

## 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 Versailles

### Description of resolutions

#### — Ordinary resolutions:

**Resolutions 1 and 2:** The shareholders at the general meeting are asked to approve the company financial statements for the financial year ended 31 December 2023 showing a profit of €726M as well as the consolidated financial statements for the financial year ended 31 December 2023 showing a profit (Group share) of €1,013M, which the Board approved at its meeting of 28 February 2024 after their review by its Audit Committee.

**Resolution 3:** The appropriation of the net profit would result in the distribution of a gross dividend of € 4.10 per share. The dividend would be paid on 22 May 2024 and the ex-coupon date would be 20 May 2024. This dividend would be paid in respect of the 98,000,000 existing shares at 28 February 2024 and to those that will be created following the capital increase reserved for employees decided by the Board of Directors on 28 February 2024.

As a reminder, the details of the dividends paid and income recognised for the last three financial years were as follows:

Financial year	Income eligible for the tax allowance		Income not eligible for the tax allowance
	Dividends	Other income distributed	
2020	€294,000,000*, i.e. €3.0 per share		
2021	€303,800,000*, i.e. €3.10 per share		
2022	€352,800,000*, i.e. €3.60 per share		

\* Excluding adjustments in the event of a change in the number of shares with dividend rights compared to the number of shares composing the share capital at 28 February 2024

**Resolution 4.** In this resolution, we ask you to take note of the absence of a new agreement of the nature of those referred to in Article L. 225-38 of the French Commercial Code.

**Resolutions 5 and 6.** In accordance with the provisions resulting from the transposing of the CSRD Directive into French law (Order No. 2023-1142 and Decree No. 2023-1394), Eiffage is required to publish sustainability information and have it certified, in a separate section of the 2024 management report drawn up in 2025 which will be included in the 2024 URD.

Under these resolutions, and on the proposal of the Audit Committee, we propose that you appoint KPMG Audit IS and Mazars, statutory auditors in charge of certifying sustainability information, for the remainder of their term of office as statutory auditors of the Company for their certification of the financial statements, i.e. for a period of one year expiring at the end of the general meeting called to approve the financial statements for the financial year ending 31 December 2024.

**Resolutions 7:** This resolution relates to the appointment of Ms Méka Brunel as director for a period of four years, expiring at the end of the general meeting to be held in 2028 to approve the financial statements of the previous financial year.

This appointment is put to the vote of the shareholders at the general meeting by the Board of Directors on the recommendation of the Appointments and Remuneration Committee.

We hereby inform you that the Board of Directors, on the recommendation of the Appointments and Remuneration Committee:

- considers that Ms Méka Brunel can be qualified as an independent member with regard to the independence criteria of the AFEP/MEDEF Code used by the Company as the reference code for corporate governance. In this respect, it is specified in particular that Ms Méka Brunel has no business relationship with the Group.
- intends to appoint Ms Méka Brunel as a member of the Audit Committee during its meeting held after the general meeting, taking into account, inter alia, her financial and managerial skills.

We also remind you that the terms of office of Mr Roverato and Mr Guénard as directors will expire at the end of the next general meeting.

They did not request reappointment and the Board of Directors did not wish to propose their replacement as directors. However, it is specified that the Board of Directors meeting to be held at the end of the 2024 general meeting, in accordance with the recommendation of the Appointments and Remuneration Committee, intends to appoint Mr Roverato as non-voting member, so that the directors can continue to benefit from his experience and knowledge of the group.

Finally, we remind you that on 28 February 2024, Ms Marie Lemarié resigned from her position as director and member of the Audit Committee due to availability issues, in particular following her appointment as director and member of the Audit Committee at Getlink SE, in which Eiffage holds 20.55% of the capital. Following her resignation and on the recommendation of the Appointments and Remuneration Committee, the Board of Directors decided to appoint Ms Marie Lemarié as non-voting member so that the Board could continue to benefit from her expertise.

