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It is a translation of the original French *Avis de reunion* published for the Company's General Meeting.  
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## **BELIEVE**

French joint-stock company (*société anonyme*) with Board of Directors  
with share capital of € 487 926,325

Registered office: 24, rue Toulouse Lautrec, 75017, Paris, France

Registered with the Paris Trade and Companies Registry under number 481 625 853

The shareholders of Believe (the "**Company**") are hereby informed that they will in due course receive an invitation to attend the **Company's Annual Ordinary and Extraordinary General Meeting** (the "**General Meeting**"), which will take place at 15:00 pm on Wednesday, 26 April 2024 at the L'Espace 73, 73, rue d'Anjou – 75008 Paris, France, to deliberate on the following agenda and draft resolutions:

## **AGENDA**

1. Approval of the financial statements for the year ended December 31, 2023.
2. Approval of the consolidated financial statements for the year ended December 31, 2023.
3. Allocation of the Company's profit.
4. Approval of the Statutory Auditors' special report on related-party agreements referred to in article L. 225-38 of the French Commercial Code.
5. Renewal of the term of office of Mrs. Anne-France Laclide-Drouin as Director for a period of four (4) years.
6. Renewal of the appointment of ACA NEXIA as Statutory Auditor for a term of six (6) financial years.
7. Non-renewal of the term of office of PIMPANEAU & ASSOCIES as alternate statutory auditor.
8. Appointment of KPMG as Statutory Auditor in charge of certifying sustainability information for a period of one (1) financial year.
9. Approval of the information disclosed pursuant to article L. 22-10-9, I of the French Commercial Code relating to the compensation of corporate officers.
10. Approval of the components of remuneration and benefits paid during or allocated in respect of 2023 to Denis Ladegaillerie, Chairman and Chief Executive Officer.
11. Approval of the 2024 compensation policy for the Chairman and Chief Executive Officer.
12. Approval of the 2024 remuneration policy for members of the Board of Directors.
13. Authorisation to be granted to the Board of Directors, for a period of 18 months, to trade in the Company's shares.
14. Authorisation to be granted to the Board of Directors, for a period of 26 months, to reduce the share capital of the Company by cancelling treasury shares.
15. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by capitalising reserves, profits, premiums or any other amount that may be capitalised.
16. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, with preemptive subscription rights, shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued.
17. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, without preemptive subscription rights, shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities

- giving access to equity securities to be issued with a priority subscription period, by way of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code.
18. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, without preemptive subscription rights, shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued with an optional priority subscription period, by way of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code.
  19. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, without preemptive subscription rights, shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued, by way of public offers as referred to in section 1 of Article L.411-2 of the French Monetary and Financial Code.
  20. Authorisation to be granted to the Board of Directors, for a period of 26 months, in the event of an issue without preemptive subscription rights by public offers, in order to set the issue price in accordance with the terms and conditions set by the General Meeting, up to a limit of 10% of the share capital per year.
  21. Authorisation to be granted to the Board of Directors, for a period of 26 months, to increase the amount of issues, with or without preemptive subscription rights.
  22. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued, in consideration for contributions in kind.
  23. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, without preemptive subscription rights, shares in the Company reserved for members of an employee savings plan.
  24. Delegation of authority to the Board of Directors, for a period of 18 months, to increase the share capital of the Company by issuing shares, without preemptive subscription rights, in favor of a specific category of beneficiaries.
  25. Authorisation to be granted to the Board of Directors, for a period of 38 months, to award shares in the Company to officers and employees of the Company and its affiliates, automatically entailing the waiver by shareholders of their preemptive subscription rights.
  26. Authorisation to be granted to the Board of Directors, for a period of 38 months, to award options to subscribe to or purchase Company shares for the benefit of officers and employees of the Company and its affiliates, automatically entailing the waiver by shareholders of their preemptive subscription rights.
  27. Powers to carry out formalities.
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## **Text of the Proposed Resolutions Presented by the Board of Directors**

### **First resolution** (Approval of the financial statements for the year ended December 31, 2023)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Management Report of the Board of Directors and the Statutory Auditors' report on the Company's financial statements for the year ended 31 December 2023, the shareholders **approve** the financial statements for the year ended December 31, 2023, as drawn up and presented to them, showing a net loss of €(22,247,581), as well as the transactions reflected in those financial statements and summarized in those reports.

In accordance with article 223 *quater* of the French Tax Code (*Code général des impôts*), the shareholders also **approve** the total amount of expenses and charges referred to in article 39, paragraph 4 of said Code, as disclosed in the financial statements for the year ended December 31, 2023, amounting to €7,401, and **note** that no tax charge is born as a result of these costs and expenses.

### **Second resolution** (Approval of the consolidated financial statements for the year ended December 31, 2023)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Management Report of the Board of Directors and the Statutory Auditors' report on the consolidated financial statements for the year ended 31 December 2023, the shareholders **approve** the consolidated financial statements for the year ended December 31, 2023, as drawn up and presented to them, showing a net loss attributable to the Group of €(5,482,321) as well as the transactions reflected in those financial statements and summarized in those reports.

### **Third resolution** (Allocation of the Company's profit)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Management Report of the Board of Directors, the Shareholders **note** that the net loss for the year ended December 31, 2023, is €(22,247,581.36) and **resolve**, on the recommendation of the Board of Directors, to allocate this loss in full to retained earnings, which will increase from €(79,756,340.72) to €(102,003,922.08).

In accordance with Article 243 bis of the French General Tax Code, the Shareholder **note** that no dividends were paid during the previous three fiscal years.

### **Fourth resolution** (Approval of the Statutory Auditors' special report on related-party agreements referred to in article L. 225-38 of the French Commercial Code)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' Report on Corporate Governance and the Statutory Auditors' Special Report presented in accordance with Article L. 225-40 of the French Commercial Code on related-party agreements referred to in Articles L. 225-38 et *seq.* of the same Code, the shareholders **approve** the terms of said report and **note** that it does not mention any new agreement entered into during the year ended December 31, 2023 falling within the scope of the aforementioned Article L. 225-38.

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**Fifth resolution** (Renewal of the term of office of Mrs. Anne-France Laclide-Drouin as Director for a period of four (4) years)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the corporate governance report of the Board of Directors, and having noted that the term of office as Director of Anne-France Laclide-Drouin expires at the end of this General Meeting, the Shareholders **resolve** to renew her term of office for a further four years, to expire at the end of the Annual General Meeting to be called in 2028 to approve the 2027 financial statements.

**Sixth resolution** (Renewal of the appointment of ACA NEXIA as Statutory Auditor for a term of six (6) financial years)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the corporate governance report of the Board of Directors, and having noted that the term of office of ACA NEXIA as Statutory Auditor expires at the end of this General Meeting, the Shareholders **resolve** to renew the appointment of ACA NEXIA as Statutory Auditor for a term of six (6) financial years, to expire at the end of the General Meeting to be called in 2030 to approve the 2029 financial statements.

**Seventh resolution** (Non-renewal of the term of office of PIMPANEAU & ASSOCIES as alternate statutory auditor)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the corporate governance report of the Board of Directors and having noted that the term of office of PIMPANEAU & ASSOCIES as alternate Statutory Auditor expires at the end of this General Meeting, the Shareholders **resolve**, subject to the adoption of the preceding resolution, not to renew the appointment of PIMPANEAU & ASSOCIES as alternate Statutory Auditor.

**Eighth resolution** (Appointment of KPMG as Statutory Auditor in charge of certifying sustainability information for a one (1) financial year)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having reviewed the Board of Directors' Report and the provisions of Articles L. 233-28-4, L. 821-40 and L. 821-44 of the French Commercial Code and article 38 of Ordinance no. 2023-1142 of December 6, 2023, the Shareholders **resolve** to appoint KPMG as statutory auditor responsible for certifying sustainability information, for the remainder of its term of office as statutory auditor responsible for certifying the financial statements, namely for a term of one (1) financial year, to expire at the end of the General Meeting to be called in 2025 to approve the 2024 financial statements.

**Ninth resolution** (Approval of the information disclosed pursuant to article L. 22-10-9, I of the French Commercial Code relating to the compensation of corporate officers)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and in accordance with Article L. 22-10-34, I of the French Commercial Code, having considered the corporate governance report of the Board of Directors as referred to in Article L. 225-37 of the French Commercial Code, set out in Chapter 4 of the Company's 2023 Universal Registration Document, the Shareholders **approve** the information relating to

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remuneration in respect of the previous financial year pursuant to paragraph I of Article L. 22-10-9 of the French Commercial Code, as presented in the said report.

**Tenth resolution** (Approval of the components of remuneration and benefits paid during or allocated in respect of 2023 to Denis Ladegaillerie, Chairman and Chief Executive Officer)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and in accordance with Article L.22-10-34 II of the French Commercial Code, having considered the corporate governance report of the Board of Directors as referred to in Article L. 225-37 of the French Commercial Code, set out in Chapter 4 of the Company's 2023 Universal Registration Document, the Shareholders **approve** the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the 2023 financial year or awarded in respect of the same financial year to Mr. Denis Ladegaillerie, in his capacity as Chairman and Chief Executive Officer, as presented in the said report.

**Eleventh resolution** (Approval of the 2024 compensation policy for the Chairman and Chief Executive Officer)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and in accordance with Article L. 22-10-8, II of the French Commercial Code, having considered the corporate governance report of the Board of Directors as referred to in article L. 225-37 of the French Commercial Code, set out in Chapter 4 of the Company's 2023 Universal Registration Document, the Shareholders **approve** the 2024 remuneration policy for the Chairman and Chief Executive Officer, as presented in the said report.

**Twelfth resolution** (Approval of the 2024 remuneration policy for members of the Board of Directors)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and in accordance with Article L.22-10-8, II of the French Commercial Code, having considered the corporate governance report of the Board of Directors as referred to in Article L.225-37 of the French Commercial Code, set out in Chapter 4 of the Company's 2023 Universal Registration Document, the Shareholders **approve** the 2024 remuneration policy for the members of the Company's Board of Directors, as presented in the said report.

