

**EXOSENS**

Public limited company with a Board of Directors  
Share capital: 21 648 118,325 €  
Registered office: Domaine de Pelus – Axis Business Park  
Building 5 E – 18 Avenue de Pythagore  
33700 Mérignac  
Bordeaux Trade and Companies Register 895 395 101

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**COMBINED GENERAL MEETING**

**22 MAY 2026**

**TEXT OF THE RESOLUTIONS**

Within the authority of the Ordinary General Meeting

**First resolution - Approval of the annual statutory financial statements for the year ended 31 December 2025**

The General Meeting, acting under the quorum and majority conditions of Ordinary General Meetings, having reviewed the annual statutory financial statements and the Reports of the Board of Directors and the Statutory Auditors, approves the statutory financial statements for the year ended 31 December 2025 as presented to it, together with the transactions reflected in those statements or summarised in those Reports, showing a profit of one hundred and four million seventy-four thousand four hundred and twenty-two euros and forty-eight cents 104 074 422,48 €.

In accordance with Article 223 quater of the French General Tax Code, the General Meeting approves the amount of expenses excluded from charges deductible from the corporation tax base under Article 39.4 of the French General Tax Code, which amount to 48 571 €. No tax expense is borne in respect of these non-deductible expenses and charges.

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

The General Meeting, acting under the quorum and majority conditions of Ordinary General Meetings, having reviewed the consolidated financial statements and the Reports of the Board of Directors and the Statutory Auditors, approves the consolidated financial statements for the year ended 31 December 2025 as presented to it, together with the transactions reflected in those statements or summarised in those Reports, showing a profit of forty-two million seven hundred and fourteen thousand seven hundred and sixty-six euros 42 714 766 €.

**Third resolution - Allocation of profit for the year ended 31 December 2025**

The General Meeting, acting under the quorum and majority conditions of Ordinary General Meetings, decides to allocate the profit of one hundred and four million seventy-four thousand four hundred and twenty-two euros and forty-eight cents 104 074 422,48 € for the year ended 31 December 2025 as follows:

- 1 970 051,83 € to the legal reserve, so as to bring it to a total of 2 164 811,83 €, i.e. 10% of the share capital,
- the balance of 102 104 370,65 €, to the retained earnings account with a prior balance of 2 549 723,21 €, which after allocation amounts to: 104 654 093,86 €.

The General Meeting, noting distributable net profit of 104 654 093,86 €, proposes to distribute an ordinary cash dividend of 0,30 € per share, drawn from the retained earnings account.

The total amount of the proposed distribution, based on the 50 936 749 ordinary shares comprising the share capital as at 31 December 2025, amounts to 15 281 024,70 €.

After distribution, the balance of the retained earnings account amounts to 89 373 069,16 €.

The number of ordinary shares carrying dividend rights on the dividend payment date will result in an adjustment to the total amount of the dividend. The amount allocated to the retained earnings account will be determined on the basis of the dividends actually paid.

It is recalled that, for individuals who are tax resident in France, this dividend is subject to the single flat-rate levy at an overall rate of 31.4%, unless they opt for taxation of this income according to the progressive scale of income tax. In the latter case, the full amount so distributed will be eligible for the 40% allowance referred to in Article 158 3-2° of the French General Tax Code.

The ex-dividend date is set at 27 May 2026 and this dividend will be paid from 29 May 2026.

In accordance with Article 243 bis of the French General Tax Code, the General Meeting notes that, for the last three financial years, the distributions of dividends and income have been as follows:

Financial year	Dividends	Other distributed income
2024	5 078 255,20 € i.e. a dividend of 0,10 € per share	Nil
2023	Nil	Nil
2022	Nil	Nil

**Fourth resolution – Special Report of the Statutory Auditors referred to in Article L 225-40 of the French Commercial Code**

The General Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors’ Report and the Special Report of the Statutory Auditors, notes that there is no new agreement and no agreement that continued during the year ended 31 December 2025, as set out in said Report of the Statutory Auditors.

