

**LEGRAND**  
**Société anonyme with a share capital of €1,048,982,932**  
**Registered office: 128, avenue du Maréchal de Lattre de Tassigny**  
**87000 Limoges**  
**Registration no. 421 259 615 RCS Limoges**

**AGENDA**

**To be submitted to the Ordinary Shareholders' Meeting**

1. Approval of the Company's financial statements for 2023 (*1<sup>st</sup> resolution*);
2. Approval of the consolidated financial statements for 2023 (*2<sup>nd</sup> resolution*);
3. Allocation of results for 2023 and determination of dividend (*3<sup>d</sup> resolution*);
4. Appointment of Mazars & Associés as Statutory Auditor in charge of certifying sustainability information (*4<sup>th</sup> resolution*);
5. Appointment of PricewaterhouseCoopers Audit as Statutory Auditor in charge of certifying sustainability information (*5<sup>th</sup> resolution*);
6. Approval of the information referred to in Article L.22-10-9 I of the French Commercial Code, in accordance with Article L.22-10-34 I of the French Commercial Code (*6<sup>th</sup> resolution*);
7. Approval of compensation components and benefits of any kind paid during or granted in respect of 2023 to Angeles Garcia-Poveda, Chairwoman of the Board of Directors (*7<sup>th</sup> resolution*);
8. Approval of compensation components and benefits of any kind paid during or granted in respect of 2023 to Benoît Coquart, Chief Executive Officer (*8<sup>th</sup> resolution*);
9. Approval of the compensation policy applicable to the Chair of the Board of Directors (*9<sup>th</sup> resolution*);
10. Approval of the compensation policy applicable to the Chief Executive Officer (*10<sup>th</sup> resolution*);
11. Approval of the compensation policy applicable to members of the Board of Directors (*11<sup>th</sup> resolution*);
12. Maximum amount of compensation paid to members of the Board of Directors (*12<sup>th</sup> resolution*);
13. Appointment of Rekha Mehrotra Menon as director (*13<sup>th</sup> resolution*);
14. Renewal of Jean Marc Chéry's term of office as director (*14<sup>th</sup> resolution*);
15. Authorization granted to the Board of Directors to allow the Company to trade its own shares (*15<sup>th</sup> resolution*);

**To be submitted to the Extraordinary Shareholders' Meeting**

16. Authorization granted to the Board of Directors to carry out a share capital decrease by cancellation of treasury shares (*16<sup>th</sup> resolution*);
17. Grant of authority to the Board of Directors for the purpose of carrying out one or more free share awards to staff members and/or company officers of the Company or related companies or some of them, with cancellation of shareholders' preferential rights to subscribe to the shares to be issued in relation to the free share awards (*17<sup>th</sup> resolution*);
18. Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares, equity securities giving access to other equity securities or giving right to the allocation of debt securities and/or securities giving access to equity securities, with preferential subscription rights (*18<sup>th</sup> resolution*);
19. Delegation of authority granted to the Board of Directors to decide to issue shares or complex securities by way of a public offering other than those referred to in Article L.411-2, 1° of the French Monetary and Financial Code, without preferential subscription rights (*19<sup>th</sup> resolution*);
20. Delegation of authority granted to the Board of Directors to decide to issue shares or complex securities by way of a public offering as referred to in Article L.411-2, 1° of the French Monetary and Financial Code, without preferential subscription rights (*20<sup>th</sup> resolution*);
21. Delegation of authority granted to the Board of Directors in view of increasing the amount of the issuances carried out with or without preferential subscription rights pursuant to the eighteenth, nineteenth and twentieth resolutions, in the event of excess demand (*21<sup>st</sup> resolution*);
22. Delegation of authority granted to the Board of Directors to decide to increase the share capital by incorporation of reserves, earnings, premiums or other items which may be capitalized under the applicable regulations (*22<sup>nd</sup> resolution*);

23. Delegation of authority granted to the Board of Directors to decide to issue shares or complex securities to members of a Company or Group savings plan, without shareholders' preferential subscription rights (*23<sup>rd</sup> resolution*);
24. Delegation of authority granted to the Board of Directors to decide to issue shares or complex securities as consideration for contributions in kind granted to the Company, with shareholders' preferential subscription rights waived in favor of the holders of the shares or securities constituting the contribution in kind (*24<sup>th</sup> resolution*);
25. Blanket limit on delegations of authority (*25<sup>th</sup> resolution*);
26. Amendment of article 9.1 of the Company's articles of association to allow staggered renewal of directors' terms of office (*26<sup>th</sup> resolution*);
27. Amendment of articles 7.5 and 9.6 of the Company's articles of association to reflect legislative changes (*27<sup>th</sup> resolution*);

**To be submitted to the Ordinary Shareholders' Meeting**

28. Powers for carry out legal formalities (*28<sup>th</sup> resolution*).

## TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

### First resolution (Approval of the Company's financial statements for 2023)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, and having considered the Company's financial statements for 2023 and Board of Directors' and Statutory Auditors' reports, approves the Company's annual financial statements for the financial year ended December 31, 2023, as presented, showing net income of €801,470,732.21, together with the transactions reflected in these financial statements or summarized in these reports.

In accordance with the provisions of Article 223 *quater* of the French General Tax Code, the Shareholders' Meeting approves the total amount of expenses and charges referred to in Article 39, 4° of the French General Tax Code, amounting to € 77,445 in 2023, corresponding to a corporate income tax for an amount of € 20,004.

### Second resolution (Approval of the consolidated financial statements for 2023)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, and having considered the consolidated financial statements for 2023 and the Board of Directors' and Statutory Auditors' reports, approves the consolidated financial statements for the financial year ended December 31, 2023, as presented, showing net income of €1,148.5 million, together with the transactions reflected in these financial statements or summarized in these reports.

### Third resolution (Allocation of results for 2023 net income and determination of dividend)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, and having considered the Board of Directors' and Statutory Auditors' reports:

1. Notes that net income for the 2023 financial year amounts to €801,470,732.21;
2. Notes that the legal reserve is more than 10% higher than the share capital and that no allocation to the legal reserve is therefore required;
3. Decides to reduce the "Legal reserve" by an amount of €1,114,581.60 and to allocate this amount to the "Other reserves";
4. Decides to (i) reduce the unavailable reserves for treasury shares to 6,973,888.68 euros and (ii) allocate the amount of the reduction, i.e. 4,752,845.28 euros, to "Other reserves";
5. After having noted that the "Retained earnings" amounts to €123,562,478.51, notes that the amount of distributable income amounts to €930,900,637.60; and
6. Resolves (i) to pay to shareholders, as a dividend, €2.09 per share and (ii) to allocate the balance of the distributable income to "Retained earnings".

Based on the number of shares making up the share capital as at December 31, 2023, and after deduction of treasury shares held at that date, the appropriation of distributable income would be as follows: (i) €547,930,731.26 to dividends and (ii) €382,969,906.34 to "Retained earnings".

It is specified that as a result of the variation in the number of shares entitling holders to a dividend at the dividend payment date, by comparison with the number of shares making up the share capital at December 31, 2023, and minus the number of treasury shares held at December 31, 2023, the total amount of dividends will be adjusted and the amount allocated to retained earnings will be determined on the basis of dividends actually paid.

In this respect, it is also specified that following the capital reduction of February 14, 2024, the Company's share capital comprises 262,245,733 shares.

The ex-dividend date will be May 31<sup>st</sup>, 2024, and the dividend will be paid on June 4, 2024.

Any shares held by the Company on the dividend payment date, or canceled before the dividend that date, will not be entitled to dividends.

The Shareholders' Meeting grants the Board of Directors full powers to determine the total amount of B the dividend and, accordingly, the remaining distributable income transferred to "Retained earnings", based in particular on the number of treasury shares held by the Company on the dividend payment date and, as the case may be, the number of shares issued or canceled before that date.

