

RENAULT

Société anonyme with a share capital of 1,126,701,902.04 euros
Registered office: 122-122bis avenue du Général Leclerc - 92100 Boulogne-Billancourt
441 639 465 R.C.S. Nanterre

ANNUAL GENERAL MEETING OF MAY 16, 2024

ORDINARY GENERAL MEETING

1. Approval of the Company's annual financial statements for the financial year ended December 31, 2023;
2. Approval of the Company's consolidated financial statements for the financial year ended December 31, 2023;
3. Allocation of the financial result of the financial year ended December 31, 2023, and setting the dividend;
4. Statutory auditors' report on the information used to determine the compensation for participating shares;
5. Approval of the related-party agreements and commitments governed by Articles L.225-38 *et seq.* of the French Commercial Code;
6. Approval of the related-party agreement named "Framework Agreement" and of its amendment entered into between the Company and Nissan Motor Co., Ltd;
7. Approval of the related-party agreement named "New Alliance Agreement" and of its amendment entered into between the Company and Nissan Motor Co., Ltd;
8. Approval of the related-party agreement named "Ampere Investment Agreement" entered into between the Company and Nissan Motor Co., Ltd;
9. Approval of the related-party agreement named "Notice of sale of Nissan shares" entered into between the Company and Nissan Motor Co., Ltd;
10. Approval of the related-party agreement named "Deed of termination of the Governance Agreement" entered into between the Company and the French State;
11. Appointment of Mazars SA as sustainability auditor;
12. Appointment of KPMG SA as sustainability auditor;
13. Approval of the information relating to the compensation of directors and corporate officers awarded for the financial year ended December 31, 2023 mentioned in Article L.22-10-9 I of the French Commercial Code;
14. Approval of the components of the overall compensation and benefits of any kind paid during or awarded for the financial year ended December 31, 2023 to Mr. Jean-Dominique Senard, Chairman of the Board of Directors;
15. Approval of the components of the overall compensation and benefits of any kind paid during or awarded for the financial year ended December 31, 2023 to Mr. Luca de Meo, Chief Executive Officer;
16. Approval of the compensation policy of the Chairman of the Board of Directors for the 2024 financial year;
17. Approval of the compensation policy of the Chief Executive Officer for the 2024 financial year;
18. Approval of the compensation policy of the directors for the 2024 financial year;
19. Authorization granted to the Board of Directors to perform Company share transactions.

EXTRAORDINARY GENERAL MEETING:

20. Authorization granted to the Board of Directors to reduce the Company's share capital by cancelling treasury shares;
21. Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits or premiums or any other sum whose capitalization would be permitted;
22. Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or securities granting access shares, with shareholders' preferential subscription rights;
23. Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription right, shares and/or equity securities granting access to other equity securities to be issued with optional priority period, through public offerings other than those referred to in 1 of article L.411-2 of the French Monetary and Financial Code;
24. Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription right, shares and/or securities granting access to equity securities to be issued, through public offerings referred to in 1 of article L.411-2 of the French Monetary and Financial Code;
25. Delegation of powers to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to equity securities to be issued, in return for contributions in kind;
26. Delegation of authority to the Board of Directors to increase the share capital without preferential subscription right by issuing Company shares reserved for members of a company savings plan;
27. Authorization for the Board of Directors to allot shares in favour of certain employees and executive officers of the Company and related companies without the preferential subscription right.

ORDINARY GENERAL MEETING:

28. Powers to carry out formalities.

I. ORDINARY GENERAL MEETING

First resolution: *Approval of the Company's statutory financial statements for the financial year ended December 31, 2023*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' reports and the statutory auditors' report on the annual financial statements, approves the annual financial statements for the financial year ended December 31, 2023, as presented, as well as the transactions disclosed in those financial statements and summarized in those reports.

Second resolution: *Approval of the Company's consolidated financial statements for the financial year ended December 31, 2023*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' reports and the statutory auditors' report on the consolidated financial statements, approves the consolidated financial statements for the financial year ended December 31, 2023, as presented, as well as the transactions disclosed in those financial statements and summarized in those reports.