**Fifth resolution - Renewal of Mr Michel Mariton's term of office as director**

The General Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report and having noted that the term of office of Mr Michel Mariton, director, expires at the close of this Meeting, decides to renew Mr Michel Mariton's term of office as director for a period of four years, i.e. until the close of the Ordinary General Meeting called to rule on the financial statements for the year ended 31 December 2029, in accordance with the Company's Articles of Association.

The General Meeting notes that Mr Michel Mariton has informed the Company of the number of shares he holds and has provided the information required by Article R. 225-83 of the French Commercial Code.

**Sixth resolution - Renewal of Ms Brigitte Geny's term of office as director**

The General Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report and having noted that the term of office of Ms Brigitte Geny, director, expires at the close of this Meeting, decides to renew Ms Brigitte Geny's term of office as director for a period of four years, i.e. until the close of the Ordinary General Meeting called to rule on the financial statements for the year ended 31 December 2029, in accordance with the Company's Articles of Association.

The General Meeting notes that Ms Brigitte Geny has informed the Company of the number of shares she holds and has provided the information required by Article R. 225-83 of the French Commercial Code.

**Seventh resolution - Approval of the directors' remuneration policy for the 2026 financial year**

The General Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report on corporate governance, which includes, inter alia, the directors' remuneration policy drawn up pursuant to Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy applicable to the directors (including its Chairman) for the 2026 financial year, as presented in Section 3.3.1.3 of the Company's 2025 Universal Registration Document (in which said Board of Directors' Report is incorporated).

**Eighth resolution - Approval of the remuneration policy applicable to Mr Jérôme CERISIER, Chief Executive Officer, for the 2026 financial year**

The General Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report on corporate governance, which includes, inter alia, the remuneration policy for executive corporate officers drawn up pursuant to Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy applicable to Mr Jérôme CERISIER, Chief Executive Officer, for the 2026 financial year, as presented in Section 3.3.1.4 of the Company's 2025 Universal Registration Document (in which said Board of Directors' Report is incorporated).

**Ninth resolution - Approval of the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid during the year ended 31 December 2025, or awarded in respect of that same year, to Mr Jérôme CERISIER, Chief Executive Officer of the Company**

The General Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings and pursuant to Article L. 22-10-34 of the French Commercial Code, having reviewed the Board of Directors' Report on corporate governance, which includes, inter alia, the items referred to in Article L. 22-10-9 of the French Commercial Code, approves the fixed, variable and exceptional components making up the

total remuneration and benefits of any kind paid during the year ended 31 December 2025, or awarded in respect of that same year, to Mr Jérôme CERISIER, Chief Executive Officer, as presented in Section 3.3.2.3 of the Company's 2025 Universal Registration Document (in which said Board of Directors' Report is incorporated).

**Tenth resolution - Approval of the information referred to in Article L. 22-10-9, I of the French Commercial Code, pursuant to Article L. 22-10-34, I of the French Commercial Code**

The General Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report on corporate governance (incorporated in the Company's 2025 Universal Registration Document), which includes, inter alia, the information referred to in Article L. 22-10-9, I of the French Commercial Code, approves said information as presented in Section 3.3.2 of the Company's 2025 Universal Registration Document.

**Eleventh resolution - Authorisation and powers to be granted to the Board of Directors to enable the Company to deal in its own shares**

The General Meeting, acting under the quorum and majority conditions of Ordinary General Meetings, having reviewed the Board of Directors' Report, grants, for a period of eighteen (18) months from this General Meeting, authorisation to the Board of Directors to deal in the Company's shares, in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, Articles 241-1 et seq. of the General Regulation of the Autorité des Marchés Financiers, Regulation (EU) No 596/2014 of the European Parliament and of the Council dated 16 April 2014 on market abuse (the "MAR Regulation") and Commission Delegated Regulation (EU) No 2016/1052 of 8 March 2016 supplementing the MAR Regulation, with power to subdelegate under the conditions laid down by law.

The purchase of shares, as well as their sale or transfer, may be carried out, in one or more instalments, at any time except during the period beginning when a third party files a draft public offer for the Company's securities and until the end of the offer period, within the limits and in accordance with the procedures defined by the legislative and regulatory provisions in force, and by any means, in particular on-market or off-market, including through block transactions, with the exception of the use of derivatives. The maximum portion of the buyback programme that may be carried out by way of acquisition or disposal of blocks of securities may amount to the entirety of the authorised share buyback programme.

