap amount shall be increased, when needed, by the nominal value of the shares to be issued, in accordance with the applicable laws and regulations and, when needed, with contractual provisions providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital of the Company;

3. **decides** that the securities giving access to the Company's capital issued in this way may consist of debt securities or be associated with the issue of such securities, or allow the issue of such securities, as intermediate securities. The overall nominal amount of debt securities that could potentially be issued pursuant to this delegation may not exceed €500,000,000 or its equivalent in foreign currencies or in units of account set by reference to several currencies, it being specified that this amount will be included in the Overall Nominal Cap Amount II set forth in the 24th resolution of this shareholders' meeting;

4. **decides** to waive the preferential subscription right of shareholders to the shares to be issued pursuant to this resolution:

5. **acknowledges** that, this delegation of authority implies shareholders' renunciation of their preferential subscription right to equity securities of the Company to which securities to be issued pursuant to this resolution grant rights over immediately or in the future;

6. **decides** that the Board of Directors shall have full powers, with the power to sub-delegate under the conditions set forth by law, to implement the present delegation, within the limits and under the conditions specified above, in particular to:

- i. set the amounts of these issues and determine the subscription prices and dates, the terms of each issue and the conditions of subscription, payment and delivery of the shares issued by virtue of this delegation of authority, as well as the date, which may be retroactive, as from which the new shares will bear interest (*date de jouissance*);
- ii. approve the valuation of the contributions and the granting of special benefits, reduce, if the contributors consent, the valuation of the contributions or the remuneration of the special benefits;
- iii. record or have recorded the completion of the capital increase up to the amount of the shares actually subscribed and to amend the articles of association;
- iv. at its sole discretion, deduct the capital increase expenses on the amount of the premium relating to these increases and to deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital after each increase;
- v. in general, take all measures and carry out all formalities required for the issue and listing of the shares issued as a result of the capital increases and the corresponding amendments to the articles of association pursuant to this delegation.

7. **decides** that the authorization granted to the Board of Directors pursuant to the resolution is valid for a term of 26 months as from the date of this shareholders' meeting. It voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Board of Directors having the same purpose. This delegation therefore voids the delegation granted by the shareholders' meeting held on 14 April 2022 pursuant to its 26th resolution.

Resolution n°23 – Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital by issuing, without shareholders' preferential subscription rights, shares and/or securities giving access to the share capital of the Company and/or giving right to allocation of debt securities, in the event of a public exchange offer

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of Articles L. 225-129 *et seq.*, L. 22-10-49, L. 22-10-54 and L. 228-91 *et seq.* of the French *Code de commerce*:

1. **delegates** to the Board of Directors its authority to decide, with the power to sub-delegate under the conditions set forth by law, to increase the share capital, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros, without preferential subscription rights, as compensation for securities tendered in the context of a public exchange offer initiated by the Company, shares and/or any other securities giving access to the share capital of the Company immediately or in the future;

2. **decides** that this delegation may be used in the context of any public exchange offer initiated by the Company and carried out in France or abroad in accordance with local regulations, relating to the securities of another company admitted to trading on one of the regulated markets described in Article L. 22-10-54 of the *French Code de commerce* or any other form of public offer in accordance with applicable law and regulations, including but not limited to any public exchange offer, any alternative purchase or exchange offer, any single offer to purchase or exchange the relevant securities for cash and securities, any primary tender offer or exchange offer combined with an alternative tender offer or exchange offer and any reverse merger in the United States or any other jurisdiction where such a transaction is possible;
3. **decides** to waive the preferential subscription right of shareholders to the shares to be issued pursuant to this resolution;
4. **acknowledges** that this delegation of authority implies shareholders' renunciation of their preferential subscription right to equity securities of the Company to which securities to be issued pursuant to this resolution grant rights over immediately or in the future;
5. **decides** that the total nominal amount of the share capital increases that could potentially be carried out immediately or in the future pursuant to this delegation cannot exceed €239,502.24, it being specified that this amount will be included in the Overall Nominal Cap Amount I set forth in the 24th resolution of this shareholders' meeting. This nominal cap amount shall be increased, when needed, by the nominal value of the shares to be issued, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual provisions providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital of the Company;
6. **decides** that the securities giving access to the share capital Company issued in this way may consist of debt securities or be associated with the issue of such securities, or allow the issue of such securities, as intermediate securities. The overall nominal amount of debt securities that could potentially be issued pursuant to this delegation will amount to a maximum of €500,000,000 or the exchange value of this amount in the event of an issuance carried out in a foreign currency or in any currency unit set through reference to a number of currencies it being specified that this amount will be included in the Overall Nominal Cap Amount II set forth in the 24th resolution of this shareholders' meeting;
7. **delegates** to the Board of Directors, with the power to sub-delegate under the conditions set forth by law, full powers to:
 - i. determine the list of securities contributed to the exchange, set the terms and conditions of the issue, the exchange ratio and, if applicable, the amount of the cash adjustment to be paid;
 - ii. determine the dates and conditions of the issue, in particular the price, of the new ordinary shares or, as the case may be the securities, as well as the date, which may be retroactive, as from which the new shares will bear interest (*date de jouissance*);
 - iii. record the difference between the issue price of the new ordinary shares and their nominal value on the liabilities side of the balance sheet in a "contribution premium" account, to which all shareholders will be entitled;
 - iv. proceed, if need be, to the deduction from the said "contribution premium", of all the expenses and rights caused by the concerned transaction;