Third resolution: *Allocation of the profit of the financial year ended December 31, 2023 and setting the dividend*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the reports of the Board of Directors and of the Statutory auditors, notes that the profit for the financial year amounts to € 925,962,243.82 and that the amount available for the allocation of the profit amounts to €10,863,275.22, resolves to allocate the profit of the financial year ended December 31, 2023 as follows:

Profit for the 2023 financial year	€ 925,962,243.82
Allocation to the statutory reserve	-
Retained earnings as of December 31, 2023	€ 9,937,313,698.40
Distributable profit	€ 10,863,275,942.22
Dividends drawn out from distributable profit	€ 537,235,863.40
Balance of retained earnings after allocation	€ 10,326,040,078.82

The amount of retained earnings includes the amount of dividends not paid to treasury shares (as of December 31, 2023).

In the event of a change in the number of shares entitling the holder to a dividend as of December 31, 2023, the total amount of dividends would be adjusted accordingly and the balance allocated to retained earnings would be determined based on the dividends actually paid.

It is specified, pursuant to the tax legislation currently in force, that the entire dividend of € 537,235,863.40 (after deduction of the 5,324,520 treasury shares held on December 31, 2023), which represents a dividend of €1.85 per share before social security deductions and the flat-rate non-liberal withholding tax provided for in Article 117 quater of the French General Tax Code, is, for individuals who are tax residents, eligible for the 40% deduction mentioned in Article 158 §3, 2° of the French General Tax Code in the event of an option to be taxed according to the income tax scale.

The dividend to be distributed shall be detached from the share on May 22, 2024, and shall be paid on May 24, 2024.

The Annual General Meeting resolves that, in accordance with the provisions of Article L. 225-210 of the

French Commercial Code, the amount of the dividend corresponding to the shares that the Company would come to hold at the time of payment will be allocated to the "retained earnings" account.

In accordance with legal provisions, the amount of dividends distributed in respect of the previous three financial years and the income eligible for tax deduction referred to in Article 158 §3, 2° of the French General Tax Code were set as follows:

	Financial year 2020	Financial year 2021	Financial year 2022
Dividend per share	0 €	0 €	0,25 €
Amount of income distributed that is eligible for the 40% tax deduction	0 €	0 €	0,25 €
Amount of income distributed that is not eligible for the 40% tax deduction	-	-	-

Fourth resolution: Statutory auditors' report on the information used to determine the compensation for participating shares

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, and having reviewed the Statutory auditors' report on the information used to determine the compensation of participating shares, deliberating on this report, takes note of the information used to determine the compensation of participating shares.

Fifth resolution: Approval of the related-party agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report on the related-party agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code, acknowledges the information on agreements and commitments entered into and authorized during the previous financial years and whose implementation continued during the last financial year, as mentioned therein.

Sixth resolution: Approval of the related-party agreement named "Framework Agreement" and of its amendment entered into between the Company and Nissan Motor Co., Ltd

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the statutory auditors' special report on the related-party agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code, acknowledges the said report and authorizes the agreement named "Framework Agreement" dated February 6, 2023 and its amendment dated November 7, 2023 ("First Amendment to the Framework Agreement") entered into by the Company and Nissan Motor Co., Ltd, as previously authorized by the Board of Directors on its meetings on February 5, 2023 and November 5, 2023 and described in the report aforementioned.

Seventh resolution: Approval of the related-party agreement named "New Alliance Agreement" and of its amendment entered into between the Company and Nissan Motor Co., Ltd

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the statutory auditors' special report on the related-party agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code, acknowledges the said report and authorizes the agreement named "New Alliance Agreement" dated July 26, 2023 and its amendment dated November 7, 2023 ("First Amendment and Restatement of the New Alliance Agreement") entered into by the Company and Nissan Motor Co., Ltd, as previously authorized by the Board of Directors on its meetings on February 5, 2023 and November 5, 2023 and described in the report aforementioned.

