

EIFFAGE

Public limited company with share capital of €392,000,000

Registered office: 3/7 place de l'Europe

78140 Vélizy-Villacoublay – France

Versailles Trade and Companies Register no. 709 802 094

Ordinary and extraordinary general meeting of 19 April 2023

Draft agenda

Ordinary resolutions:

1. Approval of the annual financial statements for the year ended 31 December 2022,
2. Approval of the consolidated financial statements for the year ended 31 December 2022,
3. Appropriation of the profit for the financial year and setting of a dividend,
4. Reappointment of Benoît de Ruffray as a director,
5. Reappointment of Isabelle Salaün as a director,
6. Reappointment of Laurent Dupont as the director representing employee shareholders,
7. Approval of the compensation policy for members of the Board of Directors,
8. Approval of the compensation policy for the Chairman and Chief Executive Officer,
9. Approval of the information specified in paragraph 1 of Article L. 22-10-9 of the French Commercial Code,
10. Approval of the fixed, variable and exceptional elements making up the total compensation and benefits of any kind paid during the past financial year or allocated for the same financial year to Benoît de Ruffray, the Chairman and Chief Executive Officer, pursuant to the compensation policy approved by the shareholders at the Eiffage general meeting on 20 April 2022,
11. Authorisation to the Board of Directors to allow the Company to buy back its own shares pursuant to Article L. 22-10-62 of the French Commercial Code, length of the authorisation, purposes, procedures, cap, suspension during the period of a public offer.

Extraordinary resolutions:

12. Authorisation to the Board of Directors to cancel the treasury shares held by the Company bought back pursuant to Article L. 22-10-62 of the French Commercial Code, length of the authorisation, cap, suspension during the period of a public offer,
13. Delegation of authority to the Board of Directors to increase the share capital by capitalising reserves, profits and/or premiums, length of the delegation of authority, maximum nominal amount of the capital increase, outcome of fractional shares, suspension during the period of a public offer,
14. Delegation of authority to the Board of Directors to issue ordinary shares and/or marketable securities conferring access to the Company's equity and/or to debt securities while maintaining preferential subscription rights, length of the delegation of authority, maximum nominal amount of the capital increase, right to offer unsubscribed securities to the public, suspension during the period of a public offer,
15. Delegation of authority to the Board of Directors to issue ordinary shares and/or marketable securities conferring access to the Company's equity and/or to debt securities and cancelling

preferential subscription rights via a public offer (excluding the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code), and/or as consideration for securities in a public exchange offer, length of the delegation of authority, maximum nominal amount of the capital increase, issue price, right to limit the issue to the amount of subscriptions or to distribute the unsubscribed securities, suspension during the period of a public offer,

16. Delegation of authority to the Board of Directors to issue ordinary shares and/or marketable securities conferring access to the Company's equity and/or to debt securities and cancelling preferential subscription rights via an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, length of the delegation of authority, maximum nominal amount of the capital increase, issue price, right to limit the issue to the amount of subscriptions or to distribute the unsubscribed securities, suspension during the period of a public offer,
17. Authorisation to increase issues, suspension during the period of a public offer,
18. Delegation of authority to the Board of Directors to increase the share capital by up to 10% by issuing ordinary shares and/or marketable securities conferring access to the Company's equity, in order to pay for contributions in kind of shares or marketable securities conferring access to the Company's equity, length of the delegation of authority, suspension during the period of a public offer,
19. Overall cap on the delegations of authority provided for in the 15th, 16th and 18th resolutions of this general meeting,
20. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or marketable securities conferring access to the Company's equity and cancelling preferential subscription rights for the benefit of members of a company savings scheme pursuant to Articles L. 3332-18 et seq. of the French Employment Code, length of the delegation of authority, maximum nominal amount of the capital increase, issue price, option of allotting bonus shares pursuant to Article L. 3332-21 of the French Employment Code,
21. Authorisation to the Board of Directors to allot existing shares for no consideration to employees and/or certain corporate officers of the Company or related companies or economic interest groups, length of the authorisation, cap, length of the vesting period particularly in the event of disability,

Ordinary resolutions:

22. Powers to carry out legal formalities.

Draft resolutions

Ordinary resolutions:

First resolution – Approval of the annual financial statements for the year ended 31 December 2022

The shareholders at the general meeting, having reviewed the reports of the Board of Directors and the Statutory Auditors on the financial year ended 31 December 2022, approve, as presented, the annual financial statements closed on that date, which show a profit of €k 896,365.

Second resolution – Approval of the consolidated financial statements for the year ended 31 December 2022

The shareholders at the general meeting, having reviewed the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements as at 31 December 2022, approve those financial statements as presented, which show a profit (Group share) of €k 851 352.