- v. take all measures to preserve the rights of holders of issued securities or other rights giving access to the Company's capital required by applicable laws and regulations and contractual provisions;
- vi. suspend, if necessary, the exercise of the rights attached to such securities for a fixed period of time in accordance with the applicable laws and regulations and contractual provisions;
- vii. take any decision with a view to the admission of the shares and securities thus issued to trading on the regulated market of Euronext Paris and any other market on which the shares or securities giving access to the capital of the Company would then be listed; and
- viii. record the final completion of the capital increases carried out pursuant to this delegation, amend the Company's articles of association accordingly, carry out any formalities and declarations and request any authorizations that may be necessary for the completion of these contributions and, in general, do all that is useful or necessary for the proper completion of the issues.

8. **decides** that the authorization granted to the Board of Directors pursuant to the resolution is valid for a term of 26 months as from the date of this shareholders' meeting. It voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Board of Directors having the same purpose. This delegation therefore voids the delegation granted by the shareholders' meeting held on 14 April 2022 pursuant to its 27th resolution.

Resolution n°24 – Overall cap applicable to the authorizations provided for in the 16th to 18th and 20th to 23rd resolutions

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, after having noted that the capital has been released in full and in accordance with the provisions of Article L. 225-129-2 of the French *Code de commerce*:

1. **decides** that the overall amount of the share capital increases that could potentially be carried out immediately or in the future pursuant to the 16th to 18th and 20th to 23th resolutions of this shareholders' meeting cannot exceed €479,004.48, it being specified that this overall cap amount shall be increased, when needed, by the nominal value of the shares to be issued, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual provisions providing for other cases of adjustment, in order to preserve the rights of holders of securities giving access to the share capital (the "**Overall Nominal Cap Amount I**").

2. **decides** that the overall amount of the debt securities that could potentially be issued immediately or in the future pursuant to the 16th to 18th and 20th to 23th resolutions of this shareholders' meeting cannot exceed €500,000,000, or its equivalent in foreign currencies or in units of account set by reference to more than one currency, as of the date of the issuance decision (the "**Overall Nominal Cap Amount II**").

Resolution n°25 – Authorization granted to the Board of Directors to allocate options to subscribe and/or purchase shares

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and

the special report of the statutory auditors, and pursuant to Articles L. 225-177 to L. 225-185 and L. 22-10-56 to L. 22-10-58 of the French *Code de commerce*:

1. **authorizes** the Board of Directors to grant, on one or more occasions, subject to the abstention periods provided for by law, options granting entitlement to the subscription of new shares of the Company to be issued by means of a share capital increase or to the purchase of existing shares of the Company resulting from buy-backs realised pursuant to applicable law, to the benefit of employees and executive officers of the Company or of the groups provided in Article L. 225-180 of the French *Code de commerce* at the date of the allocation, or of some of them, and thus approves the putting in place by the Board of Directors of one or more share subscription and/or purchase options plans within the frame set out below;

2. **decides** that the overall nominal amount of the share capital increases that may be carried out immediately or in the future pursuant to this delegation cannot exceed an maximum amount of €6,600 (i.e., on the basis of the current nominal value of the Company's shares of one cent, a maximum of 660,000 shares); it being specified that the nominal amount of the capital increases carried out pursuant to this resolution will be included in the Overall Nominal Cap Amount III set for in the 29th resolution of this shareholders' meeting and this cap of €6,600: (i) does not take into account any adjustment that may be made in accordance with applicable legal and regulatory provisions and, as the case may be, with the contractual provisions providing for other adjustment cases to preserve the rights of the holders of securities or other rights giving access to the share capital; and (ii) shall be adjusted to take into account all transactions lowering the nominal value of the shares or increasing the number of shares that could take place before the allocation of the options;

