

## **Eiffage**

French public limited company (*Société anonyme*) with share capital of €392,000,000

Registered office: 3/7 place de l'Europe, 78140 Vélizy-Villacoublay

709 802 094 R.C.S. Versailles

### **COMBINED GENERAL MEETING (ORDINARY AND EXTRAORDINARY MEETING) OF 22 APRIL 2026**

#### **Agenda**

##### **Ordinary business:**

1. Approval of the annual financial statements for the financial year ended 31 December 2025
2. Approval of the consolidated financial statements for the financial year ended 31 December 2025
3. Appropriation of income for the financial year and setting of the dividend
4. Statutory Auditors' special report on related-party agreements – No new agreements reported
5. Reappointment of Ms. Odile Georges-Picot as director
6. Appointment of Ms. Sophie Boissard as director
7. Appointment of Mr. Daniel Hager as director
8. Approval of the compensation policy for members of the Board of Directors
9. Approval of the compensation policy for the Chairman and Chief Executive Officer
10. Approval of disclosures mentioned in Article L. 22-10-9 of the French Commercial Code
11. Approval of fixed, variable and exceptional components of total compensation and benefits of any kind granted during the past financial year or awarded in respect of the past year to Mr. Benoît de Ruffray, Chairman and Chief Executive Officer, in accordance with the compensation policy approved by Eiffage's Annual General Meeting of 23 April 2025
12. Authorisation to be given to the Board of Directors for the company to buy back its own shares in accordance with Article L. 22-10-62 of the French Commercial Code, authorisation period, purposes, terms, maximum amount and suspension of trading during the public offer period

##### **Extraordinary business:**

13. Authorisation to be given to the Board of Directors to cancel treasury shares held by the company bought back in accordance with Article L. 22-10-62 of the French Commercial Code, authorisation period, maximum amount and suspension of trading during the public offer period
14. Delegation of authority to be given to the Board of Directors to increase the company's share capital by capitalising retained earnings, income and/or additional paid-in capital, delegation period, maximum nominal value of capital to be raised, suspension of trading during the public offer period
15. Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or transferable securities equivalent to shares in the company and/or debt securities, with preferential subscription rights, delegation period, maximum nominal value of capital to be raised, option to offer unsubscribed shares to the public, suspension of trading during the public offer period
16. Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or transferable securities equivalent to shares in the company and/or debt securities, without preferential subscription rights, by means of a public offer (excluding those mentioned in Article L. 411-2-1 of the French Monetary and Financial Code), and/or in consideration for shares within the framework of a share exchange offer, delegation period, maximum nominal value of capital to be raised, issue price, option to limit the value of subscriptions or allot unsubscribed shares, suspension of trading during the public offer period
17. Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or transferable securities equivalent to shares in the company and/or debt securities, without preferential subscription rights, by means of an offer as stipulated in Article L. 411-2-1 of the French Monetary and Financial Code, delegation period, maximum nominal value of capital to be raised, issue price, option to limit the value of subscriptions or allot unsubscribed shares, suspension of trading during the public offer period

18. Authorisation to increase the value of issues, suspension of trading during the public offer period
19. Delegation to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities equivalent to shares in the company immediately or in future, up to 10% of share capital with a view to paying for contributions in kind of the Company's shares or transferable securities equivalent to shares in the company, delegation period, suspension of trading during the public offer period
20. Total limit of delegations provided in the sixteenth, seventeenth and nineteenth resolutions of this meeting.
21. Delegation of authority to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or transferable securities equivalent to shares in the company without preferential subscription rights in favour of members of a company savings plan in accordance with Articles L. 3332-18 *et seq.* of the French Labour Code, delegation period, maximum nominal value of capital to be raised, issue price, option to award free shares in accordance with Article L. 3332-21 of the French Labour Code
22. Authorisation to be given to the Board of Directors to make free awards of existing shares to members of staff and/or certain corporate officers of the company or affiliated companies or economic interest groups, authorisation period, maximum amount, vesting period particularly in the case of incapacity
23. Amendment of article 17 of the articles of association to set out the process to be followed if an employee representative director position becomes vacant
24. Harmonisation of Article 30 of the articles of association regarding the record date to participate in the General Meeting

**Ordinary business:**

25. Powers for formalities

## Draft resolutions

### Ordinary business:

#### **First resolution – Approval of the annual financial statements for the financial year ended 31 December 2025**

The Annual General Meeting, having heard the reports of the Board of Directors and the Statutory Auditors on the financial year ended 31 December 2025, approved the annual financial statements for this period as presented, showing a profit of € 689,329,742.

#### **Second resolution – Approval of the consolidated financial statements for the financial year ended 31 December 2025**

The Annual General Meeting, having heard the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements for the financial year ended 31 December 2025, approved these financial statements as presented, showing a profit (attributable to the group) of €1,022,022,000.

#### **Third resolution – Appropriation of income for the financial year and setting of the dividend**

The Annual General Meeting, on the recommendation of the Board of Directors, decided to appropriate income for the financial year ended 31 December 2025 as follows:

| Source                          | Euros                   |
|---------------------------------|-------------------------|
| - Profit for the financial year | 689,329,742.79          |
| - Retained earnings             | 6,132,846,543.73        |
| <b>Total</b>                    | <b>6,822,176,286.52</b> |

  

|  |                         |
|--|-------------------------|
| Appropriation  |                         |
| - Legal reserve  | -                       |
| - Dividends to 98 000 000 shares of global dividend of €4,80 per share | 470,400,000.00          |
| - Retained earnings  | 6,351,776,286.52        |
| <b>TOTAL</b>   | <b>6,822,176,286.52</b> |

The Annual General Meeting noted that the gross dividend in respect of each share is set at €4.80.