Third resolution – Appropriation of the profit for the financial year and setting of a dividend

Pursuant to the proposal of the Board of Directors, the shareholders at the general meeting resolve to appropriate the profit for the financial year ended 31 December 2022 as follows:

Origin	
- Profit for the financial year	851,351,521.27
- Retained earnings	4,846,710,069.43
Total	698,061,590.70
Appropriation	
- Legal reserve	-
- Dividends	352,800,000.00
- Retained earnings	5,345,261,590.70
Total	5,698,061,590.70

The shareholders at the general meeting note that the total gross dividend per share is set at €3.60.

If it is paid to individuals domiciled for tax purposes in France, the dividend will be subject to a standard withholding tax on the gross dividend at the flat rate of 12.8% (Article 200 A of the French General Tax Code) or, at the taxpayer's express, irrevocable and global election, to income tax at the progressive rate after a 40% allowance (Articles 200 A(13) and (158) of the French General Tax Code). The dividend will also be subject to social security contributions at the rate of 17.2%.

The ex-coupon date will be 15 May 2023.

Dividends will be paid on 17 May 2023.

In the event the number of shares with dividend rights differs from the 98,000,000 shares composing the share capital at 22 February 2023, the total amount of the dividend will be adjusted accordingly and the amount appropriated to retained earnings will be determined on the basis of dividends actually paid.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the shareholders at the general meeting acknowledge that they were reminded that the following distributions of dividends and income were made for the last three financial years:

FINANCIAL YEAR FOR WHICH DIVIDEND PAID	INCOME ELIGIBLE FOR THE TAX ALLOWANCE		INCOME NOT ELIGIBLE FOR THE TAX ALLOWANCE
	DIVIDENDS	OTHER INCOME DISTRIBUTED	
2019	-	-	-
2020	€294,000,000* i.e. €3 per share	-	-
2021	€303,800,000* i.e. €3.10 per share	-	-

* Including the amount of the dividend on treasury shares not paid and appropriated to retained earnings.

Fourth resolution – Reappointment of Benoît de Ruffray as a director

The shareholders at the general meeting resolve to reappoint Benoît de Ruffray as a director for a term of four years, expiring at the end of the general meeting to be held in 2027 to approve the financial statements for the previous financial year.

Fifth resolution – Reappointment of Isabelle Salaün as a director

The shareholders at the general meeting resolve to reappoint Isabelle Salaün as a director for a term of four years, expiring at the end of the general meeting to be held in 2027 to approve the financial statements for the previous financial year.

Sixth resolution – Reappointment of Laurent Dupont as the director representing employee shareholders

The shareholders at the general meeting resolve to reappoint Laurent Dupont as the director representing employee shareholders for a term of four years, expiring at the end of the general meeting to be held in 2027 to approve the financial statements for the previous financial year.

Seventh resolution – Approval of the compensation policy for members of the Board of Directors

The shareholders at the general meeting, voting pursuant to Article L. 22-10-8 of the French Commercial Code, approve the compensation policy for members of the Board of Directors described in the corporate governance report included in the universal registration document.

Eighth resolution – Approval of the compensation policy for the Chairman and Chief Executive Officer

The shareholders at the general meeting, voting pursuant to Article L. 22-10-8 of the French Commercial Code, approve the compensation policy for the Chairman and Chief Executive Officer described in the corporate governance report included in the universal registration document.

Ninth resolution – Approval of the information specified in paragraph 1 of Article L. 22-10-9 of the French Commercial Code

The shareholders at the general meeting, voting pursuant to Article L. 22-10-34 I of the French Commercial Code, approve the information specified in Article L. 22-10-9 of the French Commercial Code contained in the corporate governance report included in the universal registration document.

Tenth resolution – Approval of the fixed, variable and exceptional elements making up the total compensation and benefits of any kind paid during the past financial year or allotted for the same financial year to Benoît de Ruffray, the Chairman and Chief Executive Officer, pursuant to the compensation policy approved by the shareholders at the Eiffage general meeting on 20 April 2022

The shareholders at the general meeting, voting pursuant to Article L. 22-10-34 II of the French Commercial Code, approve the fixed, variable and exceptional elements making up the total compensation and benefits of any kind paid during the past financial year or allotted for the same financial year to Benoît de Ruffray, the Chairman and Chief Executive Officer, pursuant to the compensation policy approved by the shareholders at the Eiffage general meeting on 20 April 2022, as described in the corporate governance report included in the universal registration document.

Eleventh resolution – Authorisation to the Board of Directors to allow the Company to buy back its own shares pursuant to Article L. 22-10-62 of the French Commercial Code

The shareholders at the general meeting, having read the Board of Directors' report, authorise the Board of Directors, for a period of 18 months, pursuant to Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, to purchase, on one or more occasions and at times that it deems appropriate, the Company's shares limited to 10% of the shares composing the Company's share capital on the date of this general meeting, adjusted where necessary to reflect any capital increase or capital reduction that may take place during the term of the programme.