**Thirteenth resolution** (Authorisation to be granted to the Board of Directors, for a period of 18 months, to trade in the Company's shares)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' management report and articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.* of the French Commercial Code, the Shareholders:

1. **authorise** the Board of Directors, with powers to subdelegate within the law and in accordance with regulations, to purchase or arrange for the purchase of shares in the Company, on one or more occasions and at such times as it shall see fit, up to a maximum number of shares representing 10% of the Company's share capital, at any time, it being specified that (i) the number of shares acquired with a view to their retention and subsequent remittance in payment or exchange in connection with a merger, demerger or contribution may not exceed 5% of the Company's share capital, (ii) when shares are bought back to promote the liquidity of the Company's shares under the conditions defined by the General Regulations of the French financial markets authority (*Autorité des marchés financiers – AMF*), the number of shares taken into account for the calculation of the 10% limit referred to above corresponds to the number of

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shares purchased, less the number of shares resold during the term of the authorisation, and (iii) the number of shares held by the Company, at any time, may not exceed 10% of the shares comprising the Company's share capital at the date in question. These transactions may be carried out at any time, in compliance with applicable regulations, except during periods of public tender offers for the Company's shares (from the time a third-party file a public tender offer for the Company's shares until the end of the offer period). These percentages apply to a number of shares adjusted, where applicable, to reflect transactions that may affect the share capital subsequent to this General Meeting;

2. **authorise** the Board of Directors to use this authorisation :

- i.) to ensure the liquidity of the Company's securities market and carry out market making activities via an investment service provider acting independently under a liquidity contract consistent with market practice as accepted by the French financial markets authority (*Autorité des marchés financiers – AMF*) on June 22, 2021;
- ii.) to allocate shares to corporate officers and employees of the Company and other Group entities, notably in connection with (i) profit-sharing schemes, (ii) any stock option plan, in accordance with the provisions of Articles L. 225-177 *et seq.* and L. 22-10-56 of the French Commercial Code, or (iii) any savings plan in accordance with the provisions of articles L. 333161, L. 3332-1 *et seq.* of the French Labor Code, or (iv) any allocation of free shares under the provisions of articles L. 225-197-1 *et seq.* and L. 22-10-59 of the French Commercial Code, and to carry out any hedging operations relating to these transactions, under the conditions set by the market authorities and during the periods determined by the Board of Directors or the person appointed thereby;
- iii.) to deliver the shares of the Company upon the exercise of rights attached to securities giving entitlement, directly or indirectly, by redemption, conversion, exchange, presentation of a warrant or in any other way to the allotment of shares in the Company within the framework of the regulations in force, and to carry out any hedging transactions relating to such transactions, under the conditions provided for by the market authorities and at the times the Board of Directors or the person acting on behalf of the Board of Directors deems appropriate;
- iv.) to retain the Company's shares and subsequently remit them in payment or exchange in connection with any acquisitions, mergers, demergers or asset-for-share exchanges;
- v.) to cancel all or some of the shares so purchased, subject to the adoption of the fourteenth resolution of this Shareholders' Meeting or any other similar resolution of the same type;
- vi.) to implement any market practice that may be permitted by the *Autorité des Marchés Financiers* and, more generally, carry out any transactions that complies with applicable regulations in force.

3. **resolve** that the maximum unit purchase price, excluding costs, may not exceed thirty-nine euros (€39) per share. The Board of Directors may, however, in the event of transactions affecting the Company's share capital, notably a change in the par value of the share, a capital increase by incorporation of reserves followed by the creation and allocation of free shares, a division or consolidation of securities, adjust the maximum purchase price mentioned above in order to take into account the impact of these transactions on the value of the Company's shares;

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4. **decide** that the acquisition, sale or transfer of these shares may be carried out and paid for by any means permitted by the regulations in force, on a regulated market, via a multilateral trading system, to a systematic or OTC internaliser, including through the acquisition or sale of blocks of shares, through the use of options or other derivative financial instruments or warrants or, more generally, securities granting entitlement to Company shares, during the periods determined by the Board of Directors;
5. **resolve** that the Board of Directors shall have all powers, with the powers to subdelegate within the law and regulations, in order, in accordance with the relevant legislative and statutory provisions, to proceed with the allocations and, if applicable, the permitted re-allocation of the shares purchased on the basis of one of the objectives of the program from one or more of its other objectives, or their sale, on or off the market;

All powers are accordingly granted to the Board of Directors, with powers to subdelegate within the law and regulations, to implement this autorisation, to specify, if necessary, the terms and conditions in accordance with the law and this resolution, and in particular to place any stock market orders, enter into any agreements, notably for the keeping of share purchase and sale registers, make any declarations to the French financial markets authority (*Autorité des marchés financiers – AMF*) or any other competent authority, draw up any documents, notably for information purposes, carry out any formalities, and generally do whatever is necessary.

The Board of Directors must inform the General Meeting, in accordance with the law, of any transactions carried out under this autorisation;

6. **resolve** that this autorisation, which cancels and replaces the unused portion of the autorisation granted by the ninth resolution of the General Meeting of June 16, 2023, is granted for a period of eighteen (18) months from the date of this General Meeting.

**Fourteenth resolution** (Authorisation to be granted to the Board of Directors, for a period of 26 months, to reduce the share capital of the Company by cancelling treasury shares)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, having considered the Board of Directors' management report and the Statutory Auditors' Special Report, and subject to the adoption of the thirteenth resolution of this General Meeting, the Shareholders:

1. **authorise** the Board of Directors, with powers to subdelegate within the law and in accordance with regulations, to:
  - i) cancel, at its sole discretion, on one or more occasions, up to 10% by value of the share capital existing on the date of cancellation (i.e. adjusted according to any transactions involving the share capital completed since the adoption of this resolution) per twenty-four (24) month period, all or part of the shares acquired by the Company under a share buyback program authorised by the shareholders;
  - ii) make the corresponding reduction to the share capital and offset the difference between the price paid for the cancelled shares and their par value against the available premiums and reserve

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accounts of its choice, including the legal reserve up to a limit of 10% of the share capital reduction carried out.

2. **grant** all powers to the Board of Directors, with the powers to subdelegate within the law and regulations, in order to determine the final amount of any share capital reductions within the limits imposed by law and this resolution, set the detailed methods for such reductions, confirm their completion, carry out all acts and complete all formalities or declarations with a view to making final any share capital reductions potentially completed pursuant to this authorisation and to amend the articles of association accordingly;
3. **resolve** that this authorisation, which cancels the authorisation granted by the eleventh resolution of the General Meeting of June 20, 2022, is granted for a period of twenty-six (26) months from the date of this General Meeting.

**Fifteenth resolution** (Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by capitalising reserves, profits, premiums or any other amount that may be capitalised)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Board of Directors' management report and in accordance with the provisions of the French Commercial Code, and in particular Articles L.225-129, L.225-129-2, L.225-130 and L.22-10-50, the Shareholders:

1. **delegate** authority to the Board of Directors, with the powers to subdelegate within the law, to increase, on one or more occasions, in the proportions and at the periods it determines, the share capital of the Company via the incorporation of reserves, profits or share premiums, merger or contribution, or any other eligible amount in accordance with the law and the articles of association, to be carried out via the issuance of new shares or by increasing the nominal amount of the existing shares or a combination of these methods, according to the terms and conditions determined thereby;
2. **decide** that the total nominal amount of capital increases that may be decided by the Board of Directors and carried out, immediately and/or in the future, by virtue of the present delegation may not exceed a maximum amount of ninety-six thousand euros (€96,000), this ceiling being independent of that provided for in paragraph 2 of the eighteenth resolution below. This ceiling will be increased, if applicable, by the par 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 laws and regulations and any contractual provisions;
3. **specify** that in the event of a share capital increase giving rise to the allocation of free shares, the Board of Directors may decide that rights forming fractional shares will not be negotiable and that the corresponding shares will be sold, in accordance with the provisions of Articles L. 22-10-50 and L. 225-130 of the French Commercial Code, with the proceeds of the sale being allocated to the holders of the rights in accordance with the timetable set by the regulations;
4. **resolve** that the Board of Directors shall have all powers, with the option to sub-delegate under the legislative and statutory conditions, to implement this delegation of authority, including:



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- i.) to determine the terms and conditions of the authorised transactions and, in particular, set the amount and nature of reserves, profits, premiums or other sums to be capitalised, set the number of new shares to be issued and/or the amount by which the par value of existing shares comprising the share capital is to be increased, set the date, even with retroactive effect, from which the new shares will carry dividend rights, or the date on which the increase in par value will take effect, and, if appropriate, make any deductions from the issue premium(s), in particular to cover the costs incurred in carrying out the issues, and, if deemed appropriate, deduct from the amount of the capital increase the sums required to bring the legal reserve up to one-tenth of the new share capital;
  - ii.) to take all necessary measures to protect the rights of holders of securities or other rights giving access to the capital existing on the date of the share capital increase;
  - iii.) to confirm the completion of the share capital increase, take all necessary measures and sign all agreements in order to ensure the successful completion of the contemplated transaction(s) and, in general, to do whatever may be necessary, complete all deeds and formalities so as to finalise any share capital increase(s) that may be carried out pursuant to this delegation of authority and to make the corresponding changes to the Company's articles of association;
  - iv.) to take all measures and carry out all formalities required for the admission of the new shares to trading on the Euronext Paris regulated market;
5. **resolve** that the Board of Directors may not, without prior authorisation from the General Meeting, make use of this delegation from the filing by a third party of a public offer targeting the securities of the Company and until the end of the offer period;
  6. **resolve** that this authorisation, which supersedes the authorisation given in the twelfth resolution of the General Meeting of June 20, 2022, is granted for a period of twenty-six (26) months from the date of this General Meeting.