When it is paid to individuals who are residents of France for tax purposes, the dividend is either subject to a one-off withholding tax on the gross dividend at a flat rate of 12.8% (Article 200 A of the French General Tax Code) or the taxpayer may expressly and irrevocably opt for income to be taxed on a sliding scale after a 40% allowance (Article 200 A, 13 and 158 of the French General Tax Code). The dividend is also subject to social security contributions at a rate of 18.6%.

The ex-dividend date will be on 20 May 2026 and the dividend will be paid on 22 May 2026.

If there is a change in the number of shares with dividend rights attached relative to the company's 98,000,000 shares on 25 February 2026, the total amount of dividends shall be adjusted accordingly and the amount allocated to retained earnings will be determined on the basis of actual dividends paid.

Pursuant to Article 243 bis of the French General Tax Code, the Annual General Meeting noted that it was reminded that the following dividends and income were paid out in respect of the last three financial years:

| YEAR | INCOME ELIGIBLE FOR TAX EXEMPTION |                     | INCOME NOT ELIGIBLE FOR TAX EXEMPTION |
|------|-----------------------------------|---------------------|---------------------------------------|
|      | DIVIDEND                          | OTHER DISTRIBUTIONS |                                       |
| 2022 | €352,800,000* or €3.60 per share  | -                   | -                                     |
| 2023 | €401,800,000* or €4.10 per share  | -                   | -                                     |
| 2024 | €460,600,000* or €4.70 per share  | -                   | -                                     |

\* Not taking account of adjustments due to a change in the number of shares with dividend rights attached relative to the number of shares in the company on the date the resolution was drafted

**Fourth resolution - Statutory Auditors' special report on related-party agreements – No new agreements reported**

The Annual General Meeting, having read the Statutory Auditors' special report mentioning that there were no new related-party agreements as mentioned in Article L. 225-38 of the French Commercial Code, took note of this.

**Fifth resolution - Reappointment of Ms. Odile Georges-Picot as director**

The Annual General Meeting decided to reappoint Ms. Odile Georges-Picot as director for a term of four years, ending at the close of the Annual General Meeting held in 2030 to approve the financial statements for the last financial year.

**Sixth resolution - Appointment of Ms. Sophie Boissard as director**

The Annual General Meeting decided to reappoint Ms. Sophie Boissard as director in addition to the members currently in office for a term of four years, ending at the close of the Annual General Meeting held in 2030 to approve the financial statements for the last financial year.

**Seventh resolution - Appointment of Mr. Daniel Hager as director**

The Annual General Meeting decided to reappoint Mr. Daniel Hager as director in addition to the members currently in office for a term of four years, ending at the close of the Annual General Meeting held in 2030 to approve the financial statements for the last financial year.

**Eighth resolution - Approval of the compensation policy for members of the Board of Directors**

The Annual General Meeting, acting in accordance with Article L. 22-10-8 of the French Commercial Code, approved the compensation policy for members of the Board of Directors as presented in the corporate governance report included in the 2025 universal registration document.

**Ninth resolution - Approval of the compensation policy for the Chairman and Chief Executive Officer**

The Annual General Meeting, acting in accordance with Article L. 22-10-8 of the French Commercial Code, approved the compensation policy for the Chairman and Chief Executive Officer as presented in the corporate governance report included in the 2025 universal registration document.

**Tenth resolution - Approval of disclosures mentioned in Article L. 22-10-9 of the French Commercial Code**

The Annual General Meeting, acting in accordance with Article L. 22-10-34 I of the French Commercial Code, approved the disclosures referred to in Article L. 22-10-9 of the French Commercial Code as mentioned in the corporate governance report included in the 2025 universal registration document.

**Eleventh resolution- Approval of fixed, variable and exceptional components of total compensation and benefits of any kind granted during the past financial year or awarded in respect of the past year to Mr. Benoît de Ruffray, Chairman and Chief Executive Officer, in accordance with the compensation policy approved by Eiffage's Annual General Meeting of 23 April 2025**

The Annual General Meeting, acting in accordance with Article L. 22-10-34 II of the French Commercial Code, approved the fixed, variable and exceptional components of total compensation and benefits of any kind granted during the past financial year or awarded in respect of the past year to Mr. Benoît de Ruffray, Chairman and Chief Executive Officer, in accordance with the compensation policy approved by Eiffage's Annual General Meeting of 23 April 2025, as presented in the corporate governance report included in the 2025 universal registration document.

**Twelfth resolution - Authorisation to be given to the Board of Directors for the company to buy back its own shares in accordance with Article L. 22-10-62 of the French Commercial Code**

The Annual General Meeting, having read the Board of Directors' report, authorised the Board of Directors, which may be subdelegated, for a period of eighteen months, in accordance with Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, to buy, on one or more occasions at a time it determines, the company's shares representing up to 10% of the number of shares in the company on the date of this meeting, adjusted if necessary to take account of any increases or reductions in the share capital that may have occurred during the share buyback period.