This authorisation terminates the authorisation granted to the Board of Directors by the shareholders at the general meeting held on 20 April 2022 in its tenth ordinary resolution.

Acquisitions may be carried out with a view to:

- stimulating the secondary market or promoting the liquidity of Eiffage's share through an investment services provider acting under the terms of a liquidity agreement that complies with the practices accepted by the regulations, it being specified that in this context, the number of shares taken into account in calculating the aforementioned limit corresponds to the number of shares purchased, less the number of shares resold,
- retaining the shares purchased and subsequently delivering them in exchange for or as payment in connection with any merger, demerger, contribution or external growth transaction,
- covering commitments under stock option plans and/or bonus share plans (or similar plans) for the benefit of employees and/or corporate officers of the Group, including economic interest groups and affiliated companies, as well as any share allotments under a company or group savings plan (or similar plan), in respect of profit-sharing and/or any other forms of allotment of shares to employees and/or corporate officers of the Group, including economic interest groups and affiliated companies,
- covering commitments in respect of marketable securities conferring a right to be allotted shares in the Company under prevailing regulations,
- cancelling any shares acquired, in accordance with the authorisation granted or to be granted by the shareholders at the extraordinary general meeting.

These share purchases may be made by any means, including block purchases, and at such times as the Board of Directors may determine.

The Board may not, however, make use of this delegation of authority from the moment a third party submits a public offer for the Company's shares until the end of the offer period, unless it has been authorised to do so by the shareholders at a general meeting.

The Company reserves the right to use options or derivatives in accordance with applicable regulations.

The maximum purchase price is set at €175 per share. In the event of a capital transaction, in particular a stock split or reverse stock split or the allotment of bonus shares to shareholders, the aforementioned amount will be adjusted in the same proportions (multiplier equal to the ratio between the number of

shares composing the share capital before the transaction and the number of shares after the transaction).

The maximum value of the transaction is set at €1,715,000,000.

The shareholders at the general meeting grant all powers to the Board of Directors to carry out these transactions, to determine the terms and conditions thereof, to enter into all agreements and to carry out all formalities.

Extraordinary resolutions:

Twelfth resolution – Authorisation to the Board of Directors to cancel the treasury shares held by the Company bought back pursuant to Article L. 22-10-62 of the French Commercial Code

The shareholders at the general meeting, pursuant to Article L. 22-10-62 of the French Commercial Code, having read the Board of Directors' report and the Statutory Auditors' report:

- 1) Authorise the Board of Directors, with the right to sub-delegate, to cancel, as and when it alone sees fit, on one or more occasions, within the limit of 10% of the share capital determined on the date of cancellation and after deducting any shares cancelled during the previous 24 months, any shares that the Company holds or may hold following purchases made pursuant to Article L. 22-10-62 of the French Commercial Code and to reduce the share capital accordingly, in accordance with applicable laws and regulations.
- 2) Set the validity period of this authorisation at 26 months beginning on the date of this general meeting.
- 3) Resolve that the Board may not make use of this delegation of authority from the moment a third party submits a public offer for the Company's shares until the end of the offer period, unless it has been authorised to do so by the shareholders at a general meeting.
- 4) Grant full authority to the Board of Directors to carry out the operations necessary to complete such cancellations and the corresponding reductions in the share capital, to consequently amend the Company's articles of association and to complete all required formalities.

Thirteenth resolution – Delegation of authority to the Board of Directors to increase the share capital by capitalising reserves, profits and/or premiums

The shareholders at the general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, having read the Board of Directors' report and pursuant to the provisions of Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

- 1) Delegate to the Board of Directors their authority to approve increases in the share capital, on one or more occasions, at such times and in such manner as it may determine, by capitalising reserves, profits, premiums or other amounts the capitalisation of which is permitted, by issuing and allotting bonus shares or by increasing the par value of existing ordinary shares, or by combining these two procedures.
- 2) Resolve that, in the event the Board of Directors uses this delegation of authority, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, on a capital increase in the form of the allotment of bonus shares, any rights entitling their holders to fractional shares may not be traded or transferred, and the corresponding shares will be sold. Any proceeds from such sale will be allocated to the holders of the rights within the time period provided for by the regulations.
- 3) Set the validity period of this delegation of authority at 26 months beginning on the date of this general meeting.
- 4) Resolve that the amount of the capital increase pursuant to this resolution shall not exceed the nominal amount of €80,000,000 (representing 20.4% of the share capital as at 22 February 2023), not taking into account the nominal amount of the capital increase required to protect, in accordance with the law and any contractual provisions providing for other protection procedures, the rights of holders of rights or marketable securities conferring access to the Company's equity.