**Sixteenth resolution** (Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, with preemptive subscription rights, shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' Report, and in accordance with articles L.225-129 and *seq.*, L.225-132 to L.225-134 and L.228-91 and *seq.* of the French Commercial Code, the Shareholders:

1. **delegate** authority to the Board of Directors, with powers to subdelegate within the law and the regulations, to decide to issue, on one or more occasions, in the proportions and at the periods it determines, both in France and abroad, in euros or in foreign currencies, with preemptive subscription rights, shares in the Company and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be

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issued, which may be subscribed for in cash, by offsetting certain, liquid and payable debts, or, in whole or in part, by capitalising reserves, profits or additional paid-in capital;

2. **resolve** that the total nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this authorisation may not exceed two hundred and forty thousand euros (€240,000), or the equivalent in foreign currencies, it being specified that the nominal amount of capital increases carried out pursuant to this resolution and the seventeenth to twenty-fourth resolutions submitted to this General Meeting will count towards this ceiling. This ceiling will be increased, if applicable, by the par value of 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 laws and regulations and any contractual stipulations;
3. **decide** that the securities giving access to the share capital of the Company issued in this way may consist of debt securities or be associated with the issue of such securities, or enable the issue of such securities, as intermediate securities. The maximum aggregate par value of debt securities that may be issued under this authorisation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent in foreign currencies, it being specified that the par value of debt securities issued under this resolution and the seventeenth to twenty-second resolutions submitted to this General Meeting will count towards this ceiling;
4. **resolve** that the Board of Directors may not, without prior authorisation from the General Meeting, make use of this delegation from the filing by a third party of a public offer targeting the securities of the Company and until the end of the offer period;
5. **note** that this delegation of authority entails the waiver by shareholders of their preferential subscription rights to shares in the Company to which the securities issued pursuant to this delegation of authority may grant an immediate or future right;
6. **resolve** that shareholders will be entitled to exercise their preemptive right to subscribe for shares and/or securities to be issued by the Board of Directors under this authorisation on an irreducible basis, in accordance with the law. The Board of Directors may grant shareholders the right to subscribe to a greater number of shares and/or securities than they are entitled to subscribe to on an irreducible basis, in proportion to the subscription rights they hold and, in any event, within the limit of their requests.

If subscriptions by irrevocable entitlement (*à titre irréductible*) and, if applicable, by reducible entitlement (*à titre réductible*) do not absorb all of the shares and/or securities issued, the Board of Directors may, in the order of its choice, either limit the issue in question to the amount of subscriptions received, in accordance with the law, provided that at least three-quarters of the issue is taken up, or to freely allocate 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 on the French or international market in the same way;

7. further **specify** that the Board of Directors, with powers to subdelegate within the law and regulations, may in particular:

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- i.) decide and determine the characteristics of the shares and securities to be issued and, in particular, their issue price (with or without issue premium), the terms and conditions of their subscription and payment, and their dividend entitlement date (which may be retroactive);
  - ii.) in the event of the issue of share subscription warrants, determine the number and characteristics of such warrants and decide, at its discretion, on terms and conditions to be determined by it, that the warrants may be redeemed or repurchased, or that they may be allocated free of charge to shareholders in proportion to their interest in the share capital;
  - iii.) more generally, to determine the characteristics of all securities and, in particular, the terms and conditions for the allocation 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 of repayment of principal, with or without premium, the terms and conditions of redemption and, if applicable, purchase, exchange or early redemption, the interest rate, fixed or variable, and the payment date; the remuneration may include a variable component calculated by reference to factors relating to the Company's business and results, and a deferred payment in the absence of distributable profits;
  - iv.) decide to use the shares acquired under a share buyback program authorised by the shareholders to allocate them as a result of the issue of securities issued on the basis of this authorisation;
  - v.) take all measures to protect the rights of holders of issued securities or other rights giving access to the share capital of the Company required by applicable laws and regulations and contractual stipulations;
  - vi.) suspend the exercise of rights attached to these securities for a fixed period in accordance with applicable laws and regulations and contractual provisions;
  - vii.) record the completion of all capital increases and issues of securities, amend the articles of association accordingly, charge issue costs against additional paid-in capital and, if deemed appropriate, deduct from the amount of capital increases the sums required to increase the legal reserve to one-tenth of the new share capital;
  - viii.) take all measures and carry out all formalities required for the admission of the new shares to trading on the Euronext Paris regulated market;
8. **resolve** that this authorisation, which cancels the authorisation given in the thirteenth resolution of the General Meeting of June 20, 2022, is granted for a period of twenty-six (26) months from the date of this General Meeting.

**Seventeenth resolution** (Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, without preemptive subscription rights, shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued with a priority subscription period, by way of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code)

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Voting under the quorum and majority conditions required for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' Report, and in accordance with the provisions of the French Commercial Code, and in particular Articles L.225-129 et seq., L.225-135, L.22-10-51, L.225-136, L.22-10-52 and L.228-92, the Shareholders:

1. **delegate** authority to the Board of Directors, with powers to subdelegate within the law and regulations, to decide to carry out public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the periods as it determines, both in France and abroad, in euros or in foreign currencies, to issue, without preemptive rights, shares in the Company and/or equity securities giving access to other equity securities and/or carrying rights 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. **resolve** that the total nominal amount of the capital increases that may be carried out immediately and/or in the future under this authorisation may not exceed the overall nominal ceiling of two hundred and forty thousand euros (€240,000) set for capital increases in paragraph 2 of the sixteenth resolution of this General Meeting and will be deducted from this ceiling.

This ceiling will be increased, if necessary, by the nominal value of the shares to be issued to preserve, in accordance with legal and regulatory provisions and any applicable contractual stipulations, the rights of holders of securities or other rights giving access to the share capital of the Company;

3. **resolve** that the Board of Directors may not, without prior authorisation from the General Meeting, make use of this delegation from the filing by a third party of a public offer targeting the securities of the Company and until the end of the offer period;
4. **resolve** to cancel shareholders' preferential subscription rights to the shares and other securities to be issued under this resolution;
5. **resolve** to grant shareholders a priority subscription period, not giving rise to the creation of negotiable rights, exercisable in proportion to the number of shares held by each shareholder and, if applicable, on a reducible basis, and accordingly delegates to the Board of Directors, with the option of sub-delegation, the power to set the duration and terms thereof in accordance with legal and regulatory provisions;
6. **decide** that the securities giving access to the share capital of the Company issued in this way may consist of debt securities or be associated with the issue of such securities, or enable the issue of such securities, as intermediate securities. The maximum aggregate par value of debt securities that may be issued immediately or in the future under this authorisation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent in foreign currencies, it being specified that this amount will be deducted from the maximum aggregate par value of debt securities issued under paragraph 3 of the sixteenth resolution of this General Meeting;
7. **note** that this delegation entails the waiver by shareholders of their preferential right to subscribe to shares in the Company to which the securities issued on the basis of this delegation may confer a right;
8. **decide** that if subscriptions do not absorb all the shares and/or securities issued, the Board of Directors will have the option, in the order that it will determine, either to limit the issue to the amount of

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subscriptions received, provided that this reaches at least three-quarters of the issue that will have been decided, freely allocate all or some of the unsubscribed shares among the persons of its choice, or offer them to the public in the same way, with the Board of Directors being able to use all or some of the above options;

9. further **specify** that the Board of Directors, with powers to subdelegate within the law and regulations, may in particular:
  - i.) decide on and set the terms and conditions of the shares and securities to be issued, including their issue price (with or without premium), the terms and conditions of their subscription and payment, and their dividend entitlement date;
  - ii.) in the event of the issue of share subscription warrants, determine the number and characteristics of such warrants and decide, at its discretion, on terms and conditions to be determined by it, that the warrants may be redeemed or repurchased, or that they may be allocated free of charge to shareholders in proportion in proportion to their percentage of the share capital;
  - iii.) more generally, to determine the characteristics of all securities and, in particular, the terms and conditions for the allocation of shares, the duration of loans that may be issued in bond form, whether they are subordinated or not, the currency of issue, the terms of repayment of principal, with or without premium, the terms and conditions of redemption and, if applicable, purchase, exchange or early redemption, the interest rate, fixed or variable, and the payment date; the remuneration may include a variable component calculated by reference to factors relating to the Company's business and results, and a deferred payment in the absence of distributable profits;
  - iv.) set the issue price of the shares or securities that may be created pursuant to the preceding paragraphs so that the Company receives for each share created or allocated, independently of any form of remuneration, notably interest, issue premium or redemption premium, an amount at least equal to the minimum price provided for by the laws and regulations applicable on the issue date (i.e., as of the date hereof, the weighted average of the Company's share prices over the last three trading sessions on the Euronext Paris regulated market preceding the start of the public offering within the meaning of EU Regulation no. 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%);
  - v.) decide to use the shares acquired under a share buyback program authorised by the shareholders to allocate them as a result of the issue of securities issued on the basis of this authorisation;
  - vi.) 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 stipulations;
  - vii.) suspend the exercise of rights attached to these securities for a fixed period in accordance with applicable laws, regulations and contractual provisions;
  - viii.) record the completion of all capital increases and issues of securities, amend the articles of association accordingly, charge issue costs against additional paid-in capital and, if deemed appropriate, deduct from the amount of capital increases the sums required to increase the legal reserve to one-tenth of the new share capital;

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ix.) take all measures and carry out all formalities required for the admission of the new shares to trading on the Euronext Paris regulated market;

10. **resolve** that this authorisation, which cancels the authorisation given in the fourteenth resolution of the General Meeting of June 20, 2022, is granted for a period of twenty-six (26) months from the date of this General Meeting.