This authorisation ends the authorisation given to the Board of Directors by the fourteenth resolution of the ordinary business of the Annual General Meeting of 23 April 2025.

Shares may be bought in order to:

- provide secondary market liquidity for the Eiffage shares through an investment services provider under a liquidity agreement in accordance with accepted practice, it being specified that within this framework, the number of shares taken into account to calculate the above-mentioned limit corresponds to the number of shares bought, minus the number of shares sold on;
- retain the shares bought and use them at a later date as consideration or in exchange for possible mergers, demergers, contributions or acquisitions;
- cover stock option plans and/or free share award plans (or similar plans) in favour of employees and/or corporate officers of the group, including affiliated economic interest groups and companies, as well as any share allocations in respect of a company or group savings plan (or similar plan), in respect of sharing in the company's profits and/or any other forms of share allocations to employees and/or corporate officers of the group, including economic interest groups and affiliated companies;
- cover transferable securities giving the right to be awarded shares in the company in accordance with current regulations;
- carry out any cancellations of shares bought in accordance with the authorisation given or to be given by the extraordinary general meeting.

These shares may be bought by any means, including the purchasing of share blocks, and at times determined by the Board of Directors. However, without the prior authorisation of the Annual General Meeting, the Board may not use this authorisation during a public offer from a third party for the company's shares until the offer period has ended.

The company reserves the right to use options contracts or derivatives in accordance with current regulations.

The maximum purchase is set at €175 per share. In the event of a transaction concerning the company's shares, in particular a stock split or reverse stock split or a free share award to shareholders, the above-mentioned amount will be adjusted to the same extent (multiplication coefficient equal to the ratio of the number of shares in the company 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 Annual General Meeting granted the Board of Directors full powers, which may be subdelegated, to carry out these transactions, determine the terms thereof and enter into any agreements and carry out any formalities.

#### **Extraordinary business:**

##### **Thirteenth resolution - Authorisation to be given to the Board of Directors to cancel treasury shares held by the company bought back in accordance with Article L. 22-10-62 of the French Commercial Code**

The Annual General Meeting, in accordance with Article L. 22-10-62 of the French Commercial Code, having read the Board of Directors' report and the Statutory Auditors' report:

- 1) Authorised the Board of Directors to cancel, at its sole discretion, on one or more occasions, up to 10% of the share capital as calculated on the day the cancellation decision is made, minus any shares cancelled during the previous 24 months, the shares that the company holds or may hold in particular as a result of the share buybacks made in accordance with Article L. 22-10-62 of the French Commercial Code, as well as to reduce the share capital accordingly in accordance with current legal and regulatory requirements;
- 2) Set the period of validity of this authorisation at twenty-six months from the date of this meeting;
- 3) Decided that without the prior authorisation of this meeting, the Board may not use this authorisation during a public offer from a third party for the company's shares until the offer period has ended;
- 4) Granted full powers to the Board of Directors, which may be subdelegated in accordance with current regulations, to carry out the transactions necessary for these cancellations and associated reductions in the share capital, and to amend the company's articles of association accordingly and carry out any necessary formalities.

##### **Fourteenth resolution - Delegation of authority to be given to the Board of Directors to increase the company's share capital by capitalising retained earnings, income and/or additional paid-in capital**

The Annual General Meeting, voting in accordance with the quorum and majority conditions required 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) Delegated to the Board of Directors, which may be subdelegated, the authority to decide to increase the share capital, on one or more occasions, at times and in a way it shall determine, by capitalising retained earnings, income, additional paid-in capital or other sums for which capitalisation is permitted, through the issuance and free award of shares or by increasing the par value of existing ordinary shares, or a combination of the two;
- 2) Decided that if this delegation is used, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, and in the event of a capital increase in the form of a free share award, fractional rights will not be negotiable or transferable, and the corresponding shares shall be sold. The sums resulting from this sale shall be allocated to rights holders within the regulatory time frame;
- 3) Set the period of validity of this delegation at twenty-six months from the date of this meeting;
- 4) Decided that the value of the capital increase in respect of this resolution shall not exceed the nominal value of €80,000,000 (representing 20.4% of share capital on 25 February 2026), not taking account of the nominal value of the increase in capital required to protect the rights of holders of rights or transferable securities equivalent to shares in the company in accordance with the law and, if applicable, any contractual requirements stipulating other means of protection.  
This limit is independent of all limits provided by other resolutions of this meeting.
- 5) Granted the Board of Directors full powers, which may be subdelegated, to implement this resolution and, in general, to take any measures and carry out any formalities required to ensure the success of each capital increase, record its completion and amend the articles of association accordingly.
- 6) Decided that without the prior authorisation of this Annual General Meeting, the Board of Directors may not use this delegation after a third party has submitted a public offer for the company's shares until the offer period has ended;
- 7) Noted that this delegation renders the unused portion of any previous delegation with the same purpose ineffective as of today's date.