3. **decides** that the time period for exercising the options shall not exceed 10 years from the date of the allocation;

4. **decides** that the exercise price of the options granted pursuant to this delegation shall be set on the day the options are allocated by the Board of Directors, it being specified that the exercise price of the options shall not be (i) lower than 80% of the average of the stock price during the twenty stock market trading days preceding the date upon which the options are granted; and (ii) only for stock options, lower than 80% of the average purchase price of the shares held by the Company, pursuant to Article L. 22-10-62 of the French *Code de commerce*;

The exercise of the option granted pursuant to this delegation must be subject to a condition of the beneficiary's presence in the Company or its subsidiaries as employee and/or executive officer or the member of the administrative or supervisory bodies (subject to legal exceptions, to a change of control of the Company and being understood that the Board of Directors may, as the case may be, waive this condition on an individual basis) and, as the case may be, to the fulfilment of performance conditions that the Board of Directors may determine upon allocation, as is specified below.

5. **decides** that the exercise price may be modified throughout the duration of the options only in case of implementation of the measures required to protect the interests of the beneficiaries of the options, pursuant to Article L. 225-181 of the French *Code de commerce*;

6. **acknowledges** that, for the benefit of the beneficiaries of the options, the shareholders' meeting's decision implies shareholders' renunciation of their preferential subscription rights to shares that shall be issued as the options to subscribe are exercised;

7. **decides** to grant full powers to the Board of Directors, with the option to delegate and sub-delegate under the conditions set forth by law, notably:

- i. to determine the conditions for the allocation of the options, the number and the identity of the beneficiaries and the number of options granted to each of them;
- ii. to set, within the above-specified limits, the options exercise price and the time period during which the options may be exercised;
- iii. to set the exercise conditions and notably, as the case may be, the performance conditions to which the exercise of the options would be subject to;
- iv. to impose, as the case may be, a time period during which the options shall not be exercised and/or a time period during which the acquired shares may not be transferred;
- v. when determining the features of each plan, to take into account legal requirements, notably tax ones, applicable depending on the jurisdiction where the beneficiaries are located;
- vi. establish the rules for the allocation plan(s) of the options;
- vii. to temporarily suspend the exercise of the options in given circumstances;
- viii. where necessary, take all measures to reserve the rights of option beneficiaries in accordance with any legal or regulatory provision;
- ix. set the dividend entitlement date (*date de jouissance*), which may be retroactive, of the shares to be issued upon exercise of the options;
- x. at its sole initiative, deduct the capital increase expenses on the amount of the premium relating to these issuances and to deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital after each increase; and
- xi. to record the completion of the increase(s) in the share capital resulting from the exercise of the options, complete any acts and formalities in order to finalise the increase(s) in share capital realized pursuant to this authorization, amend the articles of association accordingly and more generally take all decisions required in the context of this authorization, grant all delegations, and do all that is needed.

The Board of Directors shall notify the shareholders each year during the shareholders' meeting, under the conditions set forth by law, of the transactions carried out in pursuant to this resolution.

8. **decides** that the delegation of authority granted by this resolution is valid for a period of 38 months from the date of this shareholders' meeting. It voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Board of Directors having the same purpose.

Resolution n°26 – Authorization granted to the Board of Directors to allocate existing or new free shares to be issued based on the achievement of performance criteria

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-5 and L. 22-10-59 to L. 22-10-60 of the French *Code de commerce*, authorizes the Board of Directors to proceed with the free allocation of 600,000 common shares, existing or to be issued, with a nominal value of one euro cent each, for the benefit of the employees and the

executive officers of the Company or the entities or groups referred to in Article L. 225-197-2 at the date of allocation, or for the benefit of some of them (the “**Free Shares**”).

(1) Share capital increase

The allotment of the totality of the Free Shares, in the case of new shares, will result in a capital increase of €6,000 (i.e., on the basis of the current nominal value of the Company's shares of one cent, a maximum of 600,000 shares), it being specified that the nominal amount of the capital increases carried out pursuant to this resolution will be included in the Overall Nominal Cap Amount III provided for in the 29th resolution of this shareholders' meeting and this cap amount does not take into account any adjustment that may be made in accordance with applicable legal and regulatory provisions and, as the case may be, with the contractual provisions providing for other adjustment cases to preserve the rights of the holders of securities or other rights giving access to the share capital.