The dividend paid to individual shareholders residing in France is subject to flat-rate income tax of 12.8% in accordance with Article 200 A, 1 of the French General Tax Code. However, upon express, irrevocable overall election, the dividend may be taxed at the sliding-scale income tax rate and eligible for the 40% tax relief provided for in 2° of 3 of Article 158 of the French General Tax Code, applicable under certain conditions. The dividend is subject to a withholding tax deducted at source (other than exceptions), as provided for in Article 117 *quater* of the French General Tax Code, which is then set off against income tax due on income received in 2023. In any event, the dividend will also be subject to social security levies totaling 17.2%.

The Shareholders' Meeting notes that, in respect of the 2020, 2021 and 2022 financial years, dividends and income distributed eligible for the 40% tax relief provided for in Article 158-3,2° of the French General Tax Code were as follows:

Financial year	Number of shares entitled to dividends	Dividend per share	Income distributed per share	
			Eligible for the 40% tax relief referred to in Article 158-3, 2° of the French General Tax Code	Not eligible for the 40% tax relief referred to in Article 158-3, 2° of the French General Tax Code
2020	266,157,780 shares each with a par value of €4	€1.42	€1.42	€0
2021	266,267,686 shares each with a par value of €4	€1.65	€1.65	€0
2022	265,260,992 shares each with a par value of €4	€1.90	€1.90	€0

*Fourth resolution (Appointment of Mazars & Associés as Statutory Auditor in charge of certifying sustainability information)*

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, having considered the Board of Directors' report, decides, in accordance with articles L.821-40 *et seq.* of the French Commercial Code, to appoint Mazars & Associés as Statutory Auditor in charge of certifying sustainability information.

[Notwithstanding the provisions of article L. 821-44 of the French Commercial Code and in accordance with Article 38 of Ordinance no. 2023-1142 of December 6, 2023 relating to the publication and certification of sustainability information and to the environmental, social and corporate governance obligations of commercial companies, the term of this mandate will be three financial years and will expire at the close of the Ordinary General Meeting of shareholders convened in 2027 to approve the financial statements for the year ending December 31, 2026.]

*Fifth resolution (Appointment of PricewaterhouseCoopers Audit as Statutory Auditor in charge of certifying sustainability information)*

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, having considered the Board of Directors' report, decides, in accordance with articles L.821-40 *et seq.* of the French Commercial Code, to appoint PricewaterhouseCoopers Audit as Statutory Auditor in charge of certifying sustainability information.

[Notwithstanding the provisions of article L. 821-44 of the French Commercial Code and in accordance with Article 38 of Ordinance no. 2023-1142 of December 6, 2023 relating to the publication and

certification of sustainability information and to the environmental, social and corporate governance obligations of commercial companies, the term of this mandate will be three financial years and will expire at the close of the Ordinary General Meeting of shareholders convened in 2027 to approve the financial statements for the year ending December 31, 2026.]

*Sixth resolution (Approval of information referred to in Article L.22-10-9 I of the French Commercial Code, in accordance with Article L.22-10-34 I of the French Commercial Code)*

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, approves, pursuant to Article L.22-10-34 I of the French Commercial Code, the information referred to in Article L.22-10-9 I of the French Commercial Code as presented in the board of directors' corporate governance report referred to in Article L.225-37 of that Code and contained in the 2023 universal registration document, sections 6.2.3 "Total compensation and benefits paid in 2023 or awarded in respect of that year to the company officers" and 6.2.5 "Compensation components paid to company officers requiring shareholders' approval".

*Seventh resolution (Approval of compensation components and benefits of any kind paid during or granted in respect of 2023 to Angeles Garcia-Poveda, Chairwoman of the Board of Directors)*

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, approves, pursuant to Article L.22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2023, or awarded in respect of that year to Ms. Angeles Garcia-Poveda, Chairwoman of the Board of Directors, as presented in the board of directors' corporate governance report referred to in Article L.225-37 of the French Commercial Code and contained in the 2023 universal registration document, section 6.2.3 "Total compensation and benefits paid in 2023 or awarded in respect of that year to the company officers" and 6.2.5 "Compensation components paid to company officers requiring shareholders' approval".

*Eighth resolution (Approval of compensation components and benefits of any kind paid during or granted with respect to 2023 to Benoît Coquart, Chief Executive Officer)*

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, approves, pursuant to Article L.22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2023, or awarded in respect of that year to Mr. Benoît Coquart, Chief Executive Officer, as presented in the board of directors' corporate governance report referred to in Article L. 225-37 of the French Commercial Code and contained in the 2023 universal registration document, section 6.2.3 "Total compensation and benefits paid in 2023 or awarded in respect of that year to the company officers" and 6.2.5 "Compensation components paid to company officers requiring shareholders' approval".

*Ninth resolution (Approval of the compensation policy applicable to the Chair of the Board of Directors)*

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' corporate governance report, approves, in accordance with Article L.22-10-8, II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors as presented in the corporate governance report drawn up in accordance with Article L.225-37 of the French Commercial Code and contained in the 2023 universal registration document, section 6.2.2 "Compensation policy for company officers in respect of 2024".

*Tenth resolution (Approval of the compensation policy applicable to the Chief Executive Officer)*

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' corporate governance report, approves, in accordance with Article L.22-10-8, II of the French Commercial Code, the compensation

policy for the Chief Executive Officer as presented in the corporate governance report drawn up in accordance with Article L.225-37 of the French Commercial Code and contained in the 2023 universal registration document, section 6.2.2 “Compensation policy for company officers in respect of 2024”.

Eleventh resolution (Approval of the compensation policy applicable to members of the Board of Directors)

The Shareholders’ Meeting, voting pursuant to the quorum and majority required for ordinary shareholders meetings and having considered the Board of Directors’ corporate governance report, approves, in accordance with Article L.22-10-8, II of the French Commercial Code, the compensation policy for the members of the Board of Directors as presented in the corporate governance report drawn up in accordance with Article L.225-37 of the French Commercial Code and contained in the 2023 universal registration document, section 6.2.2 “Compensation policy for company officers in respect of 2024”.

Twelfth resolution (Maximum amount of compensation paid to members of the Board of Directors)

The Shareholders’ Meeting, voting pursuant to the quorum and majority required for ordinary shareholders meetings and having considered the Board of Directors’ report, sets at 1,300,000 euros the maximum amount of remuneration allocated to the Board of Directors for this financial year and for each subsequent year, until otherwise decided.

Thirteenth resolution (Appointment of Rekha Mehrotra Menon as director)

The Shareholders’ Meeting, voting pursuant to the quorum and majority required for ordinary shareholders’ meetings and having considered the Board of Directors’ report, resolves, as proposed by the Board of Directors, to appoint Ms. Rekha Mehrotra Menon as director for a period of three years, ending at the close of the Shareholders’ Meeting called in 2027 to approve the financial statements for the financial year ending December 31, 2026.

Fourteenth resolution (Renewal of Mr. Jean-Marc Chéry’s term of office as director)

The Shareholders’ Meeting, voting pursuant to the quorum and majority required for ordinary shareholders’ meetings and having considered the Board of Directors’ report, notes that the term of office of Mr. Jean Marc Chéry as director expires at the close of this Shareholders’ Meeting and resolves, as proposed by the Board of Directors, to renew his term of office for a period of three years, ending at the close of the Shareholders’ Meeting called in 2027 to approve the financial statements for the financial year ending December 31, 2026.