**Eighteenth resolution** (Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, without preemptive subscription rights, shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued with an optional priority subscription period, by way of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' Report, and in accordance with the provisions of the French Commercial Code, and in particular articles L.225-129 et seq., L.225-135, L.22-10-51, L.225-136, L.22-10-52, L.22-10-54 and L.228-92, the Shareholders:

1. **delegate** authority to the Board of Directors, with powers to subdelegate within the law and regulations, to decide to carry out public offers other than those referred to in Article L.411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the periods it determines, both in France and abroad, in euros or in foreign currencies, to issue, without preemptive subscription rights, shares in the Company and/or equity securities giving access to other equity securities and/or carrying rights 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 receivable. In particular, these securities may be issued as consideration for securities tendered to the Company as part of a public exchange offer made in France or abroad in accordance with local rules (for example, as part of an Anglo-Saxon *reverse merger*) for securities meeting the conditions set out in article L.22-10-54 of the French Commercial Code;
2. **resolve** that the total nominal amount of the capital increases that may be carried out immediately and/or in the future pursuant to this authorisation may not exceed a maximum amount of forty-eight thousand euros (€48,000) or the equivalent in any other currency, it being specified that the nominal amount of the capital increases without preemptive subscription rights by public offers carried out pursuant to this resolution and the nineteenth and twentieth resolutions submitted to this General Meeting shall be deducted from (i) on a nominal ceiling of ninety-six thousand euros (€96,000) set for capital increases without preemptive subscription rights by public offers carried out pursuant to this resolution and the nineteenth and twentieth resolutions submitted to this General Meeting and (ii) on the overall nominal ceiling of two hundred and forty thousand euros (€240,000) set for capital increases in paragraph 2 of the sixteenth resolution of this General Meeting.

These ceilings will be increased, if necessary, by the nominal value of the shares to be issued in order to preserve, in accordance with legal and regulatory provisions and, if applicable, applicable contractual stipulations, the rights of holders of securities or other rights giving access to the Company's share capital;

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3. **resolve** that the Board of Directors may not, without prior authorisation from the General Meeting, make use of this delegation from the filing by a third party of a public offer targeting the securities of the Company and until the end of the offer period;
4. **resolve** to cancel shareholders' preferential subscription rights to the shares and other securities to be issued under this resolution;
5. **resolve** that the Board of Directors may introduce a priority subscription period for the benefit of shareholders, not giving rise to the creation of negotiable rights, exercisable in proportion to the number of shares held by each shareholder and, if applicable, on a reducible basis, and accordingly delegate to the Board of Directors the power to set the duration and terms thereof in accordance with legal and regulatory provisions;
6. **decide** that the securities giving access to the share capital of the Company issued in this way may consist of debt securities or be associated with the issue of such securities, or enable the issue of such securities, as intermediate securities. The maximum aggregate par value of debt securities that may be issued immediately or in the future under this authorisation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent in foreign currencies, it being specified that this amount will be deducted from the maximum aggregate par value of debt securities issued under paragraph 3 of the sixteenth resolution of this General Meeting;
7. **note** that this delegation entails the waiver by shareholders of their preferential right to subscribe to shares in the Company to which the securities issued on the basis of this delegation may confer a right;
8. **decide** that if subscriptions do not absorb all the shares and/or securities issued, the Board of Directors will have the option, in the order of its choice, either to limit the issue to the amount of subscriptions received, provided that this amounts to at least three-quarters of the issue decided, freely allocate all or some of the unsubscribed shares among the persons of its choice, or offer them to the public in the same way, with the Board of Directors being able to use all or some of the above options;
9. further **specify** that the Board of Directors, with powers to subdelegate within the law and regulations, may in particular:
  - i.) decide on and set the terms and conditions of the shares and securities to be issued, including their issue price (with or without premium), the terms and conditions of their subscription and payment, and their dividend entitlement date;
  - ii.) in the event of the issue of share subscription warrants, determine the number and characteristics of such warrants and decide, at its discretion, on terms and conditions to be determined by it, that the warrants may be redeemed or repurchased, or that they may be allocated free of charge to shareholders in proportion to their percentage of the share capital;
  - iii.) more generally, to determine the characteristics of all securities and, in particular, the terms and conditions for the allocation of shares, the duration of loans that may be issued in bond form, whether they are subordinated or not, the currency of issue, the terms of repayment of principal, with or without premium, the terms and conditions of redemption and, if applicable, purchase, exchange or early redemption, the interest rate, fixed or variable, and the payment date; the

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remuneration may include a variable component calculated by reference to factors relating to the Company's business and results, and a deferred payment in the absence of distributable profits;

- iv.) set the issue price of the shares or securities that may be created pursuant to the preceding paragraphs so that the Company receives for each share created or allocated, independently of any form of remuneration, notably interest, issue premium or redemption premium, an amount at least equal to the minimum price provided for by the laws and regulations applicable on the issue date (i.e., as of the date hereof, the weighted average of the Company's share prices over the last three trading sessions on the Euronext Paris regulated market preceding the start of the public offering within the meaning of EU Regulation no. 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%);
- v.) in the event of the issue of shares as consideration for shares tendered in connection with a public exchange offer (or a combined or alternative public tender or exchange offer, or any other offer including an exchange component), set the exchange ratio and, if applicable, the amount of any cash balance to be paid without the price-setting provisions of paragraph 9.iv being applicable, to confirm the number of shares tendered in exchange, and determine the terms of issue;
- vi.) decide to use the shares acquired under a share buyback program authorised by the shareholders to allocate them as a result of the issue of securities issued on the basis of this authorisation;
- vii.) 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 stipulations;
- viii.) suspend the exercise of rights attached to these securities for a fixed period in accordance with applicable laws, regulations and contractual provisions;
- ix.) record the completion of all capital increases and issues of securities, amend the articles of association accordingly, charge issue costs against additional paid-in capital and, if deemed appropriate, deduct from the amount of capital increases the sums required to increase the legal reserve to one-tenth of the new share capital;
- x.) take all measures and carry out all formalities required for the admission of the new shares to trading on the Euronext Paris regulated market;

10. **resolve** that this authorisation, which cancels the authorisation given in the fifteenth resolution of the General Meeting of June 20, 2022, is granted for a period of twenty-six (26) months from the date of this General Meeting.

**Nineteenth resolution** (Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, without preemptive subscription rights, shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued, by way of public offers as referred to in section 1 of article L.411-2 of the French Monetary and Financial Code)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the provisions of the



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French Commercial Code, and in particular articles L.225-129 et seq., L.22-10-51, L.22-10-52, L.225-135, L.225-136 and L.228-91 et seq., the Shareholders:

1. **delegate** authority to the Board of Directors, with powers to subdelegate within the law, to decide to carry out public offers as referred to in section 1 of article L.411-2 of the French Monetary and Financial Code, under the conditions and within the maximum limits provided for by the laws and regulations, on one or more occasions, in the proportions and at the periods as it determines, both in France and abroad, in euros or foreign currencies, to issue, without preemptive subscription rights, shares in the Company and/or equity securities giving access to other equity securities and/or carrying rights 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 receivable;
2. **resolve** that the total nominal amount of capital increases that may be carried out immediately and/or in the future under this authorisation may not exceed forty-eight thousand euros (€48,000) or the equivalent in any other currency, it being specified that this amount may not exceed 20% of the share capital over a 12-month period, and will be deducted (i) from the nominal ceiling of ninety-six thousand euros (€96,000) set for capital increases without preemptive subscription rights by public offers in paragraph 2 of the eighteenth resolution of this General Meeting, and (ii) from the overall nominal ceiling of two hundred and forty thousand euros (€240,000) set for capital increases in paragraph 2 of the sixteenth resolution of this General Meeting.

These ceilings will be increased, if necessary, 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 share capital, in accordance with legal and regulatory provisions and, if applicable, applicable contractual stipulations;

3. **resolve** that the Board of Directors may not, without prior authorisation from the General Meeting, make use of this delegation from the filing by a third party of a public offer targeting the securities of the Company and until the end of the offer period;
4. **resolve** to cancel shareholders' preferential subscription rights to the shares and other securities to be issued under this resolution;
5. **decide** 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 enable the issue of such securities, as intermediate securities. The maximum aggregate par value of debt securities that may be issued immediately or in the future under this authorisation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent in foreign currencies, it being specified that this amount will be deducted from the overall par value ceiling for debt securities issues set out in paragraph 3 of the sixteenth resolution of this General Meeting;
6. formally **note** that this delegation entails the waiver by shareholders of their preferential right to subscribe to the shares of the Company to which the securities issued on the basis of this delegation may entitle them;
7. **decide** that if subscriptions do not absorb all of the shares and/or securities issued, the Board of Directors will have the option, in the order that it shall determine, either to limit the issue, in accordance with the

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law, to the amount of subscriptions received, provided that this reaches at least three-quarters of the issue that has been decided, freely allocate all or some of the unsubscribed shares among the persons of its choice, or offer them to the public in the same way, with the Board of Directors being able to make use of all or some of the aforementioned options;

8. **further specify** that the Board of Directors, with powers to subdelegate within the law and regulations, may in particular:

- i.) decide and determine the characteristics of the shares and securities to be issued and, in particular, their issue price (with or without issue premium), the terms and conditions of their subscription and their dividend entitlement date;
- ii.) in the event of the issue of share subscription warrants, determine the number and characteristics of such warrants and decide, at its discretion, on terms and conditions to be determined by it, that the warrants may be redeemed or repurchased;
- iii.) more generally, to determine the characteristics of all securities and, in particular, the terms and conditions for the allocation of shares, the duration of loans that may be issued in bond form, whether they are subordinated or not, the currency of issue, the terms and conditions for repayment of principal, with or without premium, the terms and conditions for redemption and, where applicable, purchase, exchange or early redemption, the interest rate, fixed or variable, and the payment date; the remuneration may include a variable component calculated by reference to factors relating to the Company's business and results, and a deferred payment in the absence of distributable profits;
- iv.) set the issue price of the shares or securities that may be created pursuant to the preceding paragraphs so that the Company receives for each share created or allocated, independently of any form of remuneration, notably interest, issue premium or redemption premium, an amount at least equal to the minimum price provided for by the laws and regulations applicable on the issue date (i.e., as of the date hereof, the weighted average of the Company's share prices over the last three trading sessions on the Euronext Paris regulated market preceding the start of the public offering within the meaning of EU Regulation no. 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%);
- v.) decide to use the shares acquired under a share buyback program authorised by the shareholders to allocate them as a result of the issue of securities issued on the basis of this authorisation;
- vi.) take all measures to preserve the rights of holders of issued securities as required by applicable laws, regulations and contractual provisions;
- vii.) suspend the exercise of the rights attached to these securities for a fixed period in accordance with applicable laws, regulations and contractual provisions;
- viii.) record the completion of all capital increases and issues of securities, amend the articles of association accordingly, charge issue costs against additional paid-in capital and, if deemed appropriate, deduct from the amount of capital increases the sums required to increase the legal reserve to one-tenth of the new share capital;

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ix.) take all measures and carry out all formalities required for the admission of the new shares to trading on the Euronext Paris regulated market;

9. **resolve** that this authorisation, which cancels the authorisation given in the sixteenth resolution of the General Meeting of June 20, 2022, is granted for a period of twenty-six (26) months from the date of this General Meeting.