This cap is separate from all the other caps contained in other resolutions voted on at this general meeting.

- 5) Grant the Board of Directors all powers, with the right to sub-delegate to its Chairman and Chief

Executive Officer, to implement this resolution and, in general, to take all measures and carry out all formalities required to successfully complete each capital increase, record the completion thereof and amend the articles of association accordingly.

- 6) Resolve that the Board of Directors may not make use of this delegation of authority from the moment a third party submits a public offer for the Company's shares until the end of the offer period, unless it has been authorised to do so by the shareholders at a general meeting.
- 7) Acknowledge that this delegation of authority cancels the unused part of any previous delegation of authority with the same purpose from the date hereof.

Fourteenth resolution – Delegation of authority to the Board of Directors to issue ordinary shares and/or marketable securities conferring access to the Company's equity and/or to debt securities while maintaining preferential subscription rights

The shareholders at the general meeting, having read the Board of Directors' report and the Statutory Auditors' special report and pursuant to the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 228-92 and L. 225-132 et seq. thereof:

- 1) Delegate to the Board of Directors, with the right to sub-delegate under the conditions provided for by law, their authority to approve and carry out, on one or more occasions, in the proportions and at the times that it deems appropriate, both in France and abroad, in euros, in a foreign currency or in units of account set by reference to multiple currencies, the issue, maintaining shareholders' preferential subscription rights, of ordinary shares and/or marketable securities conferring access to the Company's equity and/or debt securities that may be subscribed for either in cash or by offsetting the subscription price against liquid and payable debts.
- 2) Resolve that:
 - The nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority may not exceed €156,800,000 (representing 40% of the share capital as at 22 February 2023) or its equivalent value in the event that such securities are issued in other currencies or units of account, plus the nominal amount of any capital increase required to protect, in accordance with the applicable law and regulations and any specific contractual provisions providing for other protection procedures, the rights of holders of rights or marketable securities conferring access to the Company's equity. This cap is separate from all the other caps contained in other resolutions voted on at this general meeting;
 - The total maximum nominal amount of debt securities that may be issued pursuant to this delegation of authority may not exceed €2 billion or its equivalent value in the event that such securities are issued in other currencies or units of account. This cap is separate from all the other caps contained in other resolutions voted on at this general meeting.
- 3) Resolve that shareholders may exercise, under the conditions provided for by law, their automatic preferential subscription right. The Board of Directors shall also be entitled to grant shareholders the right to subscribe for additional marketable securities above the amount to which they are automatically entitled, in proportion to the subscription rights they hold and, in any event, capped at the amount they request.

If subscriptions under automatic rights and any subscriptions for additional marketable securities do not fully absorb the issue of shares or marketable securities as defined above, the Board may use, in the order that it deems appropriate, any of the options below:

- limit the issue to the amount of subscriptions, within the limits provided for by the regulations;
 - freely distribute some or all of the unsubscribed securities;
 - offer some or all of the securities to the public.
- 4) Resolve that in the event of the issue of warrants over the Company's shares within the cap referred to in paragraph 2 above, such warrants may be issued either for cash under the conditions provided

for above, or for no consideration to existing shareholders;

- 5) Acknowledge and resolve, as necessary, that this delegation of authority automatically requires shareholders to waive their preferential subscription rights to the shares to which these marketable securities entitle their holders in favour of the holders of the marketable securities conferring access to the Company's equity;
- 6) Resolve that the amount payable, or to be paid, to the Company for each of the shares issued pursuant to this delegation of authority, after taking into account, in the event that stand-alone share warrants are issued, the issue price of those warrants, shall be at least equal to the nominal value of the shares;
- 7) Resolve that the Board of Directors shall have all powers, with the right to sub-delegate under the conditions set by law, to implement this delegation of authority, in particular to determine the dates and terms of the issues as well as the form and characteristics of the marketable securities to be created, to set the prices and conditions of the issues, to set the amounts to be issued, to set the dividend entitlement date (which may be retroactive) of the securities to be issued, to determine the method of paying up the shares or other marketable securities issued and the conditions on which such marketable securities shall entitle their holders to shares in the Company and to provide for any conditions applicable to their buyback on the stock exchange and their possible cancellation, to suspend the exercise of the share allotment rights attached to the marketable securities to be issued, and to set the terms on which the rights of holders of marketable securities conferring access to the share capital will be protected, in accordance with the law, regulations and any contractual obligations.

The Board of Directors, which shall have the right to sub-delegate its powers in the manner permitted by law, may also make any deductions from the issue premium(s) including deductions for costs, duties and fees incurred in connection with the issue(s) and generally take all necessary measures and enter into all agreements to ensure the successful completion of the proposed issues, record the capital increase(s) resulting from any issue carried out pursuant to this delegation of authority and amend the articles of association accordingly.