The capital increase that will result from the creation of the Free Shares will be implemented by way of special incorporation of all or part of the reserve accounts available and, in particular, of the account “share issue premium”. The shareholders' meeting acknowledges that this decision implies shareholders' renunciation of their rights, for the benefit of holders of Free Shares, to the said reserves.

(2) Allocation and retention periods

The Board of Directors shall determine, for each allocation, a vesting period of at least one year after which the allocation of existing or new shares will become definitive, followed, if deemed useful or necessary by the Board of Directors, by a retention period of a duration it shall determine and which shall run from the definitive acquisition of the existing or new shares; it being specified that the cumulated duration of the vesting period and, as the case may be, of the retention period, shall be of at least two years.

The definitive acquisition of the Free Shares may be subject to a condition of the beneficiary's presence in the Company or its subsidiaries as employee and/or executive officer or the member of the administrative or supervisory bodies (subject to legal exceptions, to a change of control of the Company and being understood that the Board of Directors may, as the case may be, waive this condition on an individual basis) and, as the case may be, to the fulfilment of performance conditions that the Board of Directors may determine upon allocation, as is specified below.

(3) Delegation of powers to the Board of Directors

The Shareholders' Meeting grants full powers to the Board of Directors, with the option to sub-delegate under the conditions set forth by law, to proceed to the allocation of Free Shares, including:

- i. determine the conditions of eligibility, the number and the identity of the beneficiaries et the number of Free Shares allocated to each of them;
- ii. determine within the aforementioned limits, the allocation period and, if applicable, the Free Shares conservation period;
- iii. set the allocation conditions and notably, as the case may be, the performance conditions to which the definitive acquisition of the Free Shares would be subject to;
- iv. establish the rules for the allocation plan(s) of the Free Shares;

- v. take all necessary measures in order to preserve the rights of the holders of Free Shares pursuant to any legal or regulatory provision;
- vi. set the dividend entitlement date (*date de jouissance*), which may be retroactive, of the Free Shares to be issued; and
- vii. record the completion of the increase(s) in the share capital resulting from the definitive allocation of Free Shares, complete any acts and formalities in order to finalize the increase(s) in share capital realized pursuant to this authorization, amend the articles of association accordingly and more generally take all decisions required in the context of this authorization, grant all delegations, and do all that is needed.

This authorization may be used within a period of 38 months from the date of this shareholders' meeting. The shareholders' meeting acknowledges that this delegation voids, from this day, any prior delegation of authority having the same purpose.

Resolution n°27 – Delegation of authority granted to the Board of Directors for the purpose of issuing, without shareholders' preferential subscription rights, warrants to subscribe for business creators' shares (BSPCE) for the benefit of employees and officers of the Company subject to the employee tax regime

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of Articles L. 225-192-2, L. 225-135, L. 225-138, L. 228-91 *et seq.* of the French *Code de commerce* and Article 163 bis G of the French *Code général des impôts*;

1. **delegates** all powers to the Board of Directors to increase the Company's share capital, on one or more occasions, in the proportions and at the times it deems appropriate, through the issuance and free allocation of warrants to subscribe for business creator shares (hereinafter the "**BSPCE**");
2. **decides** that the overall nominal amount of the share capital increases that may be carried out in the future pursuant to this delegation cannot exceed a maximum amount of €6,600 (i.e., on the basis of the current nominal value of the Company's shares of one cent, a maximum of 660,000 shares), it being specified that this nominal amount will be included in the Overall Nominal Cap Amount III set forth in the 29th resolution of this shareholders' meeting. This overall nominal cap amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual provisions providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
3. **decides** to waive the preferential subscription right of shareholders to the BSPCE and to reserve the right to subscribe to the BSPCE for the benefit of employees and executive officers, subject to the employee tax regime, of the Company or of the entities or groups referred to in Article L. 225-197-2 on the date of allocation, under the conditions set out in Article 163 bis G of the French *Code général des impôts*;
4. **acknowledges** that, for the benefit of holders of BSPCE, this delegation of authority implies shareholders' renunciation of their preferential subscription right to shares that will be issued as such BSPCE are exercised;