In view of the elements recalled above and subject to the approval of Ms Méka Brunel's appointment by the shareholders at the general meeting and the decisions of the Board of Directors meeting held at the end of the general meeting, the composition of the Board of Directors after the general meeting would be as follows:

- The Board of Directors would be reduced from 10 directors to 9 directors (including two directors representing employees and one director representing employee shareholders) and two non-voting members,
- The rate of independence of directors would stand at 83.3%; it being specified that these calculations do not include the two directors representing employees and the director representing employee shareholders and the non-voting members,
- The Board of Directors would be composed of four women and two men, i.e. a difference of two in accordance with the legal provisions (these calculations do not include the two directors representing employees and the director representing employee shareholders and the non-voting members).
- The Audit Committee would be composed of three independent members and the representative of the employee shareholders (who are not counted for calculating the independence rate).
- The Appointments and Remuneration Committee would still be composed of two independent members as well as one director representing employees and one director representing employee shareholders (who are not counted for calculating the independence rate).

**Composition of the Board of Directors and summary of recent and future developments and proposed changes:**

	<b>Exit</b>	<b>Entry</b>	<b>Gender</b>	<b>Independence</b>
Benoît de Ruffray			H	
Méka Brunel		2024 GM: proposed appointment as director Post-GM Board of Directors meeting: proposed appointment as member of the Audit Committee	F	X
Jean-François Roverato	Resignation as member of the Appointments and Remuneration Committee on 26 February 2024 2024 GM: End of term of office as director and member of the Strategic and CSR Committee	Post-GM Board of Directors meeting: proposed appointment as non-voting member	H	
Isabelle Salaün			F	X
Philippe Vidal			H	X
Jean Guénard	2024 GM: End of the term of office of director, Chairman of the Strategic and CSR Committee and member of the Appointments and Remuneration Committee		H	
Carol Xueref			F	X
Odile Georges-Picot		Appointment as a member of the Appointments and Remuneration Committee on 26 February 2024	F	X
Laurent Dupont Director representing employee shareholders			H	
Michèle Grosset Director representing employees			F	
Abderrahim Hamdani Director representing employees			H	
Marie Lemarié	Resignation as director and member of the Audit Committee on 28 February 2024	Appointment as non-voting member on 28 February 2024	F	/

**Resolutions 8 to 11:** Pursuant to the provisions of Articles L.22-10-8 and L.22-10-34 I and II of the French Commercial Code, the shareholders at the general meeting are asked to approve four resolutions.

Resolution 8 relates to the approval of the compensation policy for members of the Board of Directors.

Resolution 9 relates to the approval of the compensation policy for the Chairman and Chief Executive Officer.

Resolution 10 relates to the approval of the information referred to in paragraph I of Article L.22-10-9 of the French Commercial Code.

Resolution 11 relates to an ex-post approval of the compensation and benefits paid during the 2023 financial year or awarded for the same financial year to the Chairman and Chief Executive Officer pursuant to the compensation policy approved by the shareholders at the 2023 general meeting. The variable compensation of the Chairman and Chief Executive Officer will be paid only if this resolution is voted.

Further details are provided in the Board of Directors' report on corporate governance.

As regards financial matters, the shareholders are asked to pass resolutions on delegations of authority and authorisations enabling the Board of Directors, should it consider this useful, to buy back shares, cancel shares held in treasury (limited to 10% of the share capital in both cases) and make such issues as may be needed in connection with the Company's business development (see the chart listing the delegations of authority and authorisations put to the vote).

It should be noted that, with the exception of the delegation of authority in respect of the capital increase reserved for members of a Company Savings Plan and the authorisation to award bonus shares:

- all financial delegations of authority and authorisations put to the shareholders at the general meeting will be suspended in the event that a third party makes a public offer for the Company's securities;
- the three proposed financial delegations of authority (16<sup>th</sup>, 17<sup>th</sup> and 19<sup>th</sup> resolutions) which provide for the cancellation of the preferential subscription right are deducted from the maximum overall nominal cap of €39,200,000 representing 10% of the capital at 28 February 2024 provided for in the 20<sup>th</sup> resolution.

It should also be noted that the delegation of authority relating to the possibility of increasing the share capital by the issue of shares and/or marketable securities conferring access to the Company's equity and/or to debt securities while maintaining preferential subscription rights provides for a cap of €156,800,000 (nominal value), representing 40% of the share capital at 28 February 2024 (15<sup>th</sup> resolution).