**Twentieth resolution** (Authorisation to be granted to the Board of Directors, for a period of 26 months, in the event of an issue without preemptive subscription rights by public offers, in order to set the issue price in accordance with the terms and conditions set by the General Meeting, up to a limit of 10% of the share capital per year)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having reconsidered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the provisions of the French Commercial Code, and in particular articles L.225-136 and L.22-10-52, the Shareholders :

1. **authorise** the Board of Directors, with powers to subdelegate within the law and in accordance with regulations, in the event of the issue of shares and/or any other securities giving immediate and/or future access to the share capital of the Company, without preemptive subscription rights, by way of public offers other than those referred to in article L.411-2 of the French Monetary and Financial Code, or by way of public offers as referred to in section 1 of article L.411-2 of the French Monetary and Financial Code, in accordance with the conditions, notably in terms of amounts, set out in the seventeenth, eighteenth and nineteenth resolutions, to derogate from the price-setting conditions set out 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, at the Board of Directors' discretion, to (i) the weighted average price of the Company's shares on the regulated market of Euronext Paris on the day preceding the date on which the issue price is set, less a discount of up to 20% if applicable, or, (ii) to the weighted average of the Company's share price on the regulated market of Euronext Paris over a maximum period of six (6) months prior to the date on which the issue price is set, less a discount of up to 20%;

ii.) the issue price of the securities giving access to the capital must be such that the amount immediately received by the Company, plus any amount that may subsequently be received by the Company, is at least equal to the above-mentioned amount for each Company share issued as a result of the issue of these securities;

2. **resolve** that the total nominal amount of capital increases that may be carried out under this resolution may not exceed 10% of the share capital in any twelve (12)-month period (said share capital being assessed as at the date of the decision to set the issue price), it being specified that this amount will be deducted (i) from the nominal ceiling of ninety-six thousand euros (€96,000) set for capital increases without preemptive subscription rights by public offerings in paragraph 2 of the eighteenth resolution of this General Meeting and (ii) from the overall nominal ceiling of two hundred and forty thousand euros (€240,000) set for capital increases in paragraph 2 of the sixteenth resolution of this General Meeting. This ceiling will be increased, if applicable, by the par value of shares to be issued to preserve the rights

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of holders of securities or other rights giving access to the Company's capital, in accordance with applicable laws and regulations and, if applicable, contractual stipulations;

3. **decide** 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 enable the issue of such securities, as intermediate securities. The maximum aggregate par value of debt securities that may be issued immediately or in the future under this authorisation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent in foreign currencies, it being specified that this amount will be deducted from the maximum aggregate par value of debt securities issued under paragraph 3 of the sixteenth resolution of this General Meeting;
4. **resolve** that the Board of Directors may not, without prior authorisation from the General Meeting, make use of this delegation from the filing by a third party of a public offer targeting the securities of the Company and until the end of the offer period;
5. **resolve** that the Board of Directors will have full powers to implement this authorisation, in particular to enter into any and all agreements to this effect, in particular with a view to the successful completion of any issue, record the completion thereof and amend the bylaws accordingly, as well as to carry out any and all formalities and declarations and apply for any and all authorisations that may prove necessary for the completion and successful completion of any issue;
6. **resolve** that this authorisation, which cancels the authorisation granted by the seventeenth resolution of the General Meeting of June 20, 2022, is granted for a period of twenty-six (26) months from the date of this General Meeting.

**Twenty-first resolution** (Authorisation to be granted to the Board of Directors, for a period of 26 months, to increase the amount of issues, with or without preemptive subscription rights)

Voting on the quorum and majority conditions for Extraordinary Meetings, having considered the Board of Directors' report and the Statutory Auditors' report, and subject to the adoption of the sixteenth, seventeenth, eighteenth and nineteenth resolutions of this General Meeting, and in accordance with article L.225-135-1 and R.225-118 of the French Commercial Code, the Shareholders:

1. **authorise** the Board of Directors, with powers to subdelegate within the law and in accordance with regulations, to decide to increase the number of shares to be issued for each of the issues, with or without preemptive subscription rights, to decide to increase the number of shares to be issued for each of the issues with or without preemptive subscription rights decided under the sixteenth, seventeenth, eighteenth, and nineteenth resolutions of this General Meeting under the conditions provided for by the laws and regulations applicable on the issue date (i.e., to date, within thirty (30) days of the close of the subscription period, up to a maximum of 15% of each issue and at the same price as that used for the initial issue);
2. **resolve** that the total nominal amount of capital increases that may be carried out under this authorisation will be deducted from the ceiling stipulated in the resolution under which the issue is decided, and from the overall nominal ceiling of two hundred and forty thousand euros (€240,000) set for capital increases in paragraph 2 of the sixteenth resolution of this General Meeting. This ceiling will be increased, where

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applicable, by the par value of 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 laws and regulations and, if applicable, contractual stipulations;

3. **decide** 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 enable the issue of such securities, as intermediate securities. The maximum aggregate par value of debt securities that may be issued immediately or in the future under this authorisation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent in foreign currencies, it being specified that this amount will be deducted from the maximum aggregate par value of debt securities issued under paragraph 3 of the sixteenth resolution of this General Meeting;
4. **resolve** that the Board of Directors may not, without prior authorisation from the General Meeting, make use of this delegation from the filing by a third party of a public offer targeting the securities of the Company and until the end of the offer period;
5. **resolve** that this authorisation, which cancels the authorisation granted by the eighteenth resolution of the Annual General Meeting of June 20, 2022, is granted for a period of twenty-six (26) months from the date of this Annual General Meeting.

**Twenty-second resolution** (Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued, in consideration for contributions in kind)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with the provisions of the French Commercial Code, in particular articles L.225-129 et *seq.*, and in particular articles L. 225-129-2, L. 225-147, L.22-10-53, and L.228-91 et *seq.* of the French Commercial Code:

1. **delegate** authority to the Board of Directors, with powers to subdelegate within the law and in accordance with regulations, to decide, on the basis of the report of the Statutory Auditors' report, to carry out, on one or more occasions, in the proportions and at the periods as it determines, both in France and abroad, in euros or in foreign currencies, issue shares in the Company and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued, in consideration for contributions in kind made to the Company and consisting of equity securities or securities giving access to the capital, where the provisions of article L.22-10-54 of the French Commercial Code do not apply;
2. **resolve** that, in addition to the legal limit of 10% of the share capital (as assessed on the date of the Board of Directors' decision to carry out the issue), the aggregate par value of capital increases carried out under this authorisation may not exceed forty-eight thousand euros (€48,000) or the equivalent in any other currency, it being specified that the nominal amount of any capital increase carried out under this authorisation will be deducted from the overall nominal ceiling of two hundred and forty thousand euros (€240,000) set for capital increases in paragraph 2 of the sixteenth resolution of this General Meeting. This ceiling will be increased, if applicable, by the par value of shares to be issued to preserve the rights

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of holders of securities or other rights giving access to the Company's capital, in accordance with applicable laws and regulations and, if applicable, contractual stipulations;

3. **resolve** that the securities giving access to the share capital of the Company issued in this way may consist of debt securities or be associated with the issue of such securities, or enable the issue of such securities, as intermediate securities. The maximum aggregate par value of debt securities that may be issued immediately or in the future under this authorisation may not exceed seven hundred and fifty million euros (€750,000,000) or its equivalent in foreign currencies, it being specified that this amount will be deducted from the maximum aggregate par value of debt securities issued under paragraph 3 of the sixteenth resolution of this General Meeting;
4. **resolve** to cancel shareholders' preemptive rights to subscribe for shares and other securities to be issued under this resolution in favor of the holders of the shares or securities covered by the contributions in kind;
5. **resolve** that the Board of Directors may not, without prior authorisation from the General Meeting, make use of this delegation from the filing by a third party of a public offer targeting the securities of the Company and until the end of the offer period;
6. **note** that this delegation entails the waiver by shareholders of their preferential right to subscribe to shares in the Company to which the securities issued on the basis of this delegation may confer a right;
7. **further specify** that the Board of Directors, with powers to subdelegate within the law and regulations, may in particular:
  - i.) decide, on the basis of the report of the contribution auditor(s), on the valuation of the contributions and the granting of any special benefits;
  - ii.) determine the characteristics of the shares and securities to be issued and, in particular, their issue price (with or without issue premium), the terms and conditions of their subscription and their dividend entitlement date;
  - iii.) at its sole discretion, charge the costs of the capital increase(s) against the premiums relating to these contributions and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase;
  - 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 stipulations;
  - v.) record the completion of all issues of shares and securities, amend the articles of association as required by the completion of any capital increase, charge issue costs against the share premium if it so wishes and also increase the legal reserve to one-tenth of the new share capital, as well as carry out all formalities and declarations and apply for all authorisations that may prove necessary for the completion of these contributions;
  - vi.) take all measures and carry out all formalities required for the admission of the new shares to trading on the Euronext Paris regulated market;

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8. **resolve** that this authorisation, which cancels the authorisation given in the nineteenth resolution of the General Meeting of June 20, 2022, is granted for a period of twenty-six (26) months from the date of this General Meeting.