**Fifteenth resolution - Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or transferable securities equivalent to shares in the company and/or debt securities, with preferential subscription rights**

The Annual General Meeting, having read the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 228-92 and L. 225-132 *et seq.*:

- 1) Delegated to the Board of Directors the authority, which may be subdelegated in accordance with the law, to decide and carry out, on one or more occasions, to the extent and at times it deems appropriate, both in France and abroad, in euros, a foreign currency or units of account set in reference to several currencies, to issue, with preferential subscription rights for shareholders, ordinary shares and/or transferable securities equivalent to shares in the company and/or debt securities, which may be subscribed in cash or set off against due and payable debts.
- 2) Decided that:
  - The nominal value of any capital increases that may be carried out immediately and/or in future under this delegation may not exceed €156,800,000 (representing 40% of share capital on 25 February 2026) or the equivalent value if issued in another currency or units of account, in addition, if applicable, to the nominal value of the increase in capital required to protect the rights of holders of rights or transferable securities equivalent to shares in the company in accordance with legal and regulatory requirements and, if applicable, any contractual requirements stipulating other means of protection. This limit is independent of all limits provided by other resolutions of this meeting;
  - The total maximum nominal value of debt securities that may be issued under this delegation shall not exceed €2 billion or the equivalent value if issued in other currencies or units of account. This limit is independent of all limits provided by other resolutions of this meeting.
- 3) Decided that shareholders will be able to exercise their preferential subscription right in proportion to their existing holdings. Furthermore, the Board of Directors will be able to give shareholders the right to request a number of transferable securities that exceeds their existing holding, in proportion to their subscription rights and up to the limit for their request.

If subscriptions in proportion to existing holdings and, if applicable, requests for additional shares do not use up all the shares or transferable securities issued as defined above, the Board may, which may be subdelegated, use, in the order it deems appropriate, one or more of the following options:

- limit the issue to the amount of subscriptions within the limits provided by regulations;

- freely allocate all or some of the unsubscribed securities;
  - offer all or some of the unsubscribed securities to the public.
- 4) Decided that in the event of share warrants being issued, within the limit stated in paragraph 2 above, this may take place either by means of subscription in cash in accordance with the terms specified above, or by means of a free award to owners of existing shares;
  - 5) Formally noted and decided that, as necessary, this delegation automatically entails the waiver by holders of transferable securities equivalent to shares in the company of their pre-emptive right to subscribe to the shares to which they are entitled by these securities;
  - 6) Decided that the amount paid or to be paid to the company for each of the shares issued under this delegation shall be at least equal to the par value of the shares;
  - 7) Decided that the Board of Directors shall have full powers, which may be subdelegated in accordance with the law, to implement this delegation, in particular to determine the dates and terms of issues as well as the form and characteristics of the transferable securities to be created, to establish the price and conditions of issues, to set the amounts to be issued, to set the vesting date – which may be retroactive – of securities to be issued, to determine how the shares or other transferable securities issued are to be paid up and the conditions under which these transferable securities shall give the right to shares in the company and, if applicable, to plan the conditions for a buyback and possible cancellation, with the option of suspending the exercising of rights of allocation of shares attached to transferable securities to be issued, to determine the means by which the rights of holders of transferable securities that will give the right to shares in the company will be protected, in accordance with legal, regulatory and contractual requirements.

In addition, the Board of Directors – which may be subdelegated in accordance with the law – may, if applicable, make any deductions from additional paid-in capital in addition for fees and charges incurred in carrying out the issues and generally take all useful measures and enter into any agreements necessary to ensure the success of the planned issues, and record any increases in share capital resulting from any issues carried out under this delegation, and amend the articles of association accordingly.

In the case of the issuing of debt securities, the Board of Directors will have full powers to decide whether this debt is to be subordinated, to determine the rate of interest, the term, the redemption price, the means of amortisation and the conditions under which these securities will give the right to shares in the company.

- 8) Decided that without the prior authorisation of this Annual General Meeting, the Board of Directors may not use this delegation after a third party has submitted a public offer for the company's shares until the offer period has ended;
- 9) Decided that this delegation renders null and void the unused portion any previous delegation of the same kind.

The delegation granted to the Board of Directors is therefore valid for a period of twenty-six months from the date of this meeting.

**Sixteenth resolution – Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or transferable securities equivalent to shares in the company and/or debt securities, without preferential subscription rights, by means of a public offer (excluding those mentioned in Article L. 411-2-1 of the French Monetary and Financial Code), and/or in consideration for shares within the framework of a share exchange offer**

The Annual General Meeting, having read the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-136, L. 22-10-51, L. 22-10-54 and L. 228-92:

- 1) Delegated to the Board of Directors, which may be subdelegated in accordance with the law, the authority to issue, on one or more occasions, in the amounts and at the times that it deems appropriate, in France and/or abroad, by means of a public offer excluding the offers referred to in Article L. 411-2-1 of the French Monetary and Financial Code, either in euros or in foreign currencies or any other unit of account based on a basket of currencies:
  - ordinary shares;
  - and/or transferable securities equivalent to shares in the company and/or debt securities.

These securities may be issued in consideration for the securities given up to the company as part of a public exchange offer meeting the conditions of Article L. 22-10-54 of the French Commercial Code;

- 2) Set the period of validity of this delegation at twenty-six months from the date of this meeting;
- 3) The nominal value of any capital increases that may be carried out immediately and/or in future under this delegation may not exceed €39,200,000 (representing 10% of share capital on 25 February 2026) in addition, if applicable, to the nominal value of the increase in capital required to protect the rights of holders of rights or

transferable securities equivalent to shares in the company in accordance with the law and, if applicable, any contractual requirements stipulating other means of protection.