In the event that debt securities are issued, the Board of Directors shall have full authority to decide whether or not such securities are to be subordinated and to set their interest rate, their term, their redemption price, their repayment terms and the conditions on which such securities will entitle their holders to shares in the Company.

- 8) Resolve that the Board of Directors may not make use of this delegation of authority from the moment a third party submits a public offer for the Company's shares until the end of the offer period, unless it has been authorised to do so by the shareholders at a general meeting.
- 9) Resolve that this delegation of authority cancels the unused part of any previous delegation of authority of the same nature.

The delegation of authority thus granted to the Board of Directors is valid for a period of 26 months beginning on the date of this general meeting.

Fifteenth resolution – Delegation of authority to the Board of Directors to issue ordinary shares and/or marketable securities conferring access to the Company's equity and/or to debt securities and cancelling preferential subscription rights via a public offer (excluding the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code) and/or as consideration for securities in a public exchange offer

The shareholders at the general meeting, having read the Board of Directors' report and the Statutory Auditors' special report and pursuant to the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-136, L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-92 thereof:

- 1) Delegate to the Board of Directors their authority, with the right to sub-delegate under the conditions provided for by law, to issue, on one or more occasions, in the proportions and at the times that it deems fit, on the French and/or international market, via a public offer excluding the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, in euros, in a foreign currency or in any other units of account set by reference to multiple currencies:

- ordinary shares,
- and/or marketable securities conferring access to the Company's equity and/or debt securities.

Such securities may be issued by way of remuneration for securities contributed to the Company as part of a public exchange offer of securities that meets the conditions set out in Article L. 22-10-54 of the French Commercial Code.

- 2) Set the validity period of this delegation of authority at 26 months beginning on the date of this general meeting.
- 3) The nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority may not exceed €39,200,000 (representing 10% of the share capital as at 22 February 2023), plus the nominal amount of any capital increase required to protect, in accordance with the law and any contractual provisions providing for other protection procedures, the rights of holders of rights or marketable securities conferring access to the Company's equity.

This amount will be included when calculating the maximum nominal amount of ordinary shares that may be issued set in the 19th resolution.

The total maximum nominal amount of debt securities that may be issued pursuant to this delegation of authority may not exceed €2 billion or its equivalent value in the event that such securities are issued in other currencies or units of account.

This amount will count towards the nominal cap for debt securities provided for in the 19th resolution.

- 4) Resolve to cancel shareholders' preferential rights to subscribe for the ordinary shares and marketable securities conferring access to the Company's equity and/or debt securities that are the subject of this resolution, while nevertheless granting the Board of Directors the option of conferring a priority right on shareholders, in accordance with the law.
- 5) Resolve that the amount payable, or to be paid, to the Company for each of the ordinary shares issued pursuant to this delegation of authority, after taking into account, in the event that stand-alone share warrants are issued, the issue price of those warrants, shall be at least equal to the weighted average share price during the three trading sessions preceding the launch of the offer, possibly less a maximum discount of 5%.
- 6) Resolve, in the event that securities are issued as remuneration for securities tendered to a public exchange offer, that the Board of Directors shall be authorised, on the conditions set out in Article L. 22-10-54 of the French Commercial Code, and within the limits set above, to draw up the list of securities tendered to the offer, set their issuance conditions, the exchange ratio and the amount of any balancing cash payment to be made, and determine the related terms of issuance.

- 7) Resolve that if the subscriptions do not fully absorb the issue referred to in 1/ the Board of Directors

may choose from the following options:

- limit the amount of the issue to the amount of subscriptions, subject to any limits provided for by the regulations,
 - freely distribute some or all of the unsubscribed securities.
- 8) Resolve that the Board of Directors shall have, within the limits set out above, the necessary powers, in particular to set the terms and conditions of the issue(s), record the completion of any resulting capital increases, make the corresponding amendments to the articles of association, deduct, at its sole initiative, the costs of the capital increases from the amount of the premiums relating thereto and deduct from that amount the sums required to increase the legal reserve to one-tenth of the new share capital after each increase and, more generally, do whatever is necessary in this regard. In the event that debt securities are issued, the Board of Directors shall have full authority to decide whether or not such securities are to be subordinated and to set their interest rate, their term, their redemption price, their repayment terms and the conditions on which such securities will entitle their holders to shares in the Company.
- 9) Resolve that the Board of Directors may not make use of this delegation of authority from the moment a third party submits a public offer for the Company's shares until the end of the offer period, unless it has been authorised to do so by the shareholders at a general meeting.
- 10) Acknowledge that this delegation of authority cancels the unused part of any previous delegation of authority with the same purpose from the date hereof.