5. **decides** that the exercise of each BSPCE will give the right to subscribe to one new share of the Company with a nominal value of one euro cent;
6. **acknowledges** that, in accordance with the provisions of Article 163 bis G of the French *Code général des impôts*, the BSPCE will not be transferable;
7. **decides** that the BSPCE will be allocated free of charge and that the unit exercise price of the BSPCE will be set by the Board of Directors at the time of issue of such warrants;
8. **decides** that the time period for exercising the BSPCE shall not exceed 10 years from the date of the allocation. They shall lapse and lose all validity after this date;
9. **decides** to grant to the Board of Directors, with the option to delegate and sub-delegate under the conditions set forth by law, full powers to carry out the issues, as well as to postpone them, under the conditions and within the limits set out in this resolution, notably to:
 - i. determine the list of beneficiaries of the BSPCE from among the category of persons defined in this shareholders' meeting, in accordance with the legal provisions, as well as the number of BSPCE granted to each of them;
 - ii. set the exercise price, determine the conditions of subscription and exercise of the BSPCE, and in particular the period and dates of exercise of the BSPCE, the terms of payment of the shares subscribed in exercise of the BSPCE, as well as their date of entitlement to dividends, which may be retroactive, and the conditions on which they may be conditional, if applicable;
 - iii. determine the procedure by which, in particular by way of adjustment, the rights of the holders of the BSPCE would be reserved if the Company were to carry out, for as long as there are outstanding BSPCE, transactions which can only be carried out by reserving the rights of said holders;
 - iv. if necessary, limit, suspend, restrict or prohibit the exercise of the BSPCE or the transfer or conversion into bearer shares of the shares obtained by the exercise of the BSPCE during certain periods or as from certain events, its decision being able to relate to all or part of the BSPCE or the shares or concern all or part of the beneficiaries;
 - v. inform the beneficiaries of the BSPCE, obtain their acceptance of the allocation and payment of the price of the shares issued in exercise of the BSPCE, record any payment by way of set-off, record the corresponding capital increases and amend the articles of association accordingly;
 - vi. at its sole initiative, deduct the capital increase expenses on the amount of the premium relating to these issuances and to deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital after each increase;
 - vii. form a separate body of warrant holders for each type of security giving the same rights;
 - viii. in general, take all measures and carry out all formalities required for the issue and listing of the warrants issued and the exercise of the subscription right attached to them.
10. **decides** that the authorization granted to the Board of Directors pursuant to the resolution is valid for a term of 18 months as from the date of this shareholders' meeting. It voids, as from this day any prior delegation of authority granted to the Board of Directors having the same purpose.

Resolution n°28 – Delegation of authority granted to the Board of Directors for the purpose of issuing, without shareholders' preferential subscription rights, shares and/or other securities for the benefit of employees and officers of the Company and employees of related companies as defined in article L. 225-180 of the French *Code de commerce* who are beneficiaries of a company savings plan as provided for in articles L. 3332-1 *et seq.* of the French *Code du travail*

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, within the framework of the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138 and L. 225-138-1 of the French *Code de commerce* and Articles L. 3332-18 *et seq.* of the French *Code du travail*.

1. **delegates** all powers to the Board of Directors, with the power sub-delegate under the conditions set forth by law, to increase the Company's share capital, on one or more occasions, in the proportions and at the times it deems appropriate, both in France or abroad, through the issuance of shares, reserved to members of a company savings plan of the Company and of French or foreign companies that are related to the Company under the conditions set forth in Article L.225-180 of the French *Code de commerce* and Article L.3344-1 of the French *Code du travail*;

2. **decides** to waive, for the benefit of members of a company savings plan, the shareholders' preferential subscription rights to the new shares to be issued pursuant to this resolution, and to the free shares may be allocated pursuant to this resolution give access to in respect of the discount and/or the contribution;

3. **decides** that the overall nominal amount of the share capital increases that may be carried out immediately or in the future pursuant to this delegation cannot exceed an maximum amount of €1,000 (i.e., on the basis of the current nominal value of the Company's shares of one cent, a maximum of 100,000 shares), it being specified that this amount will be included in the Overall Nominal Cap Amount III set forth in the 29th resolution of this shareholders' meeting and that this overall nominal amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual provisions providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital.