Fifteenth resolution (Authorization granted to the Board of Directors to allow the Company to trade its own shares)

The Shareholders’ Meeting, voting pursuant to the quorum and majority required for ordinary shareholders’ meetings and having considered the Board of Directors’ report:

1. authorizes to the Board of Directors, with the option to sub-delegate as provided for by law and by the Company’s Articles of Association, in accordance with Articles L.22-10-62 *et seq.* of the French Commercial Code and with the provisions of EU regulation No. 596/2014 dated April 16, 2014, to purchase or arrange the purchase of Company shares representing up to 10% of the Company’s share capital at the date of this Shareholders’ Meeting, inasmuch as where the shares are bought to ensure the market liquidity of Legrand shares under the conditions described below, the number of shares taken into account for the calculation of the 10% limit will be the number of shares bought less the number of shares resold during the term of this authorization;
2. resolves that the shares may be bought, sold, exchanged or transferred for the purposes of notably:

- ensuring the liquidity and active operation of the market in Company shares through an investment service provider, acting under a liquidity agreement in accordance with market practices recognized by the *Autorité des Marchés Financiers*,
- implementing (i) any Company stock option plans in accordance with Articles L.225-177 *et seq.* of the French Commercial Code or any other similar plans, (ii) any employee share ownership transactions reserved for members of a Company or Group savings plan in accordance with Articles L.3332-1 *et seq.* of the French Labor Code or providing for free share awards as a Company contribution and/or in substitution for the discount according to applicable laws and regulations, (iii) any free share awards plan pursuant to Articles L.225-197-1 *et seq.*, L.22-10-59 and L.22-10-60 of the French Commercial Code, and carry out any hedging transactions relating to those transactions, at such times as the Board of Directors or the person acting on behalf of the Board of Directors deems appropriate, (iv) awards of shares to employees and/or company officers of the Company or the Group according to applicable laws and regulations,
- holding and subsequently transferring shares by way of exchange or payment in the context of external growth transactions, merger, demerger, or contribution in kind, inasmuch as the number of shares acquired by the Company with a view to holding and using them at a later date as payment for or in exchange for a merger, demerger, or contribution in kind may not exceed 5% of the Company's share capital,
- delivering shares on the exercise of rights attached to securities providing immediate or future access to the Company's shares, through redemption, conversion, exchange, presentation of a warrant, or in any other way,
- canceling all or some of the shares purchased, subject to the adoption of this resolution and the sixteenth resolution set out below, adopted by this Annual General Meeting or any similar resolution that may be applicable, or
- carrying out any other practices as may be permitted or recognized by law or by the French Financial Market Authority (*Autorité des Marchés Financiers*), or pursuing any other objective complying with applicable regulations.

Shares may be purchased, sold, transferred or exchanged, directly or indirectly, in particular by any third party acting on behalf of the Company at any time within the limits authorized by laws and regulations, except at such times as Company shares may be the subject of a tender offer, in one or more installments, by any means, on or off any market, including via systematic internalizers or through OTC transactions, trading in blocks of shares or public tender offers, or through the use of any financial instruments or derivatives, including option-based mechanisms such as purchases and sales of put and call options or through the delivery of shares arising from the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means, either directly or indirectly through an investment service provider.

The maximum price paid for purchases may not exceed €150 per share (excluding purchase expenses) or the equivalent value of that amount in any other currency or currency unit established with reference to several currencies on the same date, inasmuch as this price will be adjusted as necessary to reflect capital transactions, in particular capitalization of reserves, free share awards and/or share splits or reverse splits or any other operation affecting shareholders' equity.

The maximum amount allowed for implementation of the share buy-back program is €2 billion (or the equivalent value of this amount in any other currency or currency unit established with reference to several currencies on the same date).

Implementation of this resolution may not, in any event, have the effect of increasing the number of shares directly or indirectly held by the Company to more than 10% of the total number of shares making up the share capital at any time.

The shares purchased and held by the Company will be stripped of their voting rights and will not be entitled to dividends.

The Shareholders Meeting grants the Board of Directors all powers, which may be subdelegated as provided for by law and by the Company's Articles of Association, to decide on the use and implementation of this authorization, and in particular to determine the conditions of such use, to place orders on or off any markets, to enter into any agreements, to allocate or re-allocate shares acquired for the purposes allowed in compliance with law and regulations, to make any declarations to the French Financial Market Authority (*Autorité des Marchés Financiers*) or any other body, to effect any formalities, and in general to do all that may be useful or necessary for the purposes of this resolution.

This authorization is valid for eighteen months from the date of this Shareholders' Meeting and, from that date, deprives previous authorizations with the same purpose of their effect to the extent not used, and in particular that given by the Combined General Meeting of May 31, 2023 in its seventeenth resolution.

#### **TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING**

##### *Sixteenth resolution (Authorization granted to the Board of Directors to carry out a share capital decrease by cancellation of treasury shares)*

The Shareholders' Meeting, voting pursuant to the quorum and majority required for extraordinary shareholders' meetings and having considered the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors, in accordance with Articles L.22-10-62 *et seq.* of the French Commercial Code, to cancel, at its sole initiative and on one or several occasions, in such proportion and at such times as it deems appropriate, some or all of the Company's shares purchased under share buy-back programs authorized and implemented by the Company, and to reduce the share capital of the Company by the aggregate nominal amount of the shares thus canceled, up to a limit of 10% of the share capital at the date of this Shareholders' Meeting by period of twenty-four months.

The difference between the carrying amount of the canceled shares and their nominal amount will be allocated to any reserve or premium accounts.

The Shareholders' Meeting grants the Board of Directors all powers, which may be subdelegated as provided for by law and the Company's Articles of Association, to set the terms for cancellation of the shares, to effect and recognize such cancellations and the corresponding capital reductions, to allocate the difference between the price paid for the canceled shares and their nominal amount to any reserve or premium accounts, to amend the Company's Articles of Association accordingly, to make all necessary declarations to the French Financial Market Authority (*Autorité des Marchés Financiers*), to carry out all other formalities and in general to do all that may be useful or necessary for the purposes of this resolution.

This authorization is granted for a period of eighteen months from the date of this Shareholders' Meeting and, from that date, deprives previous authorizations with the same purpose of their effect to the extent not used, and in particular that given by the Combined General Meeting of May 31, 2023 in its eighteenth resolution.

##### *Seventeenth resolution (Grant of authority to the Board of Directors for the purpose of carrying out one or more free share awards to staff members and/or company officers of the Company or related companies or some of them, with cancellation of shareholders' preferential rights to subscribe to the shares to be issued in relation to the free share awards)*

The Shareholders' Meeting, voting in accordance with the conditions as to quorum and majority required for extraordinary general meetings and having considered the Board of Directors' report and the statutory auditors' special report, in accordance with Articles L. 225-197-1 *et seq.*, L. 22-10-59 and L. 22-10-60 of the French Commercial Code:



1. authorizes the Board of Directors to award free of charge, on one or more occasions, existing shares or shares to be issued in the Company;
2. resolves that the beneficiaries of the awards must be staff members and/or company officers of the Company or related companies within the meaning of Article L. 225-197-2 of the French Commercial Code, or members of certain categories thereof;
3. resolves that the Board of Directors will determine the identity of the beneficiaries of awards, the terms of the awards and, as the case may be, the criteria for awarding shares;
4. resolves that the total number of shares issued or to be issued that may be awarded free of charge under this resolution cannot exceed (i) 1.5% of the Company's share capital on the grant date and (ii) 0.5% of the Company's share capital on the grant date per year, it being stipulated the total number of shares thus defined does not take into account adjustments that may be made in accordance with applicable legislative and regulatory provisions and, as the case may be, with applicable contractual stipulations, to preserve the rights of the beneficiaries of the free share awards;
5. acknowledges that if awards are made to the company officers mentioned in paragraphs 1 and 2 of Article L. 225-197-1(II) of the French Commercial Code, they will only be made on the terms set out in article L. 22-10-60 of the French Commercial Code;
6. resolves that the number of shares awarded free of charge to company officers of the Company under this resolution may not represent more than 10% of all awards made by the Board of Directors under this resolution, being specified that in accordance with Article L. 225-197-1 of the French Commercial Code, this percentage does not include shares that have not been definitively allotted at the end of the vesting period, or shares that are no longer subject to the retention obligation set by the Board of Directors;
7. resolves that the award of shares to their beneficiaries shall become definitive after a vesting period of at least three years, which will be determined by the Board of Directors, and that the Board of Directors will be able to determine a lock-up period following on from the end of the vesting period;
8. resolves that, as an exception to the foregoing, where a beneficiary suffers a disability falling into the second or third category provided for by Article L. 341-4 of the French Social Security Code, the award of shares to the beneficiary shall become definitive before the end of the vesting period and the shares shall become immediately assignable;
9. resolves that the vesting of the shares awarded under this resolution in all beneficiaries shall be subject to one or more performance conditions that will be defined by the Board of Directors and assessed over a minimum period of three years;
10. authorizes the Board of Directors to carry out, as the case may be, during the vesting period, adjustments to the number of shares awarded free of charge in connection with any transactions affecting the Company's capital, as mentioned in Article L. 225-181 of the French Commercial Code, in order to preserve the rights of beneficiaries;
11. also resolves that the Board of Directors shall determine, as the case may be, the arrangements for holding shares throughout any lock-up period, and shall make the necessary transfers from reserves, earnings or premiums freely available to the Company in order to pay up the shares to be issued for the benefit of the beneficiaries;
12. acknowledges that, in the event of an award of free shares to be issued, this authorization shall entail, after the vesting period, a capital increase through the incorporation of reserves, profits or issue premiums in favor of the beneficiaries of those shares and the related waiver by shareholders of their preferential subscription right and to the portion of the reserves, profits and premiums thus incorporated, and that the corresponding capital increase shall be definitively carried out simply through the definitive award of the shares to the beneficiaries.

The Shareholders' Meeting confers on the Board of Directors all powers, with the right to subdelegate as provided by law and the Company's Articles of Association, to determine the terms and arrangements of share awards, to finalize the list of beneficiaries or categories of beneficiaries, to determine the number of shares that may be awarded to each of them, to determine the dates of awards and the performance condition or conditions, to provide for the possibility of temporarily suspending entitlements

to awards in accordance with the applicable laws and regulations, and to enter into any agreements to complete the awards envisaged.

The Shareholders' Meeting also resolves that the Board of Directors shall have all powers, with the right to subdelegate as provided by law and the Company's Articles of Association, to ascertain the capital increase or increases resulting from the said awards, to amend the Company's Articles of Association accordingly, to complete any formalities required for the issuance, listing and financial servicing of the securities issued under this resolution and any necessary declarations to any organizations and, in general, to do all that may be useful or necessary for the purposes of this resolution.

This grant of authority, made for a period of thirty-eight months from the date of this Shareholders' Meeting, may be used on one or more occasions and deprives previous authorizations with the same purpose of their effect to the extent not used and in particular that given by the Combined General Meeting of May 26, 2021 in its fifteenth resolution.

*Eighteenth resolution (Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares, equity securities giving access to other equity securities or giving right to the allocation of debt securities and/or securities giving access to equity securities, with preferential subscription rights)*

The Shareholders' Meeting, voting in accordance with the conditions as to quorum and majority required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance notably with Articles L.225-129 to L.225-129-6, L.225-132 to L.225-134, L.22-10-49 *et seq.* and L.228-91 *et seq.* of the French Commercial Code, and having noted that the share capital is fully paid up:

1. delegates to the Board of Directors, which may be subdelegated as provided for by law and by the Company's Articles of Association, the authority to decide to increase the share capital, with preferential subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, in euros, foreign currencies or a currency unit based on a several currencies, by issuing (i) shares of the Company, and/or (ii) securities governed by articles L.228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company giving immediate or deferred access to other equity securities of the Company or the right to an allotment of debt securities of the Company or (iii) securities, whether or not governed by Articles L.228-91 *et seq.* of the French Commercial Code, giving or which may give access to equity securities yet to be issued and/or, as the case may be, to existing equity securities and/or debt securities, which may be subscribed either in cash or by set-off against liquid and due receivables;
2. resolves that the aggregate nominal amount of the capital increases carried out immediately and/or in the future pursuant to this delegation of authority may not exceed €200 million (or the equivalent value in any other currency), such limit being increased by the number of securities necessary in respect of any adjustments that may be made in accordance with the applicable laws and regulations and, as the case may be, with contractual provisions providing for other adjustments, to preserve the rights of holders of securities giving access to shares of the Company, inasmuch as this aggregate nominal amount will count towards the blanket limit set in the twenty-fifth resolution;
3. resolves that the aggregate nominal amount of debt securities (including bonds) likely to be issued pursuant to this delegation of authority may not exceed €2 billion (or the equivalent value if issues are made in another currency or currency unit), inasmuch as this amount will count towards the blanket limit on the issue of debt securities set in the twenty-fifth resolution;
4. resolves that shareholders will have a preferential right to subscribe to the shares or securities issued pursuant to this resolution in proportion to the number of shares they hold;
5. resolves that shareholders may exercise their preferential subscription rights as of right, subject to the conditions and limits established by the Board of Directors. The Board of Directors may also

- grant shareholders, in proportion to their preferential subscription rights and in any event within the limits of their application, an excess applications facility permitting them to subscribe to more shares or securities than they are entitled to as of right, which may be scaled back according to demand;
6. notes that, if subscriptions as of right and, as the case may be, excess securities, do not result in the full subscription of an issue of shares or other securities as referred to above un, the Board of Directors may, in compliance with Article L.225-134 of the French Commercial Code, do one or more of the following in such order as it determines:
    - limit the issue to the amount of subscriptions provided that such amount reaching at least three-quarters of the initial amount of the issue,
    - freely allot all or part of the unsubscribed securities among the persons of its choice,
    - offer to the public all or part of the unsubscribed securities;
  7. resolves that issues of share subscription warrants of the Company that may be carried out, may be made either by subscription offer as provided for above or by free allocation to the holders of existing shares, inasmuch as in the event of a free allotment of stand-alone warrants, the Board of Directors shall have the power to decide that fractional rights will not be tradable and that the relevant securities will be sold;
  8. acknowledges and resolves, insofar as necessary, that this delegation of authority automatically entails the waiver of shareholders' preferential rights to subscribe to the new shares arising from such securities issued pursuant to this resolution in favor of their holders;
  9. resolves that the Board of Directors shall have all powers, which may be subdelegated as provided for by law and by the Company's Articles of Association, to implement this delegation of authority and, in particular, to determine the dates and terms of the issues, the form and characteristics of the securities to be issued, the prices and terms and conditions of issue, the amounts to be issued, the payment arrangements, the dividend entitlement date of the securities to be issued, which may be retroactive, and, as the case may be, the terms and conditions of redemption; to suspend, if necessary and in accordance with the applicable regulations, exercise of any rights to an allocation of shares of the Company attached to the securities; to make any adjustments required to take into account the impact of transactions in the Company's share capital; to take the necessary action to protect the rights of the holders of securities giving future access to Company shares; to deduct sums from issue premium(s), in particular the sums required to bring the legal reserve up to one-tenth of the new share capital after each issue and all issue expenses; and, generally, to take any action and enter into any agreements that may facilitate the due and proper completion of the issue; and to carry out all formalities required for the issue, listing and financial service of the securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto;
  10. resolves that, in the event of an issue of debt securities, the Board of Directors shall have full powers to determine whether the debt securities shall be subordinated or not, to set the interest rate, maturity and redemption price, which may be fixed or variable, with or without premium, to determine the amortization terms in accordance with market conditions, and to determine the conditions under which the securities will carry rights to new shares of the Company;
  11. resolves that, unless it has obtained prior authorization from the Shareholders' Meeting, the Board of Directors may not use this delegation of authority from the date on which a third party makes a public offer for the Company's shares until the end of the offer period;
  12. resolves that the Board of Directors shall have full powers to recognize the completion of the corresponding capital increases and to amend the Company's Articles of Association accordingly.