Sixteenth resolution — Delegation of authority to the Board of Directors to issue ordinary shares and/or marketable securities conferring access to the Company's equity and/or to debt securities and cancelling preferential subscription rights via an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code

The shareholders at the general meeting, having read the Board of Directors' report and the Statutory Auditors' special report and pursuant to the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-136, L. 22-10-52 and L. 228-92 thereof:

- 1) Delegate to the Board of Directors their authority, with the right to sub-delegate under the conditions provided for by law, to issue, on one or more occasions, in the proportions and at the times that it deems fit, on the French and/or international market, via an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, in euros, in a foreign currency or in any other units of account set by reference to multiple currencies:
- ordinary shares,
 - and/or marketable securities conferring access to the Company's equity and/or debt securities.
- 2) Set the validity period of this delegation of authority at 26 months beginning on the date of this general meeting.
- 3) The nominal amount of the capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority may not exceed €39,200,000 (representing 10% of the share capital as at 22 February 2023).

The nominal amount of any capital increase required to protect, in accordance with the law and any contractual provisions providing for other protection procedures, the rights of holders of rights or marketable securities conferring access to the Company's equity, shall be added to this amount.

This amount will count towards the maximum nominal amount of ordinary shares that may be issued under the 19th resolution.

The total maximum nominal amount of debt securities that may be issued pursuant to this delegation of authority may not exceed €2 billion or its equivalent value in the event that such securities are issued in other currencies or units of account.

This amount will count towards the nominal cap for debt securities provided for in the 19th resolution.

- 4) Resolve to cancel shareholders' preferential rights to subscribe for the ordinary shares and marketable securities conferring access to the Company's equity and/or debt securities that are the subject of this resolution.
- 5) Resolve that the amount payable, or to be paid, to the Company for each of the ordinary shares issued pursuant to this delegation of authority, after taking into account, in the event that stand-alone share warrants are issued, the issue price of those warrants, shall be at least equal to the weighted average share price during the three trading sessions preceding the launch of the offer, possibly less a maximum discount of 5%.
- 6) Resolve that if the subscriptions do not fully absorb the issue referred to in 1/ the Board of Directors may choose from the following options:
 - limit the amount of the issue to the amount of subscriptions, subject to any limits provided for by the regulations,
 - freely distribute some or all of the unsubscribed securities.
- 7) Resolve that the Board of Directors shall have, within the limits set out above, the necessary powers, in particular to set the terms and conditions of the issue(s), record the completion of any resulting capital increases, make the corresponding amendments to the articles of association, deduct, at its sole initiative, the costs of the capital increases from the amount of the premiums relating thereto and deduct from that amount the sums required to increase the legal reserve to one-tenth of the new share capital after each increase and, more generally, do whatever is necessary in this regard.

In the event that debt securities are issued, the Board of Directors shall have full authority to decide whether or not such securities are to be subordinated and to set their interest rate, their term, their redemption price, their repayment terms and the conditions on which such securities will entitle their holders to shares in the Company.
- 8) Resolve that the Board of Directors may not make use of this delegation of authority from the moment a third party submits a public offer for the Company's shares until the end of the offer period, unless it has been authorised to do so by the shareholders at a general meeting.
- 9) Acknowledge that this delegation of authority cancels the unused part of any previous delegation of authority with the same purpose from the date hereof.

Seventeenth resolution – Authorisation to increase issues

The shareholders at the general meeting, having read the Board of Directors' report and the Statutory Auditors' special report and pursuant to the Article L. 225-135-1 of the French Commercial Code:

- Delegate to the Board of Directors, with the right to sub-delegate under the conditions provided for by law, their authority to increase the number of securities to be issued in the event of the issue of ordinary shares or marketable securities conferring access to the Company's equity and/or to debt securities, with or without preferential subscription rights, approved pursuant to the 14th, 15th and 16th resolutions, capped at 15% of the number of securities in the initial issue, under the terms and conditions laid down by applicable laws and regulations at the time of the issue, provided that the issue price shall be the same as the price used in the initial issue.

The nominal amount of the increase in the issue approved pursuant to this resolution shall be subject to the caps applicable to the delegation of authority pursuant to which the initial issue was approved as well as, for issues approved pursuant to the 15th and 16th resolutions, subject to the overall cap provided for in the 19th resolution.

This authorisation is valid for a period of 26 months beginning on the date of this general meeting.

The Board of Directors may not make use of this authorisation from the moment a third party submits a public offer for the Company's shares until the end of the offer period, unless it has been authorised to do so by the shareholders at a general meeting.