This amount is deducted from the total maximum nominal value of ordinary shares referred to in the twentieth resolution of this meeting.

The total maximum nominal value of debt securities that may be issued under this delegation shall not exceed €2 billion or the equivalent value if issued in other currencies or units of account.

This amount is deducted from the total maximum nominal value of debt securities referred to in the twentieth resolution of this meeting;

- 4) Decided to cancel shareholders' preferential subscription right to ordinary shares and transferable securities equivalent to shares in the company and/or debt securities referred to in this resolution, although giving the Board of Directors the option, which may be subdelegated, to give shareholders a priority right in accordance with the law;
- 5) Decided that the amount paid or to be paid to the company for each of the ordinary shares issued under this delegation of authority, after taking account of the issue price of any standalone warrants issued, shall be at least equal to the weighted average share price for the last three trading days preceding the start of the offer on the Euronext Paris regulated market, corrected if necessary to take account of the difference in the vesting date, which may be reduced by a maximum of 5%;
- 6) Decided that if securities are issued in consideration for securities given up as part of a public exchange offer, the Board of Directors shall have, in accordance with Article L. 22-10-54 of the French Commercial Code and within the limits determined above, the necessary powers, which may be subdelegated, to establish a list of the securities given up in exchange, set the terms of the issue, the exchange ratio and, if applicable, the amount of the cash balance to be paid, and determine how the securities are to be issued;
- 7) Decided that if subscriptions do not use up the entire issue referred to in 1/, the Board of Directors shall have the option, which may be subdelegated, to:
  - limit the issue amount to the amount of subscriptions, if applicable within regulatory limits;
  - freely allocate all or some of the unsubscribed securities;
- 8) Decided that the Board of Directors shall have, within the limits set out above, the necessary powers, which may be subdelegated, to set the terms of any issues, if applicable, record the completion of the resulting increases in share capital, amend the articles of association accordingly, deduct, at its sole discretion, expenses relating to the capital increase from the amount of associated additional paid-in capital and take from this amount the sums needed to bring the legal reserve to one tenth of the new share capital after each increase and, more generally, to do all that is necessary in this regard.

In the case of the issuing of debt securities, the Board of Directors will have full powers to decide whether this debt is to be subordinated, to determine the rate of interest, the term, the redemption price, the means of amortisation and the conditions under which these securities will give the right to shares in the company.
- 9) Decided that without the prior authorisation of this Annual General Meeting, the Board of Directors may not use this delegation after a third party has submitted a public offer for the company's shares until the offer period has ended;
- 10) Noted that this delegation renders the unused portion of any previous delegation with the same purpose ineffective as of today's date.

**Seventeenth resolution – Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or transferable securities equivalent to shares in the company and/or debt securities, without preferential subscription rights, by means of a public offer as mentioned in Article L. 411-2-1 of the French Monetary and Financial Code**

The Annual General Meeting, having read the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-136, and L. 228-92:

- 1) Delegated to the Board of Directors, which may be subdelegated in accordance with the law, the authority to issue, on one or more occasions, in the amounts and at the times that it deems appropriate, in France and/or abroad, by means of a public offer referred to in Article L. 411-2-1 of the French Monetary and Financial Code, either in euros or in foreign currencies or any other unit of account based on a basket of currencies:
  - ordinary shares;
  - and/or transferable securities equivalent to shares in the company and/or debt securities.
- 2) Set the period of validity of this delegation at twenty-six months from the date of this meeting;

- 3) The nominal value of any capital increases that may be carried out immediately and/or in future under this delegation may not exceed €39,200,000 (representing 10% of share capital on 25 February 2026).

This is in addition, if applicable, to the nominal value of the increase in capital required to protect the rights of holders of rights or transferable securities equivalent to shares in the company in accordance with the law and, if applicable, any contractual requirements stipulating other means of protection.

This amount is deducted from the total maximum nominal value of ordinary shares referred to in the twentieth resolution of this meeting.

The total maximum nominal value of debt securities that may be issued under this delegation shall not exceed €2 billion or the equivalent value if issued in other currencies or units of account.

This amount is deducted from the total maximum nominal value of debt securities referred to in the twentieth resolution of this meeting;

- 4) Decided to cancel shareholders' preferential subscription right to ordinary shares and transferable securities equivalent to shares in the company and/or debt securities referred to in this resolution;
- 5) Decided that the amount paid or to be paid to the company for each of the ordinary shares issued under this delegation of authority, after taking account of the issue price of any standalone warrants issued, shall be at least equal to the weighted average share price for the last three trading days preceding the start of the offer on the Euronext Paris regulated market, corrected if necessary to take account of the difference in the vesting date, which may be reduced by a maximum of 5%;
- 6) Decided that if subscriptions do not use up the entire issue referred to in 1/, the Board of Directors shall have the option, which may be subdelegated, to:
- limit the issue amount to the amount of subscriptions, if applicable within regulatory limits;
  - freely allocate all or some of the unsubscribed securities;
- 7) Decided that the Board of Directors shall have, within the limits set out above, the necessary powers, which may be subdelegated, to set the terms of any issues, if applicable, record the completion of the resulting increases in share capital, amend the articles of association accordingly, deduct, at its sole discretion, expenses relating to the capital increase from the amount of associated additional paid-in capital and take from this amount the sums needed to bring the legal reserve to one tenth of the new share capital after each increase and, more generally, to do all that is necessary in this regard. In the case of the issuing of debt securities, the Board of Directors will have full powers to decide whether this debt is to be subordinated, to determine the rate of interest, the term, the redemption price, the means of amortisation and the conditions under which these securities will give the right to shares in the company.
- 8) Decided that without the prior authorisation of this Annual General Meeting, the Board of Directors may not use this delegation after a third party has submitted a public offer for the company's shares until the offer period has ended;
- 9) Noted that this delegation renders the unused portion of any previous delegation with the same purpose ineffective as of today's date.