The delegation of authority conferred on the Board of Directors is valid for twenty-six months from the date of this Shareholders' Meeting and, as of that date, replaces the delegation given in the eighteenth extraordinary resolution adopted by the Combined General Meeting of May 25, 2022, to the extent not used.

*Nineteenth resolution (Delegation of authority granted to the Board of Directors to decide to issue shares or complex securities by way of a public offering other than those referred to in Article L.411-2, 1° of the French Monetary and Financial Code, without preferential subscription rights)*

The Shareholders' Meeting, voting in accordance with the conditions as to quorum and majority required for extraordinary shareholders' meetings and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with Articles L.225-129 to L.225-129-6, L.225-135 to L.225-136, L.228-91 *et seq.* and L.22-10-49 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, which may be subdelegated as provided for by law and by the Company's Articles of Association, the authority to decide on the issue, on one or more occasions in France or abroad, in euros, foreign currencies or a current unit based on several currencies, by way of public offers other than those referred to in Article L.411-2, 1°, (i) shares of the Company, and/or (ii) securities governed by articles L.228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company giving immediate or deferred access to other equity securities of the Company or the right to an allotment of debt securities of the Company or (iii) securities, whether or not governed by Articles L.228-91 *et seq.* of the French Commercial Code, giving or which may give access to equity securities yet to be issued and/or, as the case may be, to existing equity securities and/or debt securities, which may be subscribed either for cash or by set-off against liquid and due receivables;
2. resolves that the aggregate nominal amount of capital increases which may be made immediately and/or in the future pursuant to this delegation of authority may not exceed €100 million (or the equivalent amount in any other currency), such limit being increased by the number of securities necessary in respect of any adjustments that may be made in accordance with the applicable laws and regulations and, as the case may be, with any contractual provisions providing for other adjustments, to preserve the rights of holders of securities giving access to shares of the Company. The aggregate nominal amount of capital increases made immediately and/or in the future pursuant to this delegation of authority will count towards (i) the blanket limit of €100 million set in the twentieth resolution submitted to this Shareholders' I Meeting, and (ii) the blanket limit set in the twenty-fifth resolution;
3. resolves that the aggregate nominal amount of debt securities (including bonds) that may be issued pursuant to this delegation of authority may not exceed €1 billion (or the equivalent value if issues are made in another currency). The aggregate nominal amount of debt securities made pursuant to this delegation of authority will count towards (i) the blanket limit of €1 billion set in the twentieth resolution submitted to this Shareholders' Meeting, and (ii) the blanket limit on issues of debt securities set in the twenty-fifth resolution;
4. resolves that issues made pursuant to this delegation of authority shall be made by way of public offers other than those referred to in L.411-2, 1° of the French Monetary and Financial Code, inasmuch as such issues may be made jointly with one or more public offers referred to in L.411-2, 1° of the French Monetary and Financial Code pursuant to the twentieth resolution submitted to this Shareholders' Meeting;
5. resolves to waive shareholders' preferential rights to subscribe to the shares and other securities to be issued pursuant to this resolution;
6. resolves, however, that the Board of Directors may, in accordance with Article L.22-10-51 of the French Commercial Code, grant shareholders a priority right to subscribe to all or part of an issue in proportion to the number of shares they hold and, as the case may be, an excess applications facility permitting them to subscribe for more shares than they are entitled to as of right, which may be scaled back according to demand, for a period to be determined by the Board of Directors in accordance with the applicable laws and regulations, such priority rights will not be tradable;
7. notes that, if subscriptions have not absorbed the whole of an issue of shares or other securities as referred to above, the Board of Directors may do one or more of the following in such order as it determines:
  - limit the issue to the amount of the subscriptions received provided that such amount is equal to at least three-quarters of the initial amount of the issue;
  - allot all or part of the unsubscribed securities to the persons of its choice;
8. acknowledges and resolves, insofar as necessary, that this delegation of authority automatically entails the waiver of shareholders' preferential rights to subscribe to the new shares arising from such securities issued pursuant to this resolution in favor of their holders;

9. resolves that:
- the issue price of the shares shall be at least equal to the minimum amount prescribed by the laws and regulations applicable on the issue date (i.e., as of the date hereof, the volume weighted average price of the Company's shares over the three trading days preceding the opening date of the offer within the meaning of Regulation (EU) no. 2017/1129 of June 14, 2017, less a potential discount of no more than 10%, adjusted where necessary to take into account any difference in the dividend entitlement dates);
  - the issue price of securities issued pursuant to this resolution and the number of new shares to which each security may give rise shall be such that the amount received immediately by the Company, together with any amount it may later receive, is, for each share arising from the securities issued, at least equal to the minimum issue price as provided for in the previous paragraph;
10. resolves that the Board of Directors may, within the limits defined in paragraphs 2 and 3 above, issue shares or securities as consideration for securities tendered to a public offer that includes a share exchange component (whether as the principal or secondary offer) made by the Company in France or abroad for the securities of a company whose shares are traded on a regulated market in accordance with the terms of and subject to the reservations provided for by Article L.22-10-54 of the French Commercial Code, in which case the issue is not subject to the price rules set out in paragraph 9 above, and resolves to waive, insofar as necessary, shareholders' preferential rights to subscribe for those shares or securities in favor of the holders of the securities tendered;
11. resolves that the Board of Directors shall have full powers, which may be subdelegated as provided for by law and by the Company's Articles of Association, to implement this delegation of authority and, in particular, to determine the dates and terms of the issues, the form and characteristics of the securities to be issued, the prices and terms and conditions of issues (including exchange ratios in the event of a public offer with a share exchange component made by the Company), the amounts to be issued (where applicable, according to the number of securities tendered to a public offer made by the Company), the payment arrangements, the dividend entitlement date, which may be retroactive, and the terms and conditions of redemption where applicable; to suspend if necessary exercise of the rights to an allotment of Company shares attached to the securities in accordance with applicable regulations; to make any adjustments required to take into account the impact of transactions in the Company's share capital; to take the necessary action to protect the rights of the holders of securities giving access to Company shares; to deduct sums from issue premium(s), in particular the sums required to bring the legal reserve up to one-tenth of the new share capital after each issue and all issue expenses; and to take any action and enter into any agreements that may facilitate the due and proper completion of the issues, and to carry out all formalities required for the issue, listing and financial service of the securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto;
12. resolves that, in the event of an issue of debt securities, the Board of Directors shall have full powers to determine whether the debt securities shall be subordinated or not, to set the interest rate, maturity and redemption price, which may be fixed or variable, with or without premium, to determine the amortization terms in accordance with market conditions, and to determine the conditions under which the securities will carry rights to new shares of the Company;
13. resolves that, unless it has obtained prior authorization from the Shareholders' Meeting, the Board of Directors may not use this delegation of authority from the date on which a third party makes a public offer for the Company's shares until the end of the offer period;
14. resolves that the Board of Directors shall have full powers to recognize the completion of the corresponding capital increases and to amend the Company's Articles of Association accordingly.