Eighth resolution: Approval of the related-party agreement named "Ampere Investment Agreement" entered into between the Company and Nissan Motor Co., Ltd

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the statutory auditors' special report on the related-party agreements and

commitments governed by Articles L. 225-38 *et seq.* of the French Commercial Code, acknowledges the said report and authorizes the agreement named “*Ampere Investment Agreement*” dated July 26, 2023 entered into by the Company and Nissan Motor Co., Ltd, as previously authorized by the Board of Directors on its meeting on February 5, 2023 and described in the report aforementioned.

Ninth resolution: *Approval of the related-party agreement named “Notice of sale of Nissan shares” entered into between the Company and Nissan Motor Co., Ltd*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the statutory auditors’ special report on the related-party agreements and commitments governed by Articles L. 225-38 *et seq.* of the French Commercial Code, acknowledges the said report and authorizes the agreement named “Notice of sale of Nissan shares” dated December 12, 2023 entered into by the Company and Nissan Motor Co., Ltd, as previously authorized by the Board of Directors on its meeting on December 11, 2023 and described in the report aforementioned.

Tenth resolution: *Approval of the related-party agreement named “Deed of termination of the Governance Agreement” entered into between the Company and the French State*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the statutory auditors’ special report on the related-party agreements and commitments governed by Articles L. 225-38 *et seq.* of the French Commercial Code, acknowledges the said report and authorizes the agreement named “Deed of termination of the Governance Agreement” dated November 8, 2023 entered into by the Company and the French State, as previously authorized by the Board of Directors on its meeting on November 5, 2023 and described in the report aforementioned.

Eleventh resolution: *Appointment of Mazars SA as sustainability auditor*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, upon recommendation of the Board of Directors and in accordance with article L.233-28-4 of the French Commercial Code, appoints, as statutory auditor in charge of certifying sustainability reporting, for a term of two (2) financial years, corresponding to the remaining term of its mission to certify the Company’s financial statements i.e. until the Annual General Meeting called to rule on the financial statements for the year ending on December 31, 2025:

- MAZARS: public limited company, having its registered office at Tour Exaltis 61 rue Henri Regnault 92400 Courbevoie, registered with the Nanterre Trade and companies register under number 784 824 153.

Mazars SA has indicated that it accepts these functions and that it is not affected by any incompatibility or prohibition likely to prevent its appointment.

Twelfth resolution: *Appointment of KPMG SA as sustainability auditor*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, upon recommendation of the Board of Directors and in accordance with article L.233-28-4 of the French Commercial Code, appoints, as statutory auditor in charge of certifying sustainability reporting, for a term of two (2) financial years, corresponding to the remaining term of its mission to certify the Company’s financial statements i.e. until the Annual General Meeting called to rule on the financial statements for the year ending on December 31, 2025:

- KPMG: public limited company, having its registered office at Tour EQHO, 2 avenue Gambetta, 92066 Paris La Defense Cedex, registered with the Nanterre Trade and companies register under number 775 726 417.

KPMG SA has indicated that it accepts these functions and that it is not affected by any incompatibility or prohibition likely to prevent its appointment.

Thirteenth resolution: *Approval of the information relating to the compensation of directors and corporate officers awarded for the financial year ended December 31, 2023 mentioned in Article L. 22-10-9 I of the French Commercial Code*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors’ report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 of the French Commercial Code, the information mentioned in Article L. 22-10-9 I of the French Commercial Code disclosed therein, as described in Chapters 3.2.2 and 3.2.3 of the Company’s 2023 universal registration document.

Fourteenth resolution: Approval of the components of the overall compensation and benefits of any kind paid during or awarded for the financial year ended December 31, 2023 to Mr. Jean-Dominique Senard, Chairman of the Board of Directors

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, and having reviewed the Board of Directors' report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the overall compensation and the benefits of any kind paid during the year ended December 31, 2023 or awarded for that year to Mr. Jean-Dominique Senard, Chairman of the Board of Directors, as described in Chapter 3.2.2.1 of the Company's 2023 Universal registration document.