The Company may:

- acquire its own shares up to a limit of ten per cent (10%) of the shares comprising the share capital on the date of the buyback, as adjusted to take account of transactions that may affect it after the adoption of this resolution and less treasury shares, at a price per share not exceeding one hundred and forty euros (140 €). However, the maximum number of treasury shares that may be bought back shall be set at five per cent (5%) of the total number of shares comprising the share capital where the shares are acquired by the Company with a view to retaining them and subsequently delivering them in payment or exchange in connection with a merger, demerger or contribution transaction. Furthermore, where the shares are bought back to foster liquidity under the conditions defined by the General Regulation of the Autorité des Marchés Financiers, the number of shares to be taken into account for the calculation of the ten per cent (10%) limit shall correspond to the number of shares purchased, less the number of shares resold during the period of authorisation;
- sell, assign or transfer by any means all or part of the shares thus acquired;
- allocate, cover and honour any share purchase option plan, free share award plan or any other form of

allocation for the benefit of employees and/or corporate officers of the Company and its affiliated companies under the conditions defined by the applicable legislative and regulatory provisions;

- or cancel said shares by way of a reduction of the share capital, subject to the adoption of the 12th resolution, within the limit of ten per cent (10%) of the Company's share capital per period of twenty-four (24) months.

In the event of a capital increase through capitalisation of reserves and a bonus share issue, or a share split or reverse share split, the prices indicated above shall be adjusted by a multiplier equal to the ratio between the number of shares comprising the capital before the transaction and that number after the transaction.

The General Meeting decides that these share purchases may be carried out for any purpose permitted by law or which may become permitted by law, and in particular for the purpose of:

- ensuring liquidity in the share or supporting the share price under a liquidity agreement compliant with the accepted market practice established by the Autorité des Marchés Financiers in its decision No. 2021-01 of 22 June 2021 and entered into with an investment services provider acting independently;
- retaining the acquired securities and subsequently delivering them in payment or exchange in connection with possible external growth, merger, demerger or contribution transactions;
- implementing and honouring obligations, and in particular delivering shares on the exercise of rights attached to securities giving access by any means, immediately or in the future, to shares of the Company, and carrying out any hedging transactions in respect of the Company's obligations related to such securities, under the conditions laid down by market authorities and at such times as the Board of Directors or the person acting under a delegation from the Board of Directors shall determine;
- cancelling all or part of the securities acquired, subject to the adoption, by the Extraordinary General Meeting, of the 12th resolution authorising the Board of Directors to reduce the share capital by cancellation of treasury shares;
- covering share purchase option plans reserved for employees or other share allocations made under the conditions provided for in Articles L. 3332-1 et seq. and R. 3332-4 of the French Labour Code, or the allocation of Company shares to employees and/or corporate officers of the Company or the companies referred to in Article L. 225-197-2 of the French Commercial Code, or the allocation of shares in the context of employee profit-sharing in the fruits of expansion.

The General Meeting grants all powers to the Board of Directors, with power to subdelegate under the conditions laid down by law, to place any orders, enter into any agreements, carry out any formalities and make any declarations to any bodies and, generally, do whatever is necessary.

This delegation supersedes and replaces with effect from today, for the unused portion and unexpired period, any previous delegation having the same purpose, in particular the 10th resolution of the Combined General Meeting of 23 May 2025.

### Within the authority of the Extraordinary General Meeting

#### **Twelfth resolution - Authorisation granted to the Board of Directors to reduce the Company's share capital by cancelling shares held in treasury**

The General Meeting, acting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' Report and the special report of the Statutory Auditors:

1. authorises the Board of Directors, with power to subdelegate under the legislative and regulatory conditions, to:

- i. cancel, at its sole discretion, in one or more instalments, within the limit of 10% of the amount of the share capital existing on the date of cancellation (that is to say adjusted to take account of transactions affecting the share capital since the adoption of this resolution), per period of twenty-four (24) months, all or part of the shares acquired by the Company pursuant to a share buyback programme authorised by the shareholders;
  - ii. correlatively reduce the share capital and charge the difference between the buyback price of the cancelled shares and their nominal value to such available share premiums and reserves as it shall choose, including the legal reserve up to the limit of 10% of the capital reduction carried out.
2. grants all powers to the Board of Directors, with power to subdelegate under the legislative and regulatory conditions, for the purpose of determining the final amount of the capital reductions within the limits provided by law and this resolution, determining their terms, recording their completion, carrying out all acts, formalities or declarations with a view to making final any capital reductions that may be carried out under this authorisation and amending the Articles of Association accordingly;
  3. decides that this authorisation, which cancels and replaces that granted by the eleventh resolution of the General Meeting of 23 May 2025, is granted for a period of twenty-four (24) months from this General Meeting.

**Thirteenth resolution – Authorisation granted to the Board of Directors to award Company shares to corporate officers and employees of the Company and affiliated companies, automatically entailing the shareholders' waiver of their preferential subscription right**

The General Meeting, acting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' Report and the special report of the Statutory Auditors:

1. authorises the Board of Directors, pursuant to Articles L. 225-197-1 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code, to make, in one or more instalments, free awards of existing or newly issued Company shares, for the benefit of staff members or certain categories of them, as determined by it from among the employees and eligible corporate officers of the Company or affiliated companies within the meaning of Article L. 225-197-2 of the French Commercial Code;
2. decides that the Board of Directors shall determine the identity of the beneficiaries of the awards as well as the conditions and criteria for awarding the shares;
3. decides that the total number of shares awarded free of charge may not exceed 1.15% of the Company's share capital on the date of the award decision by the Board of Directors, it being specified that (i) the nominal amount of any capital increase carried out pursuant to this delegation shall count against the overall nominal ceiling of ten million seven hundred and ninety thousand euros (10 790 000 euros) provided for capital increases in paragraph 2 of the thirteenth resolution of the General Meeting of 23 May 2025 and (ii) against a nominal ceiling of two hundred and fifty thousand euros (250 000 euros), which is a common ceiling for the 13th and 14th resolutions. This ceiling shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of holders of securities or other rights giving access to the Company's share capital. The General Meeting authorises, insofar as necessary, the Board of Directors to increase the share capital through capitalisation of reserves accordingly;
4. decides that the maximum number of shares that may be awarded to executive corporate officers within the meaning of the AFEP-MEDEF Corporate Governance Code for listed companies may not represent more than 20% of the overall envelope authorised by this General Meeting;
5. decides that the final vesting of the shares awarded under this authorisation shall be subject to performance conditions set by the Board of Directors;

6. decides (a) that the award of shares to their beneficiaries shall vest finally at the end of a vesting period of at least three years, the length of which shall be set by the Board of Directors, and (b) that the beneficiaries shall, if the Board of Directors deems it useful or necessary, retain said shares for a period freely determined by the Board of Directors, it being specified that the combined duration of the vesting and, where applicable, holding periods shall be set in compliance with the minimum conditions provided by law;
7. further decides that, in the event of the beneficiary's disability corresponding to classification in the second or third of the categories provided for by Article L. 341-4 of the French Social Security Code, the shares shall vest finally before the end of the remaining vesting period. The shares shall be freely transferable from their delivery;
8. recalls that this authorisation automatically entails, in favour of the beneficiaries of the shares awarded free of charge, the shareholders' waiver of their preferential subscription right to the shares that may be issued under this resolution;
9. delegates all powers to the Board of Directors, with power to delegate under the legal and regulatory conditions, to implement this authorisation, under the above conditions and within the limits authorised by the provisions in force and, in particular, to set the terms, conditions and criteria for the award of shares that may be made under this authorisation, the dividend entitlement dates of the new shares, take any measures, if it so decides, to protect the rights of the beneficiaries of free share awards by making any adjustments, record the completion of the capital increases, amend the Articles of Association accordingly, and more generally carry out all necessary formalities for the issue, listing and financial servicing of the securities issued under this resolution and do whatever is useful and necessary under the laws and regulations in force;
10. notes that, in the event that the Board of Directors should use this authorisation, it shall inform each year the Ordinary General Meeting of the transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 and L. 22-10-59 of the French Commercial Code, under the conditions provided for by Article L. 225-197-4 of said Code;
11. decides that this authorisation, which cancels and replaces that granted by the nineteenth resolution of the General Meeting of 23 May 2025, is granted for a period of twenty-six (26) months from this General Meeting.