**Twenty-third resolution** (Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, without preemptive subscription rights, shares in the Company reserved for members of an employee savings plan)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the provisions of the French Commercial Code, in particular articles L. 225-129-2, L. 225-129-6, L. 225-138, L. 225-138-1 and L. 22-10-49 *et seq.* of said Code and articles L. 3331-1 *et seq.* of the French Labor Code, the Shareholders:

1. **delegate** authority to the Board of Directors, with powers to subdelegate within the law and in accordance with regulations, to issue new shares, on one or more occasions, at its discretion, in the proportions and at the periods as it determines, both in France and abroad, the issue being reserved for employees, former employees and eligible corporate officers of the Company and/or companies affiliated to the Company within the meaning of current legislation, who are members of a Company or Group savings plan or any inter-company savings plan;
2. **note** that this resolution entails the waiver of shareholders' preemptive subscription rights in favor of the subscribers to whom the capital increase is reserved, and a waiver of all rights to shares that may be allocated free of charge under this resolution in respect of the discount and/or the employer's contribution;
3. **resolve** that the maximum nominal amount of any capital increase carried out under this authorisation may not exceed twenty-four thousand euros (€24,000) or the equivalent in any other currency, it being specified (i) that the nominal amount of any capital increases carried out under this resolution and the twenty-fourth resolution submitted to this General Meeting will count towards this ceiling, and (ii) that the nominal amount of any capital increase carried out under this authorisation will count towards the overall nominal ceiling of two hundred and forty thousand euros (€240,000) set for capital increases in paragraph 2 of the sixteenth resolution of this General Meeting. This ceiling will be increased, where applicable, by the par value of 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 laws and regulations and, where applicable, contractual stipulations;
4. **resolve** that the subscription price of shares issued under this authorisation will be determined in accordance with the provisions of article L.3332-19 of the French Labor Code, it being specified that the maximum discount to the average share price over the twenty (20) trading days preceding the decision setting the opening date of the subscription period may not exceed 30%. However, when implementing this authorisation, the Board of Directors may reduce the amount of the discount on a case-by-case basis, notably in view of tax, social or accounting constraints applicable in the countries where Group entities participating in the capital increase are located. The Board of Directors may also decide to allocate free shares to subscribers to the new shares, in substitution for the discount and/or as part of the employer's contribution;

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5. **resolve** that the Board of Directors will, with powers to subdelegate within the law and in accordance with regulations, to implement the present delegation, within the limits and subject to the conditions specified above, and in particular to :
- i.) decide to issue new shares in 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 subscribe, either directly or through a mutual fund, to the shares to be issued under this authorisation;
  - iii.) set the amounts of these issues and determine the subscription prices of the shares and the subscription 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, from which the new shares will carry dividend rights;
  - iv.) decide, in accordance with article L.3332-21 of the French Labor Code, to allocate free of charge shares to be issued or already issued, in respect of the employer's contribution and/or, if applicable, the discount, provided that taking into account their pecuniary equivalent, valued at the subscription price, does not result in the limits set out in article L.3332-11 of the French Labor Code and, in the event of the issue of new shares in respect of the discount and/or the employer's contribution, to capitalize the reserves, profits or additional paid-in capital required to pay up said shares;
  - v.) set the deadline for subscribers to pay up their shares;
  - vi.) record or have recorded the completion of the capital increase up to the amount of shares actually subscribed and amend the articles of association;
  - vii.) at its sole discretion, charge the costs of the capital increase(s) against the premiums relating to these increases and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase;
  - viii.) in general, take all measures and carry out all formalities required for the issue and listing of the shares issued and resulting from the capital increases and the corresponding amendments to the articles of association pursuant to this authorisation.
6. **resolve** that this authorisation, which cancels the authorisation given in the twentieth resolution of the General Meeting of June 20, 2022, is granted for a period of twenty-six (26) months from the date of this General Meeting.

**Twenty-fourth resolution** (Delegation of authority to the Board of Directors, for a period of 18 months, to increase the share capital of the Company by issuing shares, without preemptive subscription rights, in favor of a specific category of beneficiaries)



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Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Board of Directors' management report and the Statutory Auditors' report, and in accordance with the provisions of the French Commercial Code, and in particular articles L.225-129 et *seq.* and L.225-138, the Shareholders:

1. **delegate** authority to the Board of Directors, with powers to subdelegate within the law and in accordance with regulations, to issue new shares, on one or more occasions, at its sole discretion, in the proportions and at the periods as it determines, both in France and abroad, reserved for one or more of the following categories of beneficiaries: (i) employees and/or corporate officers of the Company and/or of companies affiliated to the Company within the meaning of current legislation and having their registered office outside France; (ii) one or more mutual funds or other entities governed by French or foreign law, with or without legal personality, subscribing on behalf of the persons referred to in paragraph (i) above, and (iii) one or more financial institutions mandated by the Company to offer the persons referred to in paragraph (i) above a share ownership scheme comparable to those offered to Group employees in France;
2. **note** that this resolution entails the cancellation of shareholders' preferential subscription rights to the shares that may be issued pursuant to this delegation;
3. **resolve** that the nominal amount of any capital increase carried out under this authorisation may not exceed twenty-four thousand euros (€24,000) or the equivalent in any other currency, it being specified that the nominal amount of any capital increase carried out under this authorisation will be deducted (i) from the overall nominal ceiling of twenty-four thousand euros (€24,000) stipulated in paragraph 3 of the twenty-third resolution of this General Meeting, and (ii) from the overall nominal ceiling of two hundred and forty thousand euros (€240,000) set for capital increases in paragraph 2 of the sixteenth resolution of this General Meeting. This ceiling will be increased, if applicable, by the par value of 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 laws and regulations and, if applicable, contractual stipulations;
4. **resolve** that the subscription price of shares issued under this authorisation may not be more than 30% below or above the average of the prices quoted for the Company's shares over the twenty (20) trading days preceding the date of the decision setting the opening date of the subscription period. However, when implementing this authorisation, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular to take account of tax, social security or accounting constraints applicable in the countries in which Group entities participating in capital increases are located. Furthermore, in the event of a transaction carried out under this resolution at the same time as a transaction carried out under the twentieth resolution, the subscription price of shares issued under this resolution may be identical to the subscription price of shares issued under the twenty-third resolution;
5. **resolve** that the Board of Directors will have full powers, with powers within the law and in accordance with regulations, to implement this authorisation within the limits and subject to the conditions specified above, and 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;

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- 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 pursuant to this delegation of authority, as well as the date, which may be retroactive, from which the new shares will carry dividend rights;
  - iii) set the deadline for subscribers to pay up their shares;
  - iv) record or have recorded the completion of the capital increase up to the amount of shares actually subscribed and amend the articles of associations;
  - v) at its sole discretion, charge the costs of the capital increase(s) against the premiums relating to these increases and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase;
  - vi) 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 authorisation.
6. **resolve** that this authorisation, which cancels the authorisation given in the tenth resolution of the General Meeting of June 16, 2023, is granted for a period of eighteen (18) months from the date of this General Meeting.

**Twenty-fifth resolution** (Authorisation to be granted to the Board of Directors, for a period of 38 months, to award shares in the Company to officers and employees of the Company and its affiliates, automatically entailing the waiver by shareholders of their preemptive subscription rights)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the provisions of the French Commercial Code, and in particular articles L.225-129 et seq., L.225-197-1 et seq. and L.22-10-59 et seq. of said Code, the Shareholders:

1. **authorise** the Board of Directors to proceed, on one or more occasions, with free allocations of existing shares or shares to be issued by the Company, to employees or certain categories of eligible employees and officers of the Company or its affiliates within the meaning of article L.225-197-2 of the French Commercial Code;
2. **resolve** that the Board of Directors will determine the identity of the beneficiaries of the allocations, as well as the conditions and criteria for the award of the shares;
3. **resolve** that the total number of free shares awarded may not exceed 2.9% of the Company's share capital at the date of the Board of Directors' decision to award them, it being specified that (i) this amount does not take into account any legal, regulatory or contractual adjustments required to safeguard the rights of holders of securities or other rights giving access to the share capital, (ii) the total number of free shares allocated may not exceed 15% of the Company's share capital at the date of the Board of Directors' decision to award them, in accordance with Article L. 225-197-1 of the French Commercial Code, this percentage does not include shares that have not been definitively awarded at the end of the vesting period, or shares that are no longer subject to the lock-up obligation set by the Board of Directors, as the

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case may be, and (iii) this ceiling is common to both this resolution and the twenty-sixth resolution of this General Meeting. The Shareholders authorise the Board of Directors to increase the share capital by capitalising reserves, if necessary;

4. **resolve** that the maximum number of shares that may be awarded to executive corporate officers may not represent more than 0.3% of the total allotment authorised by this General Meeting, it being specified that this sub-ceiling is a sub-ceiling for allocations to executive corporate officers common to this resolution and the twenty-sixth resolution of this General Meeting;
5. **decide** (a) that the allocation of shares to their beneficiaries will become definitive at the end of a vesting period, the duration of which will be set by the Board of Directors, and (b) that the beneficiaries must, if the Board of Directors deems it useful or necessary, retain said shares from the date of their definitive allocation for a period freely set by the Board of Directors, it being specified that the cumulative duration of the vesting and, if applicable, retention periods may not be less than two (2) years in accordance with the law;
6. further **resolve** that, in the event of the beneficiary's disability corresponding to classification in the second or third of the categories provided for in Article L.341-4 of the French Social Security Code, the shares will be definitively allocated to him or her before the end of the remaining vesting period. In this case, the shares will be freely transferable from the date of delivery;
7. **note** that this authorisation automatically entails the waiver by shareholders, in favor of the beneficiaries of the free share allocations, of their preemptive rights to subscribe for the shares that may be issued as and when the shares are definitively allocated, and of any rights to the free shares allocated on the basis of this authorisation;
8. **delegate** full powers to the Board of Directors, with powers to subdelegate within the law and in accordance with regulations, to implement this authorisation, in accordance with the above conditions and within the limits authorised by the applicable laws and regulations, and in particular to set the terms, conditions and criteria for the award of shares under this authorisation, the dividend entitlement dates for the new shares, and to take any measures it may deem appropriate, to protect the rights of beneficiaries of free share issues by making any necessary adjustments, record the completion of the capital increases, amend the articles of association accordingly, and more generally, carry out all formalities required for the issue, listing and financial servicing of the securities issued under this resolution, and do all that may be useful and necessary within the framework of the laws and regulations in force;
9. **resolve** that this authorisation, which cancels the authorisation granted by the twenty-second resolution of the Annual General Meeting of June 20, 2022, is granted for a period of thirty-eight (38) months from the date of this Annual General Meeting.