4. **decides** that the subscription price of the shares issued pursuant to this delegation will be determined in accordance with the provisions of Article L. 3332-19 of the French *Code du travail*, it being specified that the maximum discount to the average share price over the 20 trading sessions preceding the decision setting the opening date for subscription may not exceed 30 %, or 40 % when duration of the lock-up period provided for by the company savings plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French *Code du travail* is greater than or equal to ten years. Nevertheless, when implementing this delegation, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular because of tax, social security or accounting constraints applicable in the countries where the group entities participating in the capital increase transactions are located. The Board of Directors may also decide to allocate free shares to subscribers of new shares, in substitution for the discount and/or as a contribution to the capital increase;

5. **decides** that the Board of Directors shall have full powers, with the power to sub-delegate under the conditions set forth by law, to implement the present delegation, within the limits and under the conditions specified above, in particular to:

- i. decide to issue new shares of the Company;

- ii. determine the list of companies whose employees, former employees and eligible corporate officers may benefit from the issue, and set the conditions that beneficiaries must meet in order to be able to subscribe, directly or through a mutual fund, to the shares to be issued under this delegation of authority;
- iii. determine the amounts of such issuances and set the subscription prices of the shares and the dates of subscription, the terms of each issuance and the conditions of subscription, payment and delivery of the shares issued pursuant to this delegation of authority, as well as the date, which may be retroactive, as of which the new shares will bear interest;
- iv. decide, in accordance with Article L. 3332-21 of the French *Code du travail*, to allocate free of charge shares to be issued or already issued, in respect of the employer's contribution and/or, where applicable, the discount, provided that the taking into account of their pecuniary countervalue, evaluated at the subscription price, does not have the effect of exceeding the limits provided for in Article L. 3332-11 of the French *Code du travail*, and, in the event of the issue of new shares in respect of the discount and/or the contribution, to incorporate into the capital the reserves, profits or issue premiums necessary for the issue of the shares;
- v. determine the period of time granted to subscribers for the payment of their securities;
- vi. record or have recorded the completion of the capital increase up to the amount of the shares actually subscribed and amend the articles of association;
- vii. at its sole discretion, deduct the capital increase expenses on the amount of the premium relating to these increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase;
- viii. in general, to take all measures and carry out all formalities required for the issue and listing of the shares issued as a result of the capital increases and the corresponding amendments to the articles of association pursuant to this delegation.

8. **decides** that the authorization granted to the Board of Directors pursuant to the resolution is valid for a term of 26 months as from the date of this shareholders' meeting. It voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Board of Directors having the same purpose. This delegation therefore voids the delegation granted by the shareholders' meeting held on 14 April 2022 pursuant to its 3rd resolution.

Resolution n°29 – Overall cap applicable to the authorizations provided for in the 25th to 28th resolutions

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, after having noted that the capital has been released in full and in accordance with the provisions of Article L. 225-129-2 of the French *Code de commerce* decides that the overall amount of the share capital increases that could potentially be carried out immediately or in the future pursuant to the 25th to the 28th resolutions of this shareholders' meeting cannot exceed €12,600, it being specified that this overall cap amount shall be increased, when needed, by the nominal value of the shares to be issued, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual provisions providing for other cases

of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital (the “**Overall Nominal Cap Amount III**”).

III. Resolutions to be submitted to the ordinary shareholder’s meeting:

Resolution n°30 - Powers for formalities

The shareholders’ meeting, acting under the condition of quorum and majority required for ordinary shareholders’ meetings, grants full powers to the holder of an original, a copy, or an excerpt of the minutes of these resolutions to carry out all legal and regulatory formalities.

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I. PRELIMINARY FORMALITIES TO PARTICIPATE IN THE MEETING

Any shareholder has the right to participate in the Meeting regardless of the number of shares held, notwithstanding any contrary provisions of the articles of association.

The right to participate to the general meetings of the Company is evidenced by the registration of the shares in the name of the shareholder or in the name of the intermediary registered on the shareholder's behalf in accordance with Article R. 22-10-28 of the French *Code de commerce*, on the second business day preceding the relevant meeting, *i.e.*, for the Meeting, on **Friday, 19 May 2023** at midnight (Paris time):

- for shareholders holding registered shares, registration of their shares in the Company's registers held for the Company by its agent Uptevia (Service Assemblées Générales – Immeuble FLORES – 12 place des Etats-Unis CS 40083 – 92549 Montrouge Cedex, France),
- for shareholders holding bearer shares, a certificate of shareholding provided by an authorized intermediary.

The registration of shares in the bearer share accounts held by the authorized intermediary must be evidenced by a certificate of participation issued by the latter, if necessary by electronic means under the conditions provided for in Article R. 225-61 of the French *Code de commerce* and appended to the postal voting or proxy form ("**Single voting form**"), or to the request for an admission card issued in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Any shareholder who has already cast a remote voting form, sent a voting proxy or requested an admission card or a certificate of participation (under the conditions specified below) may transfer all or part of his shares at any time. However, if the transfer of ownership occurs before **Friday, 19 May 2023** at midnight (Paris time), the Company will invalidate or modify accordingly, as the case may be, the remote voting form, the voting proxy, the admission card or the certificate of participation. To this end, his intermediary will notify the Company or its agent of the transfer of ownership and will send them the necessary information. No transfer of ownership made after **Friday, 19 May 2023** at midnight (Paris time), regardless of the means used, will be notified by the intermediary or taken into consideration by the Company, notwithstanding any contrary agreement.