**Fourteenth resolution – Authorisation granted to the Board of Directors concerning the issue of ordinary share subscription warrants (the 'BSA'), pursuant to Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code, for the benefit of corporate officers and employees of the Company and affiliated companies, determined categories of persons, implying the shareholders' waiver of their preferential subscription right**

The General Meeting, acting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' Report and the special report of the Statutory Auditors:

1. authorises the Board of Directors, pursuant to Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code, to grant BSA, in one or more instalments, for the benefit of staff members (including regular service providers) or certain categories thereof, from among the employees and corporate officers of the Company or affiliated companies, categories of persons within the meaning of Article L. 225-138 of the French Commercial Code, with cancellation of the shareholders' preferential subscription right to said BSA, in accordance with the conditions defined in Article L. 225-135 of the French Commercial Code;
2. decides that the Board of Directors shall determine the identity of the beneficiaries of the BSA as well as the allocation criteria and the specific conditions associated with the issue of the BSA in accordance with Article L. 225-138 of the French Commercial Code;

3. decides that the nominal amount of the capital increases that may ultimately be carried out under this delegation shall be twenty-five thousand euros (25 000 euros), it being specified that (i) the nominal amount of the capital increases carried out pursuant to this resolution and the 13th resolution of this General Meeting shall count against a ceiling of two hundred and fifty thousand euros (250 000 euros), which is a common ceiling for the 13th and 14th resolutions, and (ii) the nominal amount of any capital increase carried out pursuant to this delegation shall count against the overall nominal ceiling of ten million seven hundred and ninety thousand euros (10 790 000 euros) provided for capital increases in paragraph 2 of the thirteenth resolution of the General Meeting of 23 May 2025. This ceiling shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of holders of securities or other rights giving access to the Company's share capital. The General Meeting authorises, insofar as necessary, the Board of Directors to increase the share capital through capitalisation of reserves accordingly;
4. decides that the maximum number of BSA that may be granted to executive corporate officers within the meaning of the AFEP-MEDEF Corporate Governance Code for listed companies may not represent more than 20% of the overall envelope authorised by this General Meeting;
5. decides that the ability of beneficiaries of the BSA to exercise the BSA granted under this authorisation shall be subject to performance conditions set by the Board of Directors;
6. decides that the BSA may be exercised by their beneficiaries only after the expiry of a period of at least three years, the length of which shall be set by the Board of Directors;
7. decides that the issue price of the BSA shall be equal to 0.01 euro per BSA;
8. decides that the subscription price of the shares upon exercise of the BSA shall be determined by the Board of Directors by reference to the volume-weighted average of the prices over the last five (5) trading sessions preceding the decision of the Board of Directors to grant the BSA, reduced, where applicable, by a maximum discount of 20%;
9. recalls that this authorisation automatically entails, in favour of the beneficiaries of the BSA granted, the shareholders' waiver of their preferential subscription right to the shares that may be issued on exercise of the BSA;
10. decides to set the exercise period of the BSA at ten (10) years from their grant; it being specified, however, that this period may be reduced by the Board of Directors for beneficiaries resident in a given country insofar as this would be necessary in order to comply with the law of that country;
11. delegates all powers to the Board of Directors, with power to delegate under the legal and regulatory conditions, to implement this authorisation, under the above conditions and within the limits authorised by the provisions in force and, in particular, to set the terms, conditions and criteria for the grant of the BSA, the dates on which the BSA may be exercised, the dates from which the shares resulting from the exercise of the BSA shall carry dividend rights, take any measures, if it so decides, to protect the rights of the beneficiaries of the BSA by making any adjustments, record the completion of the capital increases, amend the Articles of Association accordingly, and more generally carry out all formalities necessary for the issue, listing and financial servicing of the shares resulting from the exercise of the BSA and do whatever is useful and necessary under the laws and regulations in force;
12. decides that this authorisation, which cancels and replaces that granted by the twentieth resolution of the General Meeting of 23 May 2025, is granted for a period of eighteen (18) months from this General Meeting.