#### **Eighteenth resolution - Authorisation to increase the value of issues**

The Annual General Meeting, having read the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

- Delegated to the Board of Directors the authority, which may be subdelegated in accordance with the law, to increase the number of shares to be issued in the case of issues of ordinary shares or transferable securities equivalent to shares in the company and/or debt securities with or without preferential subscription rights as decided under the fifteenth, sixteenth and seventeenth resolutions of this meeting, up to a maximum of 15% of the number of shares in the initial issue, in accordance with legal and regulatory requirements in force at the time of the issue, it being understood that the issue price shall be the same as for the initial issue.

The nominal value of the increase in the issue decided under this resolution shall be within the limits set in the delegation under which the initial issue was decided and also, for issues decided in accordance with the sixteenth and seventeenth resolutions of this meeting, within the maximum total amount stated in the twenty-second resolution of this meeting.

Without the prior authorisation of this Annual General Meeting, the Board of Directors may not use this authorisation after a third party has submitted a public offer for the company's shares until the offer period has ended.

This authorisation is valid for a period of twenty-six months from the date of this meeting.

**Nineteenth resolution - Delegation to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or transferable securities equivalent to shares in the company immediately or in future, up to 10% of share capital with a view to paying for contributions in kind of shares or transferable securities equivalent to shares in the company**

The Annual General Meeting, having read the reports of the Board of Directors and the Statutory Auditors and in accordance with Articles L. 225-147, L. 22-10-53 and L. 228-92 of the French Commercial Code, delegated to the Board of Directors, which may be subdelegated, for a period of twenty-six months from the date of this meeting, the authority to issue ordinary shares and transferable securities equivalent to shares in the company immediately or in future, up to a maximum of 10% of share capital at the time of the issue, in consideration for contributions in kind granted to the company of shares or transferable securities equivalent to shares in the company immediately or in future, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.

This amount does not take account of the nominal value of the increase in capital required to protect the rights of holders of rights or transferable securities equivalent to shares in the company in accordance with the law and, if applicable, any contractual requirements stipulating other means of protection.

This amount is deducted from the total maximum nominal value of ordinary shares set in the twentieth resolution of this meeting.

The Annual General Meeting notes that the decision to issue transferable securities equivalent to shares in the company shall entail the express waiver by shareholders of their preferential subscription right to shares to which they are entitled by the securities issued. The Annual General Meeting specifies that in accordance with the law, if this delegation is used, the Board of Directors shall base its decision on the report of one or more contribution auditors, as mentioned in Article L. 225-147 of the French Commercial Code.

The Annual General Meeting decided that the Board of Directors shall have full powers, which may be subdelegated in accordance with the law, to implement this delegation, in particular to approve the valuation of contributions and, in respect of these contributions, record their completion, deduct any fees and charges from additional paid-in capital, increase the share capital and amend the articles of association accordingly.

Without the prior authorisation of this Annual General Meeting, the Board of Directors may not use this delegation after a third party has submitted a public offer for the company's shares until the offer period has ended.

The Annual General Meeting noted that this delegation renders the unused portion of any previous delegation with the same purpose ineffective as of today's date.

**Twentieth resolution - Total limit of delegations provided in the sixteenth, seventeenth and nineteenth resolutions of this meeting.**

The Annual General Meeting, having read the Board of Directors' report, decided to set:

- €39,200,000 (representing 10% of share capital on 25 February 2026) as the total nominal value of shares that may be issued, immediately or in future, under the sixteenth, seventeenth and nineteenth resolutions of this meeting, it being specified that this shall be in addition, if applicable, to the nominal value of the increase in capital required to protect the rights of holders of rights or transferable securities equivalent to shares in the company in accordance with the law and, if applicable, any contractual requirements stipulating other means of protection;
- €2 billion as the total nominal value of debt securities that may be issued under the sixteenth and seventeenth resolutions of this meeting.

**Twenty-first resolution - Delegation of authority to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or transferable securities equivalent to shares in the company without preferential subscription rights in favour of members of a company savings plan in accordance with Articles L. 3332-18 et seq. of the French Labour Code**

The Annual General Meeting, having read the Board of Directors' report and the Statutory Auditors' special report, delegated the authority to the Board of Directors, which may be subdelegated in accordance with the law, in accordance with the provisions of Articles L. 225-129-2 to L.225-129-6 and L.225-138-1 and L. 228-92 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labour Code, to increase the share capital, on one or more occasions, at its sole discretion, by issuing new shares or transferable securities equivalent to shares in the company reserved for the beneficiaries defined below and up to a maximum nominal value of €16,000,000, regardless of any other limit provided for in respect of delegation of capital increases.