Accordingly, the shareholders are asked to:

**Resolution 12:** Renew, for a period of 18 months, the authorisation given to the Board of Directors to buy back Company shares within the limit of 10% of the share capital and for a maximum price of €175 per share, i.e. a maximum amount of €1,715,000,000, for the purposes of maintaining the liquidity of Eiffage shares, financing acquisitions, covering employee shareholding needs and those relating to any marketable securities conferring access to the Company's equity, and cancelling the acquired shares within the limits and conditions set by regulations. No transactions may be carried out from the moment a third party submits a public offer for the Company's shares until the end of the offer period.

#### — **Extraordinary resolutions:**

**Resolution 13:** Authorise the Board of Directors, for a period of 26 months, 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 decision to cancel, taking into account any shares cancelled during the previous 24 months), Company shares that are held or come to be held in treasury following redemptions made in connection with the share buyback programme, and to reduce the share capital accordingly, in accordance with applicable laws and regulations. No transactions may be carried out from the moment a third party submits a public offer for the Company's shares until the end of the offer period.

**Resolution 14:** Delegate authority to the Board of Directors, for a period of 26 months, to increase the share capital by capitalising reserves, profits and/or premiums by issuing and awarding bonus shares to the shareholders and/or increasing the nominal value of the shares, within the limit of €80 million (independent cap representing 20.4% of the share capital at 28 February 2024). No transactions may be carried out from the moment a third party submits a public offer for the Company's shares until the end of the offer period.

**Resolution 15:** Delegate authority to the Board of Directors, for a period of 26 months, to increase the share capital by issuing ordinary shares and/or marketable securities conferring access to the Company's equity and/or to debt securities, while maintaining preferential subscription rights, within the limit of a nominal capital increase of €156,800,000 (independent cap representing 40% of the share capital at 28 February 2024). The maximum nominal amount of debt securities that may be issued under this delegation of authority may not exceed €2 billion (independent cap). 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.

**Resolution 16:** Delegate authority to the Board of Directors, for a period of 26 months, to increase the share capital by issuing ordinary shares and/or marketable securities conferring access to the Company's equity and/or to debt securities, 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, with the Board of Directors being given the right to offer shareholders the possibility to exercise pre-emptive rights, according to the law.

The total nominal amount of all capital increases that may be carried out immediately and/or in the future may not exceed €39,200,000 (representing 10% of the share capital at 28 February 2024). This amount would be deducted from the overall cap of €39,200,000 provided for in the 20<sup>th</sup> resolution.

The maximum nominal amount of debt securities that may be issued under this delegation of authority may not exceed €2 billion. This amount would be deducted from the nominal cap for debt securities provided for in the 20<sup>th</sup> resolution.

It is specified that the amount payable, or accruing to the Company for each of the ordinary shares issued under this delegation of authority and cancelling the preferential subscription right, after taking into account, in the event that stand-alone share warrants are issued, the issue price of those warrants, would be at least equal to the weighted average of the prices of the last three trading sessions on the Euronext Paris regulated market preceding the launch of the offer, after correcting this amount, if necessary, to account for the difference in the vesting date, possibly less a maximum discount of 5%.

In the event that securities are issued as remuneration for securities tendered to a public exchange offer, the Board of Directors shall be authorised, 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.

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.

**Resolution 17:** Delegate authority to the Board of Directors, for a period of 26 months, to increase the share capital by issuing 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 (private investment).

The total nominal amount of all capital increases that may be carried out immediately and/or in the future may not exceed €39,200,000 (representing 10% of the share capital at 28 February 2024). This amount would be deducted from the maximum nominal amount of the ordinary shares that may be issued, set out in the 20<sup>th</sup> resolution.

The maximum nominal amount of debt securities that may be issued under this delegation of authority may not exceed €2 billion. This amount would be deducted from the nominal cap for debt securities provided for in the 20<sup>th</sup> resolution.