**Fifteenth resolution – Delegation of authority to the Board of Directors to increase the share capital with cancellation of the preferential subscription right by issuing Company shares reserved for participants in an employee savings plan**

The General Meeting, acting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' Report and the special report of the Statutory Auditors and in accordance with Articles L. 225-129-2, L. 225-129-6, L. 225-138, L. 22-10-49 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labour Code:

1. delegates to the Board of Directors, with power to subdelegate under the legislative and regulatory conditions, its authority to proceed, in one or more instalments, at its sole discretion, in such proportions and at such times as it sees fit, both in France and abroad, with the issue of new shares, the issue being reserved for employees, former employees and eligible corporate officers of the Company and/or companies affiliated with the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, who are participants in an employee savings plan;
2. cancels, in favour of said participants, the shareholders' preferential subscription right to the shares that may be issued under this authorisation and waives any rights to shares that may be allotted free of charge on the basis of this resolution by way of discount and/or matching contribution;
3. decides that the nominal amount of the capital increase that may be carried out pursuant to this delegation of authority may not exceed six hundred and forty-seven thousand four hundred euros (647 400 euros) or the equivalent in any other currency, it being specified (i) that the nominal amount of the capital increases carried out pursuant to this resolution and the sixteenth resolution submitted to this General Meeting shall count against this ceiling, and (ii) that the nominal amount of any capital increase carried out pursuant to this delegation shall count against the overall nominal ceiling of ten million seven hundred and ninety thousand euros (10 790 000 euros) provided for capital increases in paragraph 2 of the thirteenth resolution of the General Meeting of 23 May 2025. These ceilings shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of holders of securities or other rights giving access to the Company's share capital;
4. decides that the subscription price of the shares issued pursuant to this delegation shall be determined under the conditions provided for by Article L. 3332-19 of the French Labour Code, it being specified that the maximum discount in relation to an average of the quoted prices of the share over the twenty (20) trading sessions preceding the decision setting the opening date of the subscription may not exceed 30%. However, when implementing this delegation, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular because of tax, social or accounting constraints applicable in the countries where the Group entities participating in the capital increase transactions are located. The Board of Directors may also decide to allot free shares to subscribers for new shares, in substitution for the discount and/or by way of matching contribution;
5. decides that the Board of Directors shall have full powers, with power to subdelegate under the legislative and regulatory conditions, to implement this delegation, within the limits and subject to the conditions specified above, in particular to:
  - i. decide the issue of new Company shares;
  - ii. draw up the list of companies whose employees, former employees and eligible corporate officers may benefit from the issue, determine the conditions to be met by beneficiaries in order to subscribe, directly or through a mutual fund, for the shares that will be issued under this delegation of authority;
  - iii. set the amounts of such issues and determine the subscription prices of the shares and the subscription dates, the terms of each issue and the conditions for subscription, payment and delivery of the shares issued under this delegation of authority, as well as the date, even retroactive, from which the new shares shall carry dividend rights;
  - iv. decide, pursuant to Article L. 3332-21 of the French Labour Code, to allot, free of charge, shares to be issued or already issued, by way of matching contribution and/or, where applicable, discount, provided that taking their cash equivalent, valued at the subscription price, into account does not have the effect of exceeding the limits laid down in Article L. 3332-11 of the French Labour Code and, in the event of an issue

of new shares by way of discount and/or matching contribution, capitalise the reserves, profits or share premiums necessary to pay up said shares;

- v. set the period granted to subscribers to pay for their shares;
  - vi. record or have recorded the completion of the capital increase up to the amount of the shares that are actually subscribed and amend the Articles of Association;
  - vii. on its sole initiative, charge the expenses of the capital increase or increases against the premiums relating to such increases and deduct from that amount the sums necessary to bring the legal reserve to one tenth of the new capital after each increase;
  - viii. in general, take any measures and carry out any formalities useful for the issue and listing of the shares issued and resulting capital increases and the corresponding amendments to the Articles of Association under this delegation.
6. decides that this delegation, which cancels and replaces that granted by the twenty-second resolution of the General Meeting of 23 May 2025, is granted for a period of twenty-six (26) months from this General Meeting.