**Twenty-sixth resolution** (Authorisation to be granted to the Board of Directors, for a period of 38 months, to award options to subscribe to or purchase Company shares for the benefit of officers and employees of the Company and its affiliates, automatically entailing the waiver by shareholders of their preemptive subscription rights)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, having considered Board of Directors' report and the Statutory Auditors' report, and in accordance with the provisions of the French

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Commercial Code, and in particular Articles L.225-177 and *seq.*, and L. 22-10-56 and *seq.* of the said Code, the Shareholders:

1. **authorise** the Board of Directors to grant options to subscribe for new shares or purchase existing shares, on one or more occasions, to employees and officers of the Company or of related companies within the meaning of article L.225-180 of the French Commercial Code, or to certain of them, who individually hold less than 10% of the Company's capital;
2. **decide** that the maximum number of options that may be granted by the Board of Directors and not yet exercised may not give entitlement to subscribe for or acquire a number of shares exceeding 2.9% of the Company's share capital at the date of grant by the Board of Directors, it being specified that (i) this amount does not take into account any legal, regulatory and, if applicable, contractual adjustments required to safeguard the rights of holders of securities or other rights giving access to the share capital and (ii) this ceiling is a joint ceiling with the twenty-fifth resolution of the Board of Directors, (i) this amount does not take into account any legal, regulatory or contractual adjustments required to protect the rights of holders of securities or other rights giving access to the Company's capital, and (ii) this ceiling is common to both this resolution and the twenty-fifth resolution of this General Meeting;
3. **resolve** that the maximum number of options that may be granted to executive corporate officers may not represent more than 0.3% of the total authorised by this General Meeting, it being specified that this sub-ceiling is a sub-ceiling for grants to executive corporate officers common to the present resolution and the twenty-fifth resolution of this General Meeting;
4. **decide** that the list of option beneficiaries and the number of options granted to each of them will be freely determined by the Board of Directors in accordance with the terms of this resolution;
5. **resolve** that the subscription price of new shares or the purchase price of existing shares upon exercise of the options will be determined by the Board of Directors on the day the options are granted, in accordance with the provisions of Article L.225-177 of the French Commercial Code, (i) in the case of subscription options, this price may not be less than 80% of the average of the prices quoted for the shares on the Euronext Paris regulated market over the twenty (20) trading sessions preceding the day on which the options are granted, no option may be granted less than twenty (20) trading sessions after the shares have been traded ex-dividend or ex-coupon, and (ii) in the case of stock options, this price may not be less than either the value indicated in (i) above, or the average purchase price of the shares held by the Company as referred to in article L.225-179 of the French Commercial Code. The exercise price of the options, as determined above, may not be modified, during the duration of the option, unless the Company carries out one of the financial or securities transactions referred to in article L.225-181 of the French Commercial Code. In this case, the Board of Directors will adjust the exercise price and the number of shares that may be acquired or subscribed, as the case may be, by exercising the options, in accordance with the legal and regulatory conditions, to take into account the impact of the transaction;
6. **note** that this authorisation entails the express waiver by shareholders of their preemptive right to subscribe for shares to be issued as and when options are exercised, in favor of the beneficiaries of the stock options. The increase in share capital resulting from the exercise of stock options will be definitively completed by the sole fact of the declaration of the exercise of options accompanied by subscription forms and payment of the full amount, which may be made in cash or by offsetting receivables on the Company;

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7. **resolve** that the Board of Directors may make the exercise of options subject to such conditions as it shall determine;
8. **grant** full powers to the Board of Directors, with powers to subdelegate within the law and in accordance with regulations, to implement this authorisation in accordance with the above conditions and within the limits authorised by the laws and regulations in force, namely
  - i) set the terms, conditions and criteria for granting options, in particular :
    - the term of validity of the options, it being understood that the options must be exercised within a maximum period of 10 years,
    - the date(s) or period(s) for exercising the options, it being understood that the Board of Directors may (a) bring forward the dates or periods for exercising the options, (b) maintain the exercisability of the options or (c) modify the dates or periods during which the shares obtained by exercising the options may not be sold or converted into bearer shares,
    - any clauses prohibiting the immediate resale of all or part of the shares obtained through the exercise of options, provided that the required holding period does not exceed three (3) years from the date of exercise of the option, without prejudice to the provisions of article L.225-185 paragraph 4 of the French Commercial Code,
    - if applicable, limit, suspend, restrict or prohibit the exercise of options or the transfer or conversion into bearer shares of shares obtained through the exercise of options, during certain periods or following certain events, and its decision may relate to all or some of the options or shares or concern all or some of the beneficiaries,
  - ii) set the dividend entitlement date, even retroactively, for new shares issued on the exercise of stock options;
  - iii) take all measures to protect the rights of option beneficiaries by making any necessary adjustments;
  - iv) record the completion of the capital increases up to the amount of shares actually subscribed through the exercise of stock options, amend the article of associations accordingly and, if deemed appropriate, charge the costs of the capital increases against the amount of premiums relating to these transactions and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each increase;
  - v) and more generally, carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this resolution and do all that may be useful and necessary under the laws and regulations in force.
9. **resolve** that this authorisation, which cancels the authorisation granted by the twenty-third resolution of the General Meeting of June 20, 2022, is granted for a period of thirty-eight (38) months from the date of this General Meeting.

#### **Twenty-seventh resolution** (Powers to carry out formalities)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the report of the Board of Directors, the shareholders **grant** full powers to the bearer of an original or a certified copy or extract of the minutes of this Meeting to carry out all of the necessary filing and other formalities.

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## ATTENDANCE AT THE ANNUAL GENERAL MEETING

### 1. PREREQUISITES FOR ATTENDING THE GENERAL MEETING

All shareholders, regardless of the number of shares they own, have the right to take part in the General Meeting in accordance with the conditions and procedures laid down by the law and regulations in force. Pursuant to article R.22-10-28 of the French Commercial Code, participation in the General Meeting is only permitted for shareholders who can prove their shareholder status at least two business day before the date of the General Meeting, the "*record date*", i.e. **Monday June 24, 2024, at 00:00 (Paris time)**:

- **for registered shareholders**, by registration of the shares in their name in the registered share accounts held for the Company by its registrar, Uptevia ;
- **for holders of bearer shares**, by registration of the shares in their name or in the name of the intermediary registered on their behalf, in the bearer share accounts held by the authorised banking or financial intermediary. The registration of shares must be evidenced by a certificate of participation issued by the authorised banking or financial intermediary, attached to (i) the postal voting form or proxy form, or (ii) the request for an admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Pursuant to Article R.22-10-28 of the French Commercial Code, any shareholder may sell all or some of his or her shares, after casting a postal vote, sending in a proxy or requesting an admission card or certificate of participation, prior to the Meeting.

In this case :

- if the transfer of ownership occurs before midnight (Paris time) on **Monday June 24, 2024**, the Company will invalidate or amend, as appropriate, the vote, the proxy, the admission card or certificate of attendance. To this end, the banking or financial intermediary will notify Uptevia of the transfer of ownership and provide it with the necessary information,
- if the transfer of ownership occurs after midnight (Paris time) on **Monday June 24, 2024**, it will not be taken into consideration by Uptevia, notwithstanding any agreement to the contrary.

The Company draws the attention of its shareholders to the risk that shares acquired close to the *record date* may be entered in the register after that date, even if they have been entered several days before the *record date*.

For more information on this subject, we invite you to read the French financial markets authority (*Autorité des marchés financiers – AMF*) press release published on February 26, 2021 on this subject.

### 2. HOW TO ATTEND THE ANNUAL GENERAL MEETING

Any shareholder meeting the above conditions may take part in the General Meeting by attending in person, voting by mail or electronically (Internet), or by appointing the Chairman of the Meeting or a third party as his or her proxy.

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It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions.

In accordance with article R.22-10-28 III of the French Commercial Code, Shareholders who have already elected to vote by post or online, who have granted proxy or who have applied for an entrance card, may not subsequently take part in the Meeting by any other means.

Shareholders may not under any circumstances return both a proxy form and a postal or online voting form. In such a case, the proxy form will be taken into account subject to the votes indicated on the postal or online voting form.

Please note that the Annual General Meeting will be broadcast live and recorded in full on the Company's website ([General Meeting 2024](#)).

### ***Physical attendance at the Annual General Meeting***

To facilitate access for shareholders wishing to attend the General Meeting in person, we recommend that they obtain an admission card prior to the meeting, which can be obtained as follows:

#### *Request for admission card by post*

#### **Registered shareholders :**

- Registered shareholders (pure or administered) who have not opted for e-convocation will automatically receive the form by mail enclosed with the notice of meeting brochure, which they must complete, specifying that they wish to obtain an admission card to attend the General Meeting in person, and return the duly completed and signed form to Uptevia, Service des Assemblées Générales, 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex, France.