Eighteenth resolution – Delegation of authority to the Board of Directors to increase the share capital by up to 10% by issuing ordinary shares and/or marketable securities conferring access to the Company's equity, in order to pay for contributions in kind of shares or marketable securities conferring access to the Company's equity

The shareholders at the general meeting, having read the reports of the Board of Directors and the Statutory Auditors and pursuant to Articles L. 225-147, L. 22-10-53 and L. 228-92 of the French Commercial Code, delegate to the Board of Directors, for a period of 26 months beginning on the date of this general meeting, their authority to issue shares and marketable securities conferring immediate and/or future access to the Company's equity, limited to 10% of the share capital at the time of the issue, in order to pay for contributions in kind made to the Company and consisting of shares or marketable securities conferring immediate or future access to the Company's equity, when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.

This amount does not include the nominal amount of any capital increase required to protect, in accordance with the law and any contractual provisions providing for other protection procedures, the rights of holders of rights or marketable securities conferring access to the Company's equity.

This amount will be included when calculating the maximum nominal amount of ordinary shares that may be issued set in the 19th resolution.

The shareholders at the general meeting note that the decision to issue marketable securities conferring access to the Company's equity requires shareholders to waive their preferential subscription rights to the shares to which the marketable securities that are issued entitle their holders.

The shareholders at the general meeting state that, as required by law, the Board of Directors will, if this delegation of authority is used, vote on the report of one or more capital contributions auditors referred to in Article L. 225-147 of the aforementioned code.

The shareholders at the general meeting resolve that the Board of Directors shall have all powers, with the right to sub-delegate under the conditions set by law, to implement this delegation of authority, including to approve the value of the capital contributions and record the completion of such capital contributions, allocate all costs, charges and duties to the premiums, increase the share capital and make the corresponding amendments to the articles of association.

The Board of Directors may not make use of this delegation of authority from the moment a third party submits a public offer for the Company's shares until the end of the offer period, unless it has been authorised to do so by the shareholders at a general meeting.

The shareholders at the general meeting acknowledge that this delegation of authority cancels the unused part of any previous delegation of authority with the same purpose from the date hereof.

Nineteenth resolution – Overall cap on the delegations of authority provided for in the 15th, 16th and 18th resolutions of this general meeting

The shareholders at the general meeting, having read the Board of Directors' report, resolve to set:

- the total nominal amount of shares that may be issued, immediately or in the future, pursuant to the 15th, 16th and 18th resolutions of this general meeting at €39,200,000, it being specified that the nominal amount of any capital increase required to protect, in accordance with the law and any contractual provisions providing for other protection procedures, the rights of holders of rights or marketable securities conferring access to the Company's equity, shall be added to this amount;
- the total nominal amount of debt securities that may be issued by the Company pursuant to the 15th and 16th resolutions of this general meeting at €2 billion.

Twentieth resolution – Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or marketable securities conferring access to the

Company's equity and cancelling preferential subscription rights for the benefit of members of a company savings scheme pursuant to Articles L. 3332-18 et seq. of the French Employment Code

The shareholders at the general meeting, having read the Board of Directors' report and the Statutory Auditors' special report, delegate to the Board of Directors, with the right to sub-delegate under the conditions provided for by law, pursuant to the provisions of Articles L. 225-129-2 to L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Employment Code, their authority to increase the share capital, on one or more occasions, as and when it alone sees fit, by issuing new shares or marketable securities conferring access to shares, restricted to the beneficiaries defined below and subject to a maximum nominal cap of €15,000,000, this amount being separate from any other cap provided for in relation to capital increases.

The beneficiaries of the capital increase(s) authorised pursuant to this resolution shall be employees of the Company and/or affiliated companies within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Employment Code who are members of a company savings plan and/or a group savings plan (as well as retirees and early retirees who meet the requisite conditions) (hereinafter the "Beneficiaries").

The subscription price shall be set by the Board of Directors, under the conditions and limits set by the applicable laws and regulations.

In any event, the Board of Directors may substitute for some or all of the discount on the average price of the Company's shares on Euronext Paris during the 20 trading sessions preceding the date of the decision setting the opening date for subscriptions, awards of shares or other securities conferring immediate or future access to the Company's equity, including share warrants, pursuant to the provisions below.

The shareholders at the general meeting resolve that the Board of Directors may award, for no consideration, shares or other securities conferring access to the Company's equity (including share warrants), to be issued or already in existence, provided that the total benefit resulting from such awards either as a result of the matching contribution and/or any discount on the subscription price shall not exceed legal or regulatory limits and that in the event that new shares are issued in respect of the discount and/or matching contribution, the Board may capitalise the reserves, profits or issue premiums required to pay up such shares.

The shareholders at the general meeting resolve that the characteristics of the other securities conferring access to the Company's equity shall be determined by the Board of Directors under the conditions laid down by the regulations.