The beneficiaries of the capital increase or increases hereby authorised will be the employees of the company or affiliated companies within the meaning of Article L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labour Code who belong to a company and/or group savings plan, as well as retirees and pre-retirees meeting the necessary conditions (hereinafter the "Beneficiaries").

The subscription price shall be set by the Board of Directors in accordance with the conditions and limits set by applicable legal and regulatory requirements.

The Board of Directors may, which may be subdelegated, substitute all or part of the discount relative to the company's average share price on the Euronext Paris regulated market during the twenty trading days preceding the date of the decision setting the opening date of subscriptions, the allotment of shares or other securities equivalent to shares in the company immediately or in future, including warrants, in accordance with the following provisions.

The Annual General Meeting decided that the Board of Directors may, which may be subdelegated, plan to award free shares or other securities equivalent to shares in the company (including warrants) to be issued or already issued, it being understood that the total benefit resulting from this award in respect of the allowance and/or, if applicable, the discount on the subscription price may not exceed the legal or regulatory limits. If new shares are issued in relation to the discount and/or allowance, the Board may capitalise retained earnings, income or additional paid-in capital required to pay up these shares.

The Annual General Meeting decided that the characteristics of other securities equivalent to shares in the company will be established by the Board of Directors, which may be subdelegated, in accordance with regulatory requirements.

The Annual General Meeting decided to cancel in favour of the Beneficiaries of the capital increase or increases authorised by this resolution shareholders' preferential right to shares and transferable securities issued under this delegation. Those shareholders also waive any rights to shares or transferable securities that may be awarded for free on the basis of this resolution.

The Annual General Meeting also gave the Board of Directors full powers, which may be subdelegated in accordance with the law, within the limits and subject to the conditions specified above, and, if applicable, within the framework of the provisions adopted in company savings plans, to determine all terms and conditions of transactions, in particular:

- Determining the companies within which the subscription offer may be made;
- Setting the terms and conditions of the issues to be carried out under this authorisation, in particular the price, vesting dates of the securities issued, the means by which the securities will be paid up and the time limit, and if applicable, requesting admission to trading on the stock market wherever necessary;
- Setting the conditions to be met by employees who will be able benefit from the subscription offer in terms of length of service;
- Setting the amount offered for subscription and the opening and closing dates for subscriptions;
- Setting, up to a maximum of three years, the time given to subscribers to pay up the shares;
- Recording, if applicable, completion of the capital increase at the amount of shares that will actually be subscribed;
- Deducting, if applicable, charges relating to the capital increase and the amounts needed to bring the legal reserve to one tenth of share capital from additional paid-in capital relating to capital increases.;
- Taking all necessary measures to carry out the capital increases, carrying out the subsequent formalities - in particular those relating to the listing of the shares created - and amending the articles of association accordingly to reflect these capital increases.

This delegation is valid for a period of twenty-six months from the date of this meeting and renders the unused portion of any previous delegation with the same purpose ineffective.

#### **Twenty-second resolution - Authorisation to be given to the Board of Directors to make free awards of existing shares to members of staff and/or certain corporate officers**

The Annual General Meeting, having read the Board of Directors' report and the Statutory Auditors' special report, authorises the Board of Directors to award existing ordinary shares in the company, on one or more occasions, in accordance with Articles L. 225-197-1, L. 225-197-2, L. 22-10-59 and L. 22-10-60 of the French Commercial Code, in favour of:

- employees of the company or companies or economic interest groups that are directly or indirectly affiliated to it within the meaning of Article L. 225-197-2 of the French Commercial Code;
- and/or corporate officers meeting the conditions set out in Article L.225-197-1 of the French Commercial Code.

The total number of free shares awarded under this authorisation may not exceed 1,000,000 (representing 1.02% of share capital on 25 February 2026), it being specified that it may not exceed the maximum percentage required by regulations on the date the decision is made and that the total number of free shares that may be awarded to the company's corporate officers may not exceed 100,000 shares within this allocation. These limits will be in addition, if applicable, to the nominal value of the increase in capital required to protect the rights of beneficiaries of free share awards in the event of transactions in the company's shares during the vesting period.

The shares awarded to the beneficiaries will vest at the end of a vesting period to be determined by the Board of Directors, which cannot be less than three years.

The vesting of performance shares awarded to the company’s corporate officers and members of the executive committee will be subject to performance conditions defined and assessed over the term of the plan, set by the Board of Directors in strict accordance with the compensation policy for the Chairman and Chief Executive Officer in force, as approved by shareholders at the Annual General Meeting.

The vesting of performance shares awarded to other awardees will be subject to at least one performance condition defined and assessed over the term of the plan, set by the Board of Directors.

As an exception, the shares will vest before the end of the vesting period in the event of the beneficiary having a disability that falls within the second or third categories of Article L. 341-4 of the French Social Security Code.