Fifteenth resolution: Approval of the components of the overall compensation and benefits of any kind paid during or awarded for the financial year ended December 31, 2023 to Mr. Luca de Meo, Chief Executive Officer

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, and having reviewed the Board of Directors' report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the overall compensation and the benefits of any kind paid during the year ended December 31, 2023 or awarded for that year to Mr. Luca de Meo, Chief Executive Officer, as described in Chapter 3.2.2.2 of the Company's 2023 universal registration document.

Sixteenth resolution: Approval of the compensation policy of the Chairman of the Board of Directors for the 2024 financial year

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code describing the components of the compensation policy for the directors and corporate officers set by the Board of Directors, approves, pursuant to the provisions of Article L. 22-10-8 II of the French Commercial Code, the compensation policy of the Chairman of the Board of Directors for the 2024 financial year, as set out in Chapter [3.2.4.1] of the Company's 2023 universal registration document.

Seventeenth resolution: Approval of the compensation policy of the Chief Executive Officer for the 2024 financial year

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code describing the components of the compensation policy for the directors and corporate officers set by the Board of Directors, approves, pursuant to the provisions of Article L. 22-10-8 II of the French Commercial Code, the compensation policy of the Chief Executive Officer for the 2024 financial year, as set out in Chapter 3.2.4.2 of the Company's 2023 universal registration document.

Eighteenth resolution: Approval of the compensation policy of the directors for the 2024 financial year

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code describing the elements of the compensation policy for the directors and corporate officers set by the Board of Directors, approves, pursuant to the provisions of Article L. 22-10-8 II of the French Commercial Code, the compensation policy of the directors for the 2024 financial year, as set out in Chapter 3.2.4.3 of the Company's 2023 Universal registration document.

Nineteenth resolution: Authorization granted to the Board of Directors to perform Company share transactions

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report:

1. authorizes the Board of Directors, with the power to subdelegate, in accordance with legislative and regulatory conditions, pursuant to the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code, to acquire or have acquired, on one or more occasions and at such times as it shall determine, a number of shares in the Company that may not exceed 10% of the total number of shares of the share capital, at any time whatsoever.

These transactions may be carried out at any time, in accordance with applicable regulations, except during public bid for the Company's shares.

These percentages shall apply to a number of shares adjusted, where appropriate, based on the transactions that may affect the share capital after this Annual General Meeting.

The acquisitions made by the Company may not, under any circumstances, cause the Company to hold more than 10% of the shares forming its share capital at any time whatsoever.

2. resolves that this authorization may be used to:

i. provide liquidity and foster the Company's security market through an investment service provider acting independently within the scope of a liquidity agreement complying with the ethics charter recognized by the French *Autorité des marchés financiers*;

ii. allot shares to executive officers and employees of the Company and other Group entities, particularly within the scope of (i) profit-sharing; (ii) any Company stock option plan, within the scope of the provisions of articles L.225-177 *et seq.* and L.22-10-56 of the French Commercial Code; (iii) any savings plan in accordance with the provisions of articles L.3332-1 *et seq.* of the French Labour Code; or (iv) any free share allotments within the scope of the provisions of articles L.225-197-1 *et seq.* and L. 22-10-59 of the French Commercial Code, and perform any hedge transactions relating to such transactions, under the conditions laid down by the market authorities and at the times considered appropriate by the Board of Directors or the person acting on delegation of the Board of Directors;

iii. hand over the Company shares at the time of exercise of the rights attached to securities granting the right, directly or indirectly, by redemption, conversion, exchange, presentation of a note or in any other way to the allotment of Company shares within the scope of the regulations in force, and to perform any hedge transactions relating to such transactions, under the conditions laid down by the market authorities and at the times considered appropriate by the Board of Directors or the person acting on delegation of the Board of Directors;

iv. cancel all or some of the securities thus purchased, provided that the twentieth resolution of this General Assembly, or any resolution alike, is adopted;

v. implement any market practice which would become permitted by the French *Autorité des marchés financiers* and, more generally, perform any transaction complying with the regulations in force.