**Sixteenth resolution - Delegation of authority to the Board of Directors to increase the share capital by issuing shares with cancellation of the preferential subscription right in favour of a specified category of beneficiaries**

The General Meeting, acting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' Report and the special report of the Statutory Auditors and in accordance with Articles L. 225-129 et seq., L. 22-10-49 and L. 225-138 of the French Commercial Code:

1. delegates, with power to subdelegate under the legislative and regulatory conditions, its authority to proceed, in one or more instalments, at its sole discretion, in such proportions and at such times as it sees fit, both in France and abroad, with the issue of new shares, the issue being reserved for one or more categories of beneficiaries meeting the following characteristics: (i) employees and/or corporate officers of the Company and/or companies affiliated with the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code and having their registered office outside France; (ii) one or more mutual funds or other entities under French or foreign law, with or without legal personality, subscribing on behalf of the persons designated in paragraph (i) above, and (iii) one or more financial institutions mandated by the Company to offer the persons designated in paragraph (i) above a share ownership scheme comparable to those offered to Company employees in France;
2. cancels, in favour of said beneficiaries, the shareholders' preferential subscription right to the shares that may be issued under this delegation;
3. notes that this delegation entails the shareholders' waiver of their preferential subscription right to the Company's equity securities to which the securities that may be issued on the basis of this delegation may give entitlement, whether immediately or in the future;
4. decides that the nominal amount of the capital increase that may be carried out pursuant to this delegation of authority may not exceed six hundred and forty-seven thousand four hundred euros (647 400 euros) or the equivalent in any other currency, it being specified that the nominal amount of any capital increase carried out pursuant to this delegation shall count against (i) the nominal ceiling of six hundred and forty-seven thousand four hundred euros (647 400 euros) provided for in paragraph 3 of the fifteenth resolution of this General Meeting and (ii) the overall nominal ceiling of ten million seven hundred and ninety thousand euros (10 790 000 euros) provided for capital increases in paragraph 2 of the thirteenth resolution of the General Meeting of 23 May 2025. These ceilings shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of holders of securities or other rights giving access to the Company's share capital;

5. decides that the subscription price of the shares issued pursuant to this delegation may not be more than 30% below an average of the quoted prices of the share over the twenty (20) trading sessions preceding the date of the decision setting the opening date of the subscription, nor higher than that average. However, when implementing this delegation, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular because of tax, social or accounting constraints applicable in a given country or countries where the Group entities participating in the capital increase transactions are located. Furthermore, in the event of a transaction carried out under this resolution concurrently with a transaction carried out pursuant to the fifteenth resolution, the subscription price of the shares issued under this resolution may be identical to the subscription price of the shares issued on the basis of the fifteenth resolution;

6. decides that the Board of Directors shall have full powers, with power to subdelegate under the legislative and regulatory conditions, to implement this delegation, within the limits and subject to the conditions specified above, in particular to:

i. set the list of beneficiaries, within the categories of beneficiaries defined above, for each issue and the number of shares to be subscribed by each of them, pursuant to this delegation of authority;

ii. set the amounts of such issues and determine the prices and subscription dates, the terms of each issue and the conditions for subscription, payment and delivery of the shares issued pursuant to this delegation of authority, as well as the date, even retroactive, from which the new shares shall carry dividend rights;

iii. set the period granted to subscribers to pay for their shares;

iv. record or have recorded the completion of the capital increase up to the amount of the shares that are actually subscribed and amend the Articles of Association;

v. on its sole initiative, charge the expenses of the capital increase or increases against the premiums relating to such increases and deduct from that amount the sums necessary to bring the legal reserve to one tenth of the new capital after each increase;

vi. in general, take any measures and carry out any formalities useful for the issue and listing of the shares issued and resulting capital increases and the corresponding amendments to the Articles of Association under this delegation.

7. decides that this delegation, which cancels and replaces that granted by the twenty-third resolution of the General Meeting of 23 May 2025, is granted for a period of eighteen (18) months from this General Meeting.

### Within the authority of the Ordinary General Meeting

#### **Seventeenth resolution - Powers to carry out formalities**

The General Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings, grants all powers to the bearer of copies or extracts of these minutes to carry out all legal formalities.