Full powers are granted to the Board of Directors to:

- determine the conditions and any criteria for the vesting of shares;
- determine the identity of beneficiaries and the number of shares awarded to each beneficiary;
- if applicable:
- buy the necessary shares within the framework of the share buyback programme and allocate them to the award plan;
- determine the impact on beneficiaries’ rights, transactions affecting the share capital or that may affect the value of shares awarded and carried out during the vesting period and, consequently, amend or adjust, if necessary, the number of shares awarded to protect beneficiaries’ rights;
- take any useful measures to ensure that beneficiaries comply with any obligation to keep the shares;
- and, in general, do anything that is necessary in relation to implementing this authorisation in accordance with applicable legislation.

This authorisation is granted for a period of thirty-eight months from the date of this meeting.

If applicable, it renders the unused portion of any previous authorisation with the same purpose ineffective as of today’s date.

**Twenty-third resolution - Amendment of article 17 of the articles of association to set out the process to be followed if an employee representative director position becomes vacant**

The Annual General Meeting decided to amend article 17 of the articles of association to set out the process to be followed if an employee representative director position becomes vacant, adding two new paragraphs after the final paragraph, as follows:

| Old version  | New version  |
|--|--|
| <p>(...)</p> <p>If at the end of a financial year, the conditions for application of Article L. 225-27-1 of the French Commercial Code are no longer met or if the company can claim an exemption under this article, the term of office of the employee representative director(s) on the Board of Directors shall end within six months of the meeting during which the Board noted that the company is no longer subject to this requirement.</p> <p>In addition, the Board of Directors shall include a Director appointed from among the employees (employees of the Company or a company affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code), members of the Supervisory Board of an FCPE employee investment fund holding shares in the Company, or members of the Board of Directors of an employee shareholding mutual fund holding shares in the Company, or employee shareholders within the meaning of Article L.</p> | <p>(...)</p> <p>If at the end of a financial year, the conditions for application of Article L. 225-27-1 of the French Commercial Code are no longer met or if the company can claim an exemption under this article, the term of office of the employee representative director(s) on the Board of Directors shall end within six months of the meeting during which the Board noted that the company is no longer subject to this requirement.</p> <p>In addition, the Board of Directors shall include a Director appointed from among the employees (employees of the Company or a company affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code), members of the Supervisory Board of an FCPE employee investment fund holding shares in the Company, or members of the Board of Directors of an employee shareholding mutual fund holding shares in the Company, or employee shareholders within the meaning of Article L.</p> |

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|--|--|
| <p>225-102 of the French Commercial Code and exercising their voting rights directly.</p> <p>The Supervisory Board of the above-mentioned FCPE investment fund and/or the Board of Directors of an employee shareholding mutual fund as mentioned above shall put forward a candidate.</p> <p>A candidate can also be nominated by employee shareholders as specified in Article L. 225-102 of the French Commercial Code and exercising their voting rights directly, as part of a written consultation, the terms of which shall be determined by the Company's Board of Directors, it being specified that only the candidates put forward by a group of shareholders representing at least 5% of the shares held by employees as stated in Article L. 225-102 and exercising their voting rights directly are admissible, and the candidate receiving the highest number of votes within the framework of the consultation shall be selected.</p> <p>The Director representing employee shareholders is appointed by the General Shareholders' Meeting. If there is more than one candidate, the Board can approve a candidate and the candidate who receives the most votes at the Shareholders' Meeting shall be appointed as Director.</p> <p>If the Director appointed in accordance with these provisions loses, for any reason whatsoever, either their status as an employee or their status as a member of the Supervisory Board of an FCPE employee investment fund or the Board of Directors of an employee shareholding mutual fund, they shall be deemed to have stood down from office.</p> | <p>225-102 of the French Commercial Code and exercising their voting rights directly.</p> <p>The Supervisory Board of the above-mentioned FCPE investment fund and/or the Board of Directors of an employee shareholding mutual fund as mentioned above shall put forward a candidate.</p> <p>A candidate can also be nominated by employee shareholders as specified in Article L. 225-102 of the French Commercial Code and exercising their voting rights directly, as part of a written consultation, the terms of which shall be determined by the Company's Board of Directors, it being specified that only the candidates put forward by a group of shareholders representing at least 5% of the shares held by employees as stated in Article L. 225-102 and exercising their voting rights directly are admissible, and the candidate receiving the highest number of votes within the framework of the consultation shall be selected.</p> <p>The Director representing employee shareholders is appointed by the General Shareholders' Meeting. If there is more than one candidate, the Board can approve a candidate and the candidate who receives the most votes at the Shareholders' Meeting shall be appointed as Director.</p> <p>If the Director appointed in accordance with these provisions loses, for any reason whatsoever, either their status as an employee or their status as a member of the Supervisory Board of an FCPE employee investment fund or the Board of Directors of an employee shareholding mutual fund, they shall be deemed to have stood down from office.</p> <p><b>If the position of director representing employee shareholders becomes vacant for any reason, the Board of Directors may inform the body that originally nominated the candidate in order for it to nominate a new candidate, with a view to being co-opted by the Board of Directors or appointed by the Shareholders' Meeting for the remainder of their predecessor's term of office.</b></p> <p><b>If the position of employee representative director or a director representing employee shareholders becomes vacant, the Board of Directors may hold a meeting and deliberate until the date the director is replaced.</b></p> |
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**Ordinary business:**

**Twenty-fourth resolution - Powers to carry out formalities**

The Annual General Meeting grants full powers to the bearer of a copy or extract of the minutes of this meeting to carry out all publication and filing formalities required by law.