3. resolves that the maximum unit purchase price may not exceed a hundred euros (€100) per share, excluding costs. In the event of transactions on the Company capital, however, particularly a change in the nominal value of the share, a share capital increase by capitalizing reserves followed by the creation and free allotment of shares, a division or regrouping of securities, the Board of directors may adjust the aforesaid maximum purchase price to take into account the effect of these transactions on the value of the Company share;

4. resolves that the acquisition, sale or transfer of these shares may be made and paid for by any means authorized by the regulations in force, on a regulated market, on a multilateral trading system, with a systematic internalizer or over the counter, particularly by block acquisition or sale, by recourse to options or other derivative financial instruments, or to notes or, more generally, to securities granting the right to Company shares, at times considered appropriate by the Board of Directors;

5. resolves that the Board of Directors shall have all powers, with the power of sub-delegation under the legislative and regulatory conditions, so that, observing the legislative and regulatory provisions concerned, to make permitted allotments and, where appropriate, reallocations of shares bought back with a view to one of the aims of the program for one or more of its other aims or for the transfer thereof, on or off the market.

All powers shall consequently be conferred on the Board of directors, with the power of sub-delegation under the legislative and regulatory conditions, to implement this authorization, to state the terms thereof if necessary and to establish the procedures under the legislative conditions and those of this resolution, and in particular to place all trading orders, conclude all agreements, particularly for keeping records of purchases and sales of shares, make all declarations to the French *Autorité des marchés financiers* or any other competent authority, draw up any information document, fulfil all formalities and, in general, take all necessary measures.

The Board of directors shall inform the Shareholders' General Meeting, under the legislative conditions, of the transactions performed under this authorization.

6. resolves that this authorization, which cancels and replaces the one granted by the fifteenth resolution of the Annual General Meeting on May 11, 2023, is granted for a period of eighteen (18) months as from this Annual General Meeting.

II. EXTRAORDINARY GENERAL MEETING

Twentieth resolution: Authorization granted to the Board of directors to reduce the Company's share capital by cancelling treasury shares

The Annual General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, and having reviewed the Board of directors' report and the statutory auditors' special report:

1. authorizes the Board of directors with the power of sub-delegation under the provisions of article L. 22-10-62 of the French Commercial Code, to:

i. cancel, on its sole decision, on one or more occasions, up to a limit of 10% of the amount of the share capital existing at the date of cancellation (i.e. adjusted based on the transactions performed on the share capital since the adoption of this resolution), per 24-month period, all or some of the shares acquired by the Company under a share buy-back program authorized by the shareholders;

ii. correlatively reduce the share capital and allocate the difference between the buy-back price of the cancelled shares and their nominal value to the available premiums and reserves of its choice, including on the legal reserve within the limit of 10% of the capital reduction carried out;

2. confers all powers on the Board of Directors, with the power of sub-delegation under the legislative and regulatory conditions, to establish the final amount of the reductions in capital within the limits stipulated by law and this resolution, to set the procedure therefor, to acknowledge the execution thereof, and to perform any measures, formalities or declarations with a view to finalizing any reductions in capital that may be made under this authorization and to amend the bylaws accordingly;

3. resolves that this authorization, which cancels and replaces the one granted by the sixteenth resolution of the Annual General Meeting of May 11, 2023, is granted for a period of eighteenth (18) months as from this Annual General Meeting.

Twenty-first resolution: Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits or premiums or any other amount whose capitalization would be allowed

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of directors' report and acting in accordance with the provisions of Articles L.225-129, L.225-129-2, L.225-130 and L.22-10-50 of the French Commercial Code:

1. delegates to the Board of directors, with the power to sub-delegate, under legislative and regulatory conditions, the authority to increase, on one or more occasions, in such proportions and at such times as it sees fit, the Company's share capital by incorporation of the reserves, profits or premiums, from merger or contribution, or any other amount whose capitalization would be permitted by legislative or regulatory provisions, by means of the creation and free allocation of shares or by increasing the nominal value of existing shares or by a combination of both of these methods;