**To be taken into consideration, requests for admission cards sent by post must be received by Uptevia by Monday 25 June 2024 at the latest. Shareholders are advised not to wait until the deadline to request their admission card, otherwise they may not receive it in time to participate in the General Meeting.**

#### **Bearer shareholders**

- Holders of bearer shares should contact their bank or financial intermediary, indicating that they wish to attend the General Meeting in person, and request a certificate attesting to their status as a shareholder (attestation de participation) on the date of the request. The bank or financial intermediary will forward this certificate to Uptevia, which will send the admission card directly to the bearer shareholder.

If you have not received your admission card by the two-business day before the General Meeting, i.e. **Monday June 24, 2024**, you must request a certificate of attendance from your bank or financial intermediary, or you may attend the General Meeting in person for the registered shareholders.

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### Request an admission card online

- **registered shareholders** (pure or administered) can make their request online via the secure VOTACCESS platform accessible via the Planetshares website: <https://planetshares.uptevia.pro.fr>
  - Holders of **direct registered** shares should log on to the Planetshares website using their usual access codes.
  - Holders of **intermediary registered** shares will be able to log on to the Planetshares website using the ID number at the top right of their paper voting form.

If the shareholder no longer has his/her login and/or password, he/she can click on "*Password forgotten or not received*" and follow the instructions on the screen to obtain the connection password, or contact the toll-free number +33 (0)1 57 43 02 30.

After logging in, registered shareholders should follow the on-screen instructions to access the VOTACCESS website and request an admission card.

- **bearer shareholders** should find out whether their bank or financial intermediary has subscribed to the VOTACCESS website and, if so, whether access is subject to any special conditions of use. Please note that only bearer shareholders whose bank or financial intermediary has subscribed to the VOTACCESS website will be able to request their admission card online.

If the shareholder's bank or financial intermediary is connected to the VOTACCESS site, the shareholder must log on to the Internet portal of his bank or financial intermediary using his/her usual access codes.

They must then click on the icon that appears on the line corresponding to their Believe shares and follow the on-screen instructions to access the VOTACCESS website and request an admission card.

**In order to be taken into account, request an admission card online must be sent from the opening of the VOTACCESS platform, i.e. from Wednesday 5 June 2024 at 9:00 a.m., Paris time, until Tuesday 25 June 2024 at 3:00 p.m., Paris time.**

On the day of the General Meeting, all shareholders must provide proof of this status and of their identity during registration formalities.

### *Postal or proxy voting*

Shareholders who do not wish or are unable to attend the General Meeting in person may :

- vote by mail or online ;
- grant proxy to the Chairman of the General Meeting, or
- grant proxy to a third party.



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### Postal voting or proxy voting

- **registered shareholders** (pure or administered) should return the single postal voting form or proxy form sent with the notice of meeting brochure, to the following address: Uptevia - Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex.
- **holders of bearer shares** should obtain the postal voting form or proxy form from their bank or financial intermediary. Once completed, the bearer shareholder's bank or financial intermediary will forward the postal voting form or proxy form to Uptevia - Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex, together with the certificate of participation it has drawn up.

**In order to be taken into account, postal voting forms or proxy forms sent by post and accompanied, if applicable, by the certificate of participation, must be received by Uptevia, General Meetings Department, by Monday 25 June 2024 at the latest. Shareholders are advised not to wait until the deadline approaches to send in their postal voting forms or proxy forms so that they are received by Uptevia within the regulatory time limit before being taken into account.**

Shareholders are reminded that if they wish to appoint a third party as their proxy, they must complete and sign the voting form, giving their full name and address and those of the proxy.

The shareholder may revoke the appointment of his or her proxy, it being specified that the revocation must be made in the same way as for the appointment of the proxy, in accordance with articles L.225-106 and R.225-79 of the French Commercial Code.

To appoint a new proxy after revocation, the shareholder must ask Uptevia (if he/she is a registered shareholder) or his/her bank or financial intermediary (if he/she is a bearer shareholder) to send him/her a new proxy voting form marked "*Change of proxy*", and must return it in such a way that Uptevia can receive it no later than, by way of derogation, two calendar days (instead of the regulatory three) before the date of the Meeting, i.e. by **Monday 25 June 2024 at the latest.**

### Voting online

Shareholders may also send their voting instructions online before the General Meeting, on the VOTACESS website, under the conditions described below:

- **Registered shareholders :**
  - **Registered** shareholders wishing to vote online should log on to the Planetshares website <https://planetshares.uptevia.pro.fr> using their usual access code, in the same way as for consulting their account on the Planetshares website.
  - **Registered** shareholders can log on to the Planetshares website using their login number, which can be found at the top right-hand corner of the attendance form sent with the notice of meeting.

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If the shareholder no longer has his/her login and/or password, he/she can click on "*Password forgotten or not received*" and follow the instructions on the screen to obtain the connection password, or contact the toll-free number +33 (0)1 57 43 02 30.

After logging in, registered shareholders must follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.

- **bearer shareholders** should find out whether or not their bank or financial intermediary is connected to the VOTACCESS site and, if so, whether access is subject to any special conditions of use.

If the shareholder's bank or financial intermediary is connected to the VOTACCESS site, the shareholder must log on to the Internet portal of his bank or financial intermediary using his usual access codes. They must then click on the icon appearing on the line corresponding to their Believe shares and follow the on-screen instructions to access the VOTACCESS site and vote, appoint or revoke a proxy.

Only notifications of appointment or revocation of mandate may be sent to the above-mentioned e-mail address. Any other request or notification relating to another subject will not be taken into account.

**In order to be taken into account, remote online votes must be made from the opening of the VOTACCESS platform, i.e. from Wednesday June 5, 2024 at 9:00 a.m., Paris time, until Tuesday June 25, 2024 at 3:00 p.m., Paris time.**

However, in order to avoid any bottlenecks on the VOTACCESS site, shareholders are advised not to wait until the day before the Meeting to vote.

#### Online proxy

Notification of the appointment and revocation of a proxy may also be made **online**, as follows:

- **Registered shareholders :**
  - Shareholders should make their request via the <https://planetshares.uptevia.pro.fr> website, by logging on as described above under "*Voting by electronic means*", depending on whether they are registered shareholders or administered shareholders.

After logging in, the shareholder must follow the on-screen instructions to access the VOTACCESS website to appoint or revoke a proxy.

- **Bearer shareholders :**
  - If the financial intermediary has joined VOTACCESS :

If the bearer shareholder's bank or financial intermediary has signed up to VOTACCESS, the shareholder must connect to the portal of his or her account-holding institution to access the VOTACCESS service.

- If the financial intermediary has not joined VOTACCESS :

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If the bearer shareholder's bank or financial intermediary is not connected to the VOTACCESS site, it is specified that notification of the appointment and revocation of a proxy may nevertheless be made by electronic means in accordance with the provisions of articles R.225-79 and R.22-10-24 of the French Commercial Code, in accordance with the following procedures:

- the shareholder should send an e-mail to the following address [Paris France CTS mandats@uptevia.pro.fr](mailto:Paris_France_CTS_mandats@uptevia.pro.fr). This e-mail must contain the following information: name of the Company concerned (Believe), date of the Meeting (Wednesday June 26, 2024), surname, first name, address and bank details of the principal, as well as the surname, first name and, if possible, the address of the proxy;
- shareholders must ask their bank or financial intermediary managing their share account to send written confirmation to Uptevia - Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex, to be received no later than **3 p.m.** (Paris time) on **Tuesday, June 25, 2024, the day before the Meeting.**

**In order to be taken into account, online proxies or revocations of proxies must be formulated from the opening of the VOTACCESS platform, i.e. from Wednesday 5 June 2024 at 9:00 a.m., Paris time, until Tuesday 25 June 2024 at 3:00 p.m., Paris time.**

#### **REQUESTS FROM SHAREHOLDERS FOR THE INCLUSION OF DRAFT RESOLUTIONS OR ITEMS ON THE AGENDA**

Reasoned requests for the inclusion of items or draft resolutions on the agenda by shareholders meeting the legal conditions in force must be sent to the registered office, by registered letter with acknowledgement of receipt, or electronically to the following address: [investors@believe.com](mailto:investors@believe.com), within twenty days of the date of publication of this notice of meeting, **i.e by Friday May 17, 2024 at the latest, and be received by the Company by Saturday June 1<sup>er</sup> 2024 at the latest.**

These requests must be accompanied by :

- certificate(s) of ownership or representation by the applicant(s) of the percentage of share capital required under article R. 225-71 of the French Commercial Code;
- the text of the draft resolutions; and
- if appropriate, a brief explanatory statement.

The list of items added to the agenda and the text of the draft resolutions will be published in the section dedicated to the General Meeting on the Société [General Meeting](#) website, in accordance with the provisions of article R.22-10-23 of the French Commercial Code.

Shareholders are also reminded that consideration by the General Meeting of the items on the agenda and the resolutions that will be presented is subject to the submission by interested parties, no later than the two business day before the meeting, i.e. **Monday 24 June 2024, at midnight (Paris time)**, of a new certificate proving that their shares are registered in an account under the same conditions as those set out above.

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## **WRITTEN QUESTIONS**

In accordance with the provisions of article R.225-84 of the French Commercial Code, all shareholders are entitled to submit written questions no later than **midnight on Thursday June 20, 2024**, the fourth business day before the date of the General Meeting, by registered letter with acknowledgement of receipt addressed to the Chairman of the Board of Directors at the Company's registered office, or by e-mail to [investors@believe.com](mailto:investors@believe.com), it being specified that such questions must be accompanied by a certificate of share ownership.

## **SHAREHOLDERS' RIGHT OF COMMUNICATION**

In accordance with the applicable legal and regulatory provisions, the documents and information which must be made available to shareholders in connection with this General Meeting are available, preferably by appointment, at the Company's registered office at 24 rue Toulouse Lautrec 75017 Paris, France.

All the information and documents required under article R.22-10-23 of the French Commercial Code will be published on the Company's website from **Wednesday June 5, 2024** ([General Meeting 2024](#)).

This notice will be followed by a notice of meeting containing any changes to the agenda resulting from requests for the inclusion of draft resolutions submitted by shareholders.

*Board of Directors*