II. PARTICIPATION IN THE MEETING

The shareholders may choose one of the following three possibilities to exercise their voting right at the Meeting:

- to attend the Meeting;
- to give a proxy to the Chairman of the Meeting or to any other individual or legal entity;
- to vote by post or by Internet via the VOTACCESS website.

In addition to the Single voting form, the shareholders will have the possibility to send their voting instructions, appoint or revoke a proxy, and request an admission card prior to the Meeting via the VOTACCESS website, under the conditions described below.

The VOTACCESS website for the Meeting will be open from Wednesday, 3 May 2023 at 10 a.m. (Paris time) until the day before the Meeting, *i.e.*, Monday, 22 May 2023 at 3:00 p.m. (Paris time).

To avoid any congestion of the VOTACCESS website, shareholders are advised not to wait until the day before the Meeting to enter their voting instructions.

1. To attend the Meeting in person

Shareholders wishing to attend the Meeting in person may request an admission card as follows:

By electronic means:

- For registered shareholders (pure and administered form): the registered shareholder may access the VOTACCESS website via his shareholder space at <https://www.investor.uptevia.com>.

The shareholders in pure registered form shall connect to their shareholder space by using their usual access codes. Their connection ID will be provided on the Single voting form or on the electronic notice of meeting.

The shareholders in administered registered form shall connect to their shareholder space by using their connection ID provided on the Single voting form or on the electronic notice of meeting. Once on the home page of the website, they will have to follow the indications on the screen.

After logging on to the shareholder's space, pure and administered registered shareholders must follow the instructions given on the screen in order to access the VOTACCESS website and request their admission card.

- For bearer shareholders: it is up to the bearer shareholder to inquire to know whether his account-keeping establishment, who manages his securities account, is connected or not to the VOTACCESS website and, if necessary, if this access is subject to specific conditions of use of the VOTACCESS website. If the account-keeping establishment is connected to the VOTACCESS website, the shareholder shall identify himself on the internet portal of his account holder establishment with his usual access codes. He will then have to follow the instructions given on the screen to access the VOTACCESS website and request his admission card.

By postal means:

- For registered shareholders: the registered shareholder must complete the Single voting form attached to the notice of meeting, which will be sent to him, specifying that he wishes to attend the Meeting and obtain an admission card, and then return it, dated and signed, using the T envelope attached to the notice of meeting, to Uptevia;
- For bearer shareholders: the bearer shareholder must ask his account-keeping establishment, who manages his securities account, to send him an admission card.

Requests for admission cards by post must be received by Uptevia no later than three days before the Meeting, in accordance with the modalities indicated above.

The shareholders who have not received their admission card in the two business days preceding the Meeting are invited to:

- For registered shareholders: present themselves on the day of the Meeting, directly at the counters specifically provided for this purpose, with an identity document;

- For bearer shareholders: request their account-keeping establishment to issue them with a certificate of participation to prove their status as shareholders on the second business day preceding the Meeting.

2. To vote by proxy or by post

If the shareholders are unable to attend the Meeting in person, they may choose one of the following three options:

- to give a proxy to the Chairman of the Meeting;
- to give a proxy to any individual or legal entity of their choice under the conditions provided for in Articles L. 22-10-39 and L. 225-106 I of the French *Code de commerce*;
- to vote by post, in accordance with the following modalities:

By electronic means:

- For registered shareholders (pure or administered form): registered shareholders may access the VOTACCESS website via their shareholder space at <https://www.investor.uptevia.com>.

The shareholders in pure registered form shall connect to their shareholder space by using their usual access codes. Their connection ID will be provided on the Single voting form or on the electronic notice of meeting.

The shareholders in administered registered form shall connect to their shareholder space by using their connection ID provided on the Single voting form or on the electronic notice of meeting. Once on the home page of the website, they will have to follow the indications on the screen.

After logging on to the shareholder's space, pure and administered registered shareholders must follow the instructions given on the screen to access the VOTACCESS website and vote or designate or revoke a proxy.