The shareholders at the general meeting resolve to cancel, in favour of the Beneficiaries of the capital increase(s) authorised pursuant to this resolution, the preferential right of shareholders to the shares and marketable securities issued pursuant to this delegation of authority, with such shareholders also waiving any right to the shares or marketable securities that may be granted for no consideration pursuant to this resolution.

The shareholders at the general meeting also grant the Board of Directors, with the right to sub-delegate under the conditions provided for by law, subject to the limits and conditions set out above and, where applicable, within the framework of the rules of the company savings plans, all powers to determine all the terms and conditions of the transactions, including:

- Determining the companies in which subscriptions may be made;
- Determining the terms and conditions of the issues that will be carried out pursuant to this authorisation and, in particular, the price, the dividend entitlement dates of the securities issued and the terms and deadlines for paying up the securities, and, where applicable, requesting their admission to trading on any stock exchange of its choice;
- Setting the conditions stipulating the length of service of employees who may benefit from the subscription offer;
- Setting the amount offered for subscription and determining the subscription opening and closing dates;
- Setting the period in which subscribers are required to pay up their shares, capped at three years;

- Recording, where applicable, the completion of the capital increase at the amount of the shares actually subscribed for;
- Deducting, where applicable, the costs of such transactions and the sums required to increase the legal reserve to one-tenth of the share capital from the amount of premiums associated with capital increases;
- Taking all necessary steps to complete the capital increases, carrying out the formalities resulting therefrom, including formalities relating to the listing of the securities created, and making the amendments corresponding to such capital increases in the articles of association.

This delegation of authority is valid for a period of 26 months beginning on the date of this general meeting and cancels the unused amount of any previous delegation of authority with the same purpose.

Twenty-first resolution – Authorisation to the Board of Directors to allot shares for no consideration to employees and/or certain corporate officers

The shareholders at the general meeting, having read the Board of Directors' report and the Statutory Auditors' special report, authorise the Board of Directors to allot, on one or more occasions, pursuant to Articles L. 225-197-1, L. 225-197-2, L. 22-10-59 and L. 22-10-60 of the French Commercial Code, existing ordinary shares in the Company to:

- employees of the Company or of companies or economic interest groups that are directly or indirectly connected to it within the meaning of Article L. 225-197-2 of the French Commercial Code,
- and/or corporate officers who meet the conditions set out in Article L. 225-197-1 of the French Commercial Code.

The total number of bonus shares allotted for no consideration under this authorisation may not exceed 1,000,000 (representing 1.02% of the share capital as at 22 February 2023), on the understanding that it may not exceed the maximum percentage provided for by law on the date of the allotment decision and that the total number of bonus shares that may be allotted to the Company's executive officers may not exceed 100,000 shares within the above limit. The nominal amount of any capital increase required to protect the rights of recipients of bonus share awards in the event of transactions involving the Company's capital during the vesting period shall be added to these caps.

The award of shares to the beneficiaries shall be final at the end of a vesting period whose length shall be fixed by the Board of Directors but which may not be less than three years.

The definitive award of performance shares to the Company's executive officers and to the members of the Executive Committee shall be conditional upon the performance criteria defined and assessed over the period of the plan, said criteria being fixed by the Board of Directors in strict compliance with the current compensation policy for the Chairman and Chief Executive Officer as approved by the general meeting of shareholders.

The definitive award of performance shares to the other beneficiaries shall be conditional upon at least one performance criterion defined and assessed over the period of the plan, fixed by the Board of Directors.

By way of exception, the shares shall be definitively allotted before the end of the vesting period in the event that the beneficiary suffers a disability classified in the second or third categories as specified in Article L. 341-4 of the French Social Security Code.

All powers are granted to the Board of Directors to:

- set the conditions and any criteria applicable to the definitive award of the shares;
- determine the identity of the beneficiaries and the number of shares allotted to each of them;
- where necessary:

- acquire the necessary shares under the share buyback programme and allocate them to the bonus share plan,
- determine the impact on the beneficiaries' rights of share capital alterations or transactions that may affect the value of the shares allotted and carried out during the vesting period and, consequently, modify or adjust, as necessary, the number of shares allotted in order to protect the beneficiaries' rights;
- take all necessary steps to ensure compliance with any lock-up obligation imposed on the beneficiaries;
- and, generally, do everything required, in accordance with prevailing laws, to implement this authorisation.

This authorisation shall be granted for a period of 38 months beginning on the date of this general meeting.

It cancels the unused part of any previous authorisation with the same purpose from the date hereof.

Ordinary resolutions:

Twenty-second resolution – Powers to carry out legal formalities

The shareholders at the general meeting grant full authority to the bearer of a copy or extract of these minutes to carry out all filing and publication formalities required by law.