It is specified that the amount payable, or accruing to the Company for each of the ordinary shares issued under this delegation of authority and cancelling the preferential subscription right, after taking into account, in the event that stand-alone share warrants are issued, the issue price of those warrants, would be at least equal to the weighted average of the prices of the last three trading sessions on the Euronext Paris regulated market preceding the launch of the offer, after correcting this amount, if necessary, to account for the difference in the vesting date, possibly less a maximum discount of 5%.

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.

**Resolution 18:** Authorise the Board of Directors, in connection with the above-mentioned delegations of authority for public offerings and private placements with maintenance or waiver of preferential subscription rights, to increase the number of securities to be issued within a limit of 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 and subject to the caps mentioned in the 15<sup>th</sup>, 16<sup>th</sup> and 17<sup>th</sup> resolutions as well as within the overall cap provided for in the 20<sup>th</sup> resolution for issues decided pursuant to the 16<sup>th</sup> and 17<sup>th</sup> resolutions. 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.

**Resolution 19:** Delegate authority to the Board of Directors, for a period of 26 months, to increase the share capital by up to 10% of its amount at the time of the issue by issuing ordinary shares and/or marketable securities conferring access to the Company's equity, in order to pay for contributions in kind made to the Company and consisting of equity securities or marketable securities conferring access to the Company's equity. This amount would be deducted from the maximum nominal amount of the ordinary shares that may be issued, set out in the 20<sup>th</sup> resolution. 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.

**Resolution 20:** Set at €39,200,000 (representing 10% of the capital on 28 February 2024) the total nominal amount of the shares likely to be issued, immediately or in the future, pursuant to the above-mentioned delegations of authority and cancelling the preferential subscription right via a public offer or private investment and to pay for contributions in kind consisting of securities (16<sup>th</sup>, 17<sup>th</sup> and 19<sup>th</sup> resolutions), and at €2 billion the total nominal amount of debt securities likely to be issued under the aforementioned delegations and cancelling the preferential subscription right via a public offer or private investment (16<sup>th</sup> and 17<sup>th</sup> resolutions).

In accordance with its policy on employee share ownership, which has been one of the hallmarks of the Eiffage Group for 33 years, as a result of which employees collectively constitute the Group's main shareholder with 20.0% of the share capital as at 31 December 2023, and with a view to consolidating this situation, the shareholders are asked to approve a delegation of authority in connection therewith. The 21<sup>st</sup> resolution aims to increase the capital in favour of members of a group savings plan, in particular through an FCPE for a maximum nominal amount of €15 million (representing 3.83% of the share capital as at 28 February 2024).

**Resolution 21:** We propose that you delegate authority to the Board of Directors, for a period of 26 months, to carry out one or more share capital increases by issuing ordinary shares and/or marketable securities conferring access to the Company's equity to employees of the Company and/or affiliated companies who are members of company or Group savings plans (as well as retirees and early retirees who meet the requisite conditions) on the conditions set out in Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labour Code to the benefit of the members of a Company or Group Savings Plan, up to a maximum nominal amount of €15 million (representing 3.83% of the share capital), this amount being independent of any other cap that may be set by the shareholders at the general meeting. Such a capital increase is dependent on the shareholders waiving their preferential subscription rights in favour of the employees who are the beneficiaries of the issue. The general meeting is informed that the price at which any shares are issued shall be determined in accordance with the conditions and limits set by applicable laws and regulations.

**Resolution 22:** authorise the Board of Directors to award existing shares as bonus shares to salaried employees of the company or companies or economic interest groups related to it and/or certain eligible corporate officers. The total number of bonus shares allocated under this authorisation may not exceed 1,000,000 (representing 1.02% of the capital as at 28 February 2024), on the understanding 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 definitive allocation of performance shares to the company's corporate officers and to the members of the executive committee would 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 Chief Executive Officer as approved by the general meeting of shareholders. The definitive award of performance shares to the other beneficiaries would be conditional upon at least one performance criterion defined and assessed over the period of the plan, fixed by the Board of Directors. The shares to the beneficiaries would vest at the end of a vesting period, whose length would be fixed by the Board of Directors, but which may not be less than three years. This authorisation would be given for a period of 38 months.

In the context of the various resolutions:

**Resolution 23:** Finally, you are asked (as an ordinary resolution) to grant power of attorney for the formalities.