2. resolves that the maximum nominal amount of the share capital increase that could be decided and executed by the Board of directors, immediately and/or in the future, by virtue of the present delegation, may not exceed a maximum amount of one billion euros (€1,000,000,000), this cap being independent of that provided for in paragraph 3 of the twenty-second resolution below. This limit shall be increased, where appropriate, by the nominal value of the shares to be issued to preserve the rights of security holders or other rights granting access to the Company's share capital, in accordance with the legislative and regulatory provisions and, where appropriate, the contractual provisions applicable;

3. resolves that in the event of a share capital increase giving rise to the free allotment of new shares, the Board of directors may decide that fractional rights will not be negotiable and that the corresponding shares will be sold, in accordance with the provisions of Articles L.225-130 and L.22-10-50 of the French Commercial Code, with the proceeds of the sale being allotted to the holders of the rights within the time limits stipulated by the regulatory provisions;

4. resolves that the Board of Directors shall have all powers, with the power of sub-delegation under the legislative and regulatory conditions, to implement this delegation to effect the following, and in particular:

i. determine the terms and conditions of the authorized transactions and, in particular, set the amount and nature of reserves, profits, premiums or other sums to be capitalized, set the number of new shares to be issued and/or the amount by which the nominal value of existing shares comprising the share

capital is to be increased, set the date, even with retroactive effect, from which the new shares will carry dividend rights, or the date on which the increase in nominal value will take effect, and, where appropriate, make any deductions from the issue premium(s), in particular to cover the costs incurred in carrying out the issues, and, if deemed appropriate, deduct from the amount of the capital increase the sums required to bring the legal reserve up to one-tenth of the new share capital;

ii. take all necessary measures to protect the rights of security holders or other rights giving access to the Company's share capital existing on the date of the capital increase;

iii. record the completion of the share capital increase, take all necessary steps and enter into all agreements to ensure the successful completion of the proposed transaction(s) and, in general, do all that may be necessary, complete all acts and formalities to finalize the capital increase(s) that may be carried out under this authorization, and amend the Company's bylaws accordingly;

iv. take all necessary steps and arrange for the completion of all formalities required for the Company's shares to be admitted to trading on the Euronext Paris regulated market.

5. resolves that the Board of directors shall not be entitled, unless otherwise previously authorized by the Annual General Meeting, to make use of the present authorization as from the filing date by a third party of a public bid targeting the shares of the Company, up until the end of the related offer period;

6. resolves that this delegation, which cancels and replaces the one granted by the twenty-fourth resolution of the Annual General Meeting of May 25, 2022, is granted for a period of twenty-six (26) months as from this Annual General Meeting.

Twenty-second resolution: Delegation of authority to the Board of directors to increase the share capital by issuing shares and/or securities granting access to equity securities to be issued, with shareholders' preferential subscription rights.

The Annual General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the Board of directors' report and the statutory auditors' special report and in accordance with the provisions of articles L.225-129 *et seq.*, L.225-132, L.225-133, L.225-134, L.22-10-49 L.228-91 and L.228-93 of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation under the legislative and regulatory conditions, the authority to resolve to proceed, on one or more occasions, in the proportions and at the time it considers appropriate, both in France and abroad, in euros or in any other currency, with the issue, maintaining the preferential subscription right, of:

- Company shares; and/or
- securities granting access to equity securities to be issued by the Company; and/or
- securities granting access to equity securities to be issued by a company in which the Company directly or indirectly holds more than half of the share capital (a "**Subsidiary**");

2. resolves that subscriptions may be made either in cash, or by offsetting against certain, liquid and due receivables, or, in whole or in part, by incorporation of reserves, profits or premiums;

3. resolves that the total nominal amount of the capital increases that may be made immediately and/or in the future under this delegation may not exceed three hundred fifty million euros (€350,000,000) or the equivalent in any other currency, it being specified that the nominal amount of the capital increases made pursuant to this resolution as well as the twenty-third to twenty-sixth resolutions submitted to this