The delegation of authority granted to the Board of Directors is valid for twenty-six months from the date of this Shareholders' Meeting and, as of that date, replaces the delegation of authority granted in the nineteenth resolution passed at the Combined Shareholders' Meeting of May 25, 2022, to the extent not used.

Twentieth resolution (Delegation of authority granted to the Board of Directors to decide to issue shares or complex securities by way of a public offering as referred to in Article L.411-2, 1° of the French Monetary and Financial Code, without preferential subscription rights)

The Shareholders Meeting, voting in accordance with the conditions as to quorum and majority required for extraordinary shareholders meetings and having considered the Board of Directors' report and the statutory auditors' special report, in accordance with Articles L.225-129 to L.225-129-6, L.225-135, L.225-136, L.228-91 *et seq.* and L.22-10-49 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, which may be subdelegated as provided for by the laws and regulations, the authority for the purpose of issuing in France or abroad, in euros, foreign currencies or a current unit based on a basket of currencies, by way of public offers as referred to in Article L.411-2, 1°, (i.e., an offer intended only for a restricted group of investors acting on their own behalf or for qualified investors), (i) shares of the Company, (ii) securities governed by Articles L.228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company giving immediate or deferred access to other equity securities of the Company or the right to an allotment of debt securities of the Company or (iii) securities, whether or not governed by Articles L.228-91 *et seq.* of the French Commercial Code, giving or which may give access to equity securities yet to be issued and/or, as the case may be, to existing equity securities and/or debt securities, which may be subscribed either for cash or by way of set-off against liquid and due receivables;
2. resolves that the aggregate nominal amount of capital increases made immediately and/or in the future pursuant to this delegation of authority may not exceed (a) €100 million (or the equivalent amount in any other currency), such limit being increased by the number of shares necessary in respect of any adjustments that may be made in accordance with the applicable laws and regulations and, as the case may be, with any contractual stipulations providing for other adjustments, to preserve the rights of holders of securities giving access to shares of the Company, and, in any event, (b) the legal limit (i.e., by way of indication, as of the date hereof, 20% of the Company's share capital per year on the date of the issue), inasmuch as the nominal amount of capital increases made immediately or in the future pursuant to this delegation of authority will count towards (i) the limit of €100 million set in the nineteenth resolution submitted to this Shareholders Meeting, and (ii) the blanket limit set in the twenty-fifth resolution;
3. resolves that the aggregate nominal amount of debt securities (including bonds) issued pursuant to this delegation of authority may not exceed €1 billion (or the equivalent value if issues are made in another currency), inasmuch as this nominal amount will count towards (i) the limit of €1 billion set in the nineteenth resolution submitted to this Shareholders' Meeting, and (ii) the blanket limit on issues of debt securities set in the twenty-fifth resolution;
4. resolves that issues made pursuant to this delegation of authority shall be made by way of public offers as referred to in L.411-2, 1° of the French Monetary and Financial Code, inasmuch as these issues may be made jointly with one or more public offers made pursuant to the nineteenth resolution submitted to this Shareholders' Meeting;
5. resolves to waive shareholders' preferential rights to subscribe to the shares and other securities which may be issued under this resolution;
6. notes that, if subscriptions have not absorbed the whole of an issue of shares or other securities as referred to above, the Board of Directors may do one or more of the following in such order as it determines:
  - limit the issue to the amount of the subscriptions received provided that such amount is equal to at least three-quarters of the initial amount of the issue,
  - allot all or part of the unsubscribed securities to the persons of its choice;
7. acknowledges and resolves, insofar as necessary, that this delegation of authority automatically entails the waiver of shareholders' preferential rights to subscribe to the new shares arising from such securities issued pursuant to this resolution in favor of their holders;
8. resolves that:
  - the issue price of the shares shall be at least equal to the minimum amount prescribed by the laws and regulations applicable on the issue date (i.e., as of the date hereof, the volume

- weighted average price of Company shares over the three trading days preceding the opening date of the offer within the meaning of Regulation (EU) no. 2017/1129 of June 14, 2017, less a potential discount of no more than 10%, adjusted where necessary to take into account any difference in the dividend entitlement dates),
- the issue price of securities issued pursuant to this resolution and the number of new shares to which each security may give rise shall be such that the amount received immediately by the Company, together with any amount it may later receive, is, for each share arising from the securities issued, at least equal to the minimum issue price as provided for in the previous paragraph;
9. resolves that the Board of Directors shall have full powers, which may be subdelegated as provided for by law and by the Company's Articles of Association, to implement this delegation of authority and, in particular, to determine the dates and terms of the issues, the form and characteristics of the securities to be issued, the prices and the terms and conditions of issue, the amounts to be issued, the payment arrangements, the dividend entitlement date of the securities to be issued, which may be retroactive and, as the case may be, the terms and conditions of redemption; to suspend, if necessary and in accordance with the applicable regulations, exercise of the rights to an allotment of Company shares attached to the securities; to make any adjustments required to take into account the impact of transactions in the Company's share capital; to take the necessary action to protect the rights of the holders of securities giving access to Company shares; to deduct sums from additional paid-in capital, in particular the sums required to bring the statutory reserve up to one-tenth of new share capital after each issue and all issue expenses; and, generally, to take any action and enter into any agreements that may facilitate the due and proper completion of the issue; and to carry out all formalities required for the issue, listing and financial service of the securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto.
  10. resolves that, in the event of an issue of debt securities, the Board of Directors shall have full powers to determine whether the debt securities shall be subordinated or not, to set the interest rate, maturity and redemption price, which may be fixed or variable, with or without premium, to determine the amortization terms in accordance with market conditions, and to determine the conditions under which the securities will carry rights to new shares of the Company;
  11. resolves that, unless it has obtained prior authorization from the Shareholders' Meeting, the Board of Directors may not use this delegation of authority from the date on which a third party makes a public offer for the Company's shares until the end of the offer period;
  12. resolves that the Board of Directors shall have full powers to recognize the completion of the corresponding capital increases and to amend the Company's Articles of Association accordingly.

The delegation of authority granted to the Board of Directors is valid for twenty-six months from the date of this Shareholders' Meeting and, as of that date, replaces the delegation of authority granted in the twentieth resolution passed at the Combined Shareholders' Meeting of May 25, 2022, to the extent not used.

*Twenty-first resolution (Delegation of authority granted to the Board of Directors in view of increasing the amount of the issuances carried out with or without preferential subscription rights pursuant to the eighteenth, nineteenth and twentieth resolutions, in the event of excess demand)*

The Shareholders' Meeting, voting in accordance with the conditions as to quorum and majority required for extraordinary general meetings and having considered the Board of Directors' report and the statutory auditors' special report, In accordance with Articles L.225-135-1 and R.225-118 of the French Commercial Code:

1. delegates authority to the Board of Directors, which may be subdelegated as provided for by law and by the Company's Articles of Association, for the purpose of increasing, within the time period and limits provided for in the laws and regulations applicable on the issue date (by way of illustration, at of the date hereof, within 30 days from the close of subscription, and not exceeding 15% of and at the same price as the initial issue), the number of securities issued under any issue

made with or without preferential subscription rights pursuant to the eighteenth, nineteenth, and/or twentieth resolutions put to this Shareholders' Meeting, provided that this does not exceed the limit or limits set out in the resolution pursuant to which the issue is made;

2. resolves that the aggregate nominal amount of the capital increase made pursuant to this resolution will count towards the blanket limit set in the twenty-fifth resolution and, in the event of an issue of debt securities, the aggregate nominal amount of the debt securities issued pursuant to this resolution will count towards the blanket limit relating to the issue of debt securities set in the twenty-fifth resolution.

The Shareholders' Meeting gives full powers to the Board of Directors to implement this delegation of authority under the conditions stipulated in the applicable regulations.