- For bearer shareholders: it is up to the bearer shareholders to inquire to know whether their account-keeping establishment is connected or not to the VOTACCESS website and, if necessary, if this access is subject to specific conditions of use of the VOTACCESS website. If the account-keeping establishment is connected to the VOTACCESS website, the shareholders shall identify themselves on the internet portal of their account holder establishment with their usual access codes. They will then have to follow the instructions given on the screen to access the VOTACCESS website and vote or designate or revoke a proxy.

If the shareholder's account-keeping establishment is not connected to the VOTACCESS website, it is specified that the notification of the appointment and the revocation of a proxy may however be made electronically in accordance with the provisions of Article R.22-10-24 of the French *Code de commerce*, by sending an email to the following email address: ct-mandataires-assemblees@uptevia.com. This email must contain a scanned copy of the Single voting form duly completed and signed. Bearer shareholders must also attach to their e-mail the certificate of participation issued by their authorized intermediary. Only the notifications of appointment or revocation of proxies duly signed, completed, received, and confirmed at the latest on the day before the Meeting, *i.e.*, Monday, 22 May 2023 at 3:00 p.m. (Paris time), may be taken into account.

By postal means:

- For registered shareholders: registered shareholders must complete the Single voting form attached to the notice of meeting which will be sent to them, and then return it, dated and signed, using the T envelope attached to the notice of meeting, to Uptevia;
- For bearer shareholders: bearer shareholders must ask the Single voting form to their account-keeping establishment, who manages their securities account, and then return it, dated and signed.

The Single voting forms must be received by Uptevia, at the latest, three days before the Meeting, according to the modalities indicated above.

It is specified that, for all proxies without indication of a representative, the Chairman of the Meeting will vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and against all other draft resolutions.

The Single voting forms are automatically sent by postal means to shareholders who have held a pure registered or administered account for at least one month as of the date of the notice of meeting.

For bearer shareholders, Single voting forms will be sent to them upon request received by ordinary mail as of the date of the Meeting by Uptevia - Service Assemblées Générales - Immeuble FLORES - 12 place des Etats-Unis CS 40083 - 92549 Montrouge Cedex, France and received no later than six days before the date of the Meeting.

In any case, no later than the twenty-first day prior to the Meeting, the Single voting form or proxy form will be made available on the Company's website (<https://www.lhyfe.com/>).

The shareholders who have sent a request for an admission card, a proxy or a postal voting form will no longer be able to change their method of participation in the Meeting.

In the event of the return of a Single voting form by a registered intermediary, the Company may ask the said intermediary for the identity of the voters.

III. WRITTEN QUESTIONS

Shareholders may submit questions in writing to the Company in accordance with Articles L. 225-108 and R. 225-84 of the French *Code de commerce*. These questions must be sent preferably by electronic means to the following address: investors@lhyfe.com (or to the Company's registered office, by registered letter with acknowledgement of receipt), no later than the fourth business day preceding the date of the Meeting, *i.e.*, Wednesday, 17 May 2023. They must be accompanied by a share ownership certificate.

IV. REQUEST FOR INCLUSION OF DRAFT RESOLUTIONS OR ITEMS TO THE AGENDA

Justified requests for the inclusion of items or draft resolutions on the agenda by shareholders who meet the conditions set forth by the law must be sent to the Company's registered office by registered letter with acknowledgement of receipt and must be received no later than the twenty-fifth day before the Meeting. These requests must be accompanied by a securities account registration certificate evidencing that the authors of the request hold or represent the fraction of the share capital required by Article R. 225-71 of the French *Code de commerce*. The list of items added to the agenda and the text of the draft resolutions will be published on the Company's website (<https://www.lhyfe.com/>), in accordance with Article R. 22-10-23 of the French *Code de commerce*. The request for registration

of draft resolutions shall be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory statement.

It is also reminded that the Meeting's consideration of draft resolutions and items submitted by shareholders is subject to the transmission by the interested parties, at the latest on the second business day preceding the Meeting at midnight (Paris time), of a new certificate proving the registration of their shares in a securities account under the same conditions as those indicated above.

V. RIGHT OF COMMUNICATION

In accordance with applicable law, all documents required to be submitted to this Meeting will be made available to the shareholders within the legal deadlines at the Company's registered office and on its website <https://www.lhyfe.com/> no later than the twenty-first day prior to the Meeting. As from the date of the notice of meeting and up to and including the fifth day before the meeting, any shareholder may ask the Company to send him the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French *Code de commerce*, by simple request addressed to Uptevia - Service Assemblées Générales - Immeuble FLORES - 12 place des Etats-Unis CS 40083 - 92549 Montrouge Cedex, France. Bearer shareholders must provide evidence of their status as such by sending a certificate of account registration.