Unless it has obtained prior authorization from the Shareholders' Meeting, the Board of Directors may not use this delegation of authority from the date on which a third party makes a public offer for the Company's shares until the end of the offer period.

The delegation of authority granted to the Board of Directors is valid for twenty-six months from the date of this Shareholders' Meeting and, as of that date, replaces the delegation of authority granted in the twenty-first resolution passed at the Combined Shareholders' Meeting of May 25, 2022, to the extent not used.

*Twenty-second resolution (Delegation of authority granted to the Board of Directors to decide to increase the share capital by incorporation of reserves, earnings, premiums or other items which may be capitalized under the applicable regulations)*

The Shareholders' Meeting, voting in accordance with the conditions as to quorum and majority required for extraordinary shareholders' meetings and having considered the Board of Directors' report, in accordance with Articles L.225-129, L.225-129-2 and L.225-130 of the French Commercial Code:

1. delegates to the Board of Directors, which may be subdelegated as provided for by law and by the Company's Articles of Association, the authority to increase the share capital on one or several occasions, at such times and in such amounts and according to the terms as it deems appropriate, by capitalizing reserves, earnings, issue premiums or other items which may be capitalized by law and under the Company's Articles of Association, by allotting shares and/or by increasing the nominal amount of the existing shares;
2. resolves that the aggregate nominal amount of share capital increases which may be made pursuant to this delegation of authority may not exceed €100 million, such limit being increased by the number of shares necessary in respect of any adjustments that may be made in accordance with the applicable laws and regulations and, as the case may be, with any contractual stipulations providing for other adjustments, to preserve the rights of holders of securities giving access to shares of the Company. This limit is independent from any other limit relating to issues of shares and complex securities authorized or delegated by this Shareholders' Meeting;
3. resolve that, in the event of an allotment of shares, fractional rights will not be tradable and the corresponding shares will be sold, inasmuch as the proceeds of such sale will be allocated to holders of rights in accordance with the applicable laws and regulations;
4. resolves that the Board of Directors shall have full powers, which may be subdelegated as provided for by law and by the Company's Articles of Association, to implement this delegation of authority and, in particular, to:
  - determine the terms and conditions of the authorized operations and in particular to set the amount and nature of the reserve and premiums to be capitalized, to determine the number of



new shares to be issued or the amount by which the nominal amount of the existing shares making up the share capital is to be increased, and to determine the dividend entitlement date of the new shares, which may be retroactive, or the date on which the increase in par value takes effect,

- take any appropriate action and enter into any agreements that may facilitate the due and proper completion of the contemplated operation, to deduct all sums from available reserve accounts as required, in particular the sums required to bring the legal reserve up to one-tenth of the share capital after each issue and all issue expenses; and, in general, to do all things necessary and carry out all formalities required to finalize any capital increase or increases that may be made pursuant to this delegation of authority and to amend the Company's Articles of Association accordingly;
5. unless it has obtained prior authorization from the Shareholders' Meeting, the Board of Directors may not use this delegation of authority from the date on which a third party makes a public offer for the Company's shares until the end of the offer period.

The delegation of authority granted to the Board of Directors is valid for twenty-six months from the date of this Shareholders' Meeting and, as of that date, replaces the delegation of authority granted in the twenty-second resolution passed at the Combined Shareholders' Meeting of May 25, 2022, to the extent not used.

*Twenty-third resolution (Delegation of authority granted to the Board of Directors to decide to issue shares or complex securities to members of a Company or Group savings plan, without preferential subscription rights)*

The Shareholders Meeting, voting in accordance with the conditions as to quorum and majority required for extraordinary shareholders' meetings and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with Articles L.3332-1 *et seq.* of the French Labor Code and Articles L.225-129-2 to L.225-129-6, L.225-138 I and II, L.225-138-1, and L.228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, which may be subdelegated as provided for by law and by the Company's Articles of Association, the authority to issue, without preferential subscription rights, in one or more instalments, in the proportions and at the times it deems appropriate, (i) shares of the Company, and/or (ii) securities governed by Articles L.228-91 *et seq.* of the French Commercial Code which are equity securities giving access to other equity securities of the Company and/or the right to an allotment of debt securities of the Company, (iii) securities, whether or not governed by Articles L.228-91 *et seq.* of the French Commercial Code, which give access or may give access to equity securities of the Company yet to be issued, and/or as the case may be to existing equity securities or debt securities of the Company, to employees and former employees of the Company and of French and foreign companies connected to the Company within the meaning of Article L.3344-1 of the French Labor Code, either directly or through a company mutual fund or any other vehicle or entity allowed under the prevailing laws and regulations, provided that such employees and former employees are members of a Company or Group savings plan (or any other plan whose members are permitted to benefit from a restricted share offering on equivalent conditions under the provisions of Articles L.3332-1 *et seq.* of the French Labor Code or any analogous law or regulation);
2. authorizes the Board of Directors, in connection with such employee share offerings, to allot free shares or other securities giving access to the share capital in lieu of the discount provided for in point 4 below and/or the employer's top-up contribution, within the limits provided for in Article L.3332-21 of the French Labor Code;
3. resolves that the aggregate nominal amount of any shares issued immediately or in the future pursuant to this delegation of authority may not exceed €25 million inasmuch as such limit does not include any adjustments that may be made in accordance with the applicable laws and regulations and, as the case may be, with any contractual stipulations providing for other adjustments, to

preserve the rights of holders of securities giving access to shares of the Company. The aggregate nominal amount of capital increases made immediately and/or in the future pursuant to this delegation of authority will count towards (i) the blanket limit of €100 million set in the nineteenth and twentieth resolutions put to this Shareholders' Meeting, and (ii) the blanket limit set in the twenty-fifth resolution;

4. resolves that the issue price of the new shares shall be equal to the average market price of the Company's shares over the twenty trading days preceding the date on which the opening date for subscriptions is set, less a discount which may not exceed the maximum permitted by law on the date of the Board of Directors' decision (i.e., on the date hereof, it may not be more than 30% lower than said average or 40% when the lock-up period provided for by the plan is ten years or more, in accordance with the provisions of article L. 3332-19 of the French Labor Code), inasmuch as the Board of Directors may reduce or dispense with this discount if it deems appropriate, in particular to comply with any applicable local laws;
5. resolves to waive shareholders' preferential rights to subscribe to shares issued pursuant to this resolution in favor of the beneficiaries referred to above; shareholders also waive any claims on the free shares or securities giving access to the share capital that may be allotted pursuant to this resolution;
6. further resolves that, if the beneficiaries have not subscribed for the share issue by the specified deadline, the issue will be limited to the amount of subscriptions received and any shares not taken up may be re-offered to the relevant beneficiaries as part of a subsequent share offering;
7. grants all powers to the Board of Directors, which may be subdelegated as provided for by law and the Company's Articles of Association, in particular to:
  - determine which members or entities may benefit from the share offering and the maximum number of shares which may be subscribed by each beneficiary,
  - decide whether subscriptions may be made through a company mutual fund or directly, in accordance with the prevailing laws and regulations and any other requirements;
  - grant employees time to pay for their shares,
  - set the opening and closing dates for subscription, the terms and deadline for payment of shares subscribed and the issue price of the securities,
  - determine all the characteristics of the securities giving access to the Company's share capital,
  - set the number of shares or securities to be issued,
  - decide upon and, following the issue of the shares and/or securities giving access to the Company's share capital, take any action necessary to protect the rights of holders of securities giving access to the Company's share capital in accordance with applicable laws and regulations and, as the case may be, any applicable contractual stipulations, and to suspend where necessary exercise of the rights attached to said securities in accordance with applicable laws and regulations,
  - recognize the resulting capital increases,
  - amend the Company's Articles of Association accordingly,
  - deduct all sums from available reserve accounts, in particular sums required to bring the statutory reserve up to one-tenth of share capital after each issue and all issue expenses, and
  - more generally, do all that may be useful and necessary under the applicable laws and regulations, and in particular take any action required to have the newly created shares admitted to trading.

The delegation of authority granted to the Board of Directors is valid for twenty-six months from the date of this Shareholders' Meeting and, as of that date, replaces the delegation of authority granted in the twenty-third resolution passed at the Combined Shareholders Meeting of May 25, 2022, to the extent not used.

*Twenty-fourth resolution (Delegation of authority granted to the Board of Directors to decide to issue shares or complex securities as consideration for contributions in kind granted to the Company, with shareholders' preferential subscription rights waived in favor of the holders of the shares or securities constituting the contribution in kind)*

The Shareholders' Meeting, voting in accordance with the conditions as to quorum and majority required for extraordinary shareholders' meetings and having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with Articles L.225-129, L.225-129-2, L.225-147, L.22-10-53 and L. 228-91 of the French Commercial Code:

1. delegates full powers to the Board of Directors, which may be subdelegated as provided for by law and by the Company's Articles of Association, to issue (i) shares of the Company, (ii) securities governed by Articles L.228-91 *et seq.* of the French Commercial Code which are equity securities of the Company giving access to other equity securities of the Company and/or the right to an allotment of debt securities of the Company, (iii) securities, whether or not governed by Articles L.228-91 *et seq.* of the French Commercial Code giving or which may give access to equity securities of the Company yet to be issued, and/or, as the case may be, to existing equity securities and/or debt securities, within the limit of 5% of the share capital on the issue date, for the purpose of paying for contributions in kind made to the Company in the form of shares or other securities providing access to share capital when the provisions of Article L.22-10-54 of the French Commercial Code do not apply;
2. resolves that the aggregate nominal amount of any shares issued immediately or in the future pursuant to this delegation of powers shall count towards (i) the limit of €100 million set in the nineteenth and twentieth resolutions submitted to this Shareholders' Meeting, such limit being increased by the number of shares necessary in respect of any adjustments that may be made in accordance with applicable laws and regulations and, as the case may be, with any contractual stipulations providing for other adjustments, to preserve the rights of holders of securities giving access to shares of the Company, and (ii) the blanket limit set in the twenty-fifth resolution;
3. resolves that aggregate nominal amount of debt securities issued pursuant to this delegation may not exceed €1 billion (or the equivalent of this amount in other currencies on the issue date), inasmuch as the aggregate nominal amount of debt securities issued pursuant to this delegation will count towards (i) the limits of €1 billion set in the nineteenth and twentieth resolutions submitted to this Shareholders' Meeting, and (ii) the blanket limit on issues of debt securities set in the twenty-fifth resolution;
4. notes that should this delegation of powers be used, the Board of Directors will vote on the report drawn up by one or more contribution auditors as referred to in Article L.225-147 of the French Commercial Code;
5. resolves to waive shareholders' preferential rights to subscribe to the shares or other securities thus issued in favor of the holders of the securities constituting the contribution in kind, and acknowledge, insofar as necessary that this delegation of powers entails a waiver by shareholders of their preferential rights to subscribe to the shares of the Company to which the securities issued under this resolution would give rise;
6. resolves that the Board of Directors shall have full powers to implement this delegation of authority, in particular to approve the valuation of the contributions in kind and to recognize their completion, to deduct all expenses, costs and fees to the premiums; to determine the number, form and characteristics of the securities to be issued; to recognize the share capital increases and amend the Company's Articles of Association accordingly; to arrange for the shares and complex securities issued to be listed; to deduct all sums from additional paid-in capital arising from the contribution, in particular the sums required to bring the legal reserve up to one-tenth of the new share capital after each issue and all issue expenses; and, more generally, to take all useful measures, enter into all agreements, request all authorizations, carry out all formalities and do all things necessary to ensure the due and proper completion of the issues envisaged.

Unless it has obtained prior authorization from the Shareholders' Meeting, the Board of Directors may not use this delegation of authority from the date on which a third party makes a public offer for the Company's shares until the end of the offer period.

The delegation of authority granted to the Board of Directors is valid for twenty-six months from the date of this Shareholders' Meeting and, as of that date, replaces the delegation of authority granted in the

twenty-fourth resolution passed at the Combined Shareholders' Meeting of May 25, 2022, to the extent not used.

Twenty-fifth resolution (Blanket limit on delegations of authority)

The Shareholders' Meeting, voting in accordance with the conditions as to quorum and requisite majority for extraordinary shareholders' meetings and having considered the Board of Directors' report and the Statutory Auditors' special report, resolves to set the following blanket limits on issues that may be made pursuant to the delegations of authority granted to the Board of Directors under the eighteenth, nineteenth, twentieth, twenty-first, twenty-third and twenty-fourth resolutions submitted to this Shareholders' Meeting:

- the aggregate nominal amount of capital increases arising from the issue of shares and securities may not exceed €200 million, such limit being increased by the number of securities necessary in respect of any adjustments that may be made in accordance with the applicable laws and regulations and, as the case may be, with any contractual stipulations providing for other adjustments, to preserve the rights of holders of securities giving access to shares of the Company;
- the aggregate nominal amount of debt securities (including bonds) issued may not exceed €2 billion (or the equivalent value in other currencies or currency units).

Twenty-sixth resolution (Amendment of article 9.1 of the Company's articles of association to allow staggered renewal of directors' terms of office)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for extraordinary shareholders' meetings and having considered the Board of Directors' report, resolves, on the recommendation of the Board of Directors, to amend Article 9.1 of the Articles of Association as follows in order to allow staggered renewal of directors' terms of office:

**Article 9.1 Provisions relating to directors appointed by the Annual General Meeting**

- the 3<sup>rd</sup> paragraph is amended as follows (the added parts are shown in italics):

" Directors have a three (3) years term of office. It expires at the end of the Ordinary General Meeting of shareholders convened to consider the financial statements for the previous financial year and held in the year in which their term of office expires. Directors may always be reappointed for consecutive terms. *By way of exception, the Ordinary General Meeting may appoint one or more directors for a term of one or two years, to enable the staggered renewal of directors' terms of office.* "

The other paragraphs of article 9.1 remain unchanged.

Twenty-seventh resolution (Amendment of articles 7.5 and 9.6 of the Company's articles of association to reflect legislative changes)

The Shareholders' Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having considered the Board of Directors' report, resolves, on the recommendation of the Board of Directors, to amend Articles 7.5 and 9.6 of the articles of association as follows in order to bring them into line with changes in legislation:

- the 2<sup>nd</sup> paragraph of article 7.5 is amended as follows (the amended parts are shown in italics):

"In the event of separation of the legal and beneficial ownership of a share, *the legal owner and the beneficial owner have the right to participate in collective decisions.* The voting right attached thereto shall belong to the beneficial owner for Ordinary General Meetings and to the legal owner for Extraordinary General Meetings. *However, the legal owner and the beneficial owner may agree between*

*them to any other distribution of voting rights at general meetings. In this case, the agreement must be notified to the Company by registered letter with acknowledgement of receipt, and the Company will be bound to apply the agreement at any meeting held after the expiry of a period of twenty (20) days following receipt of the letter.”*

The other paragraphs of article 7.5 remain unchanged.

- the 3<sup>rd</sup> paragraph of article 9.6 is deleted:

~~“The Board of Directors shall have the power to authorize the Chairman to grant particular securities to accompany the issue of bonds.”~~

The other paragraphs of article 9.6 remain unchanged.

## **TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING**

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

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, grants full powers on the holder of an original, copy or extract of the minutes of this Shareholders' Meeting to carry out all publicity, filing or other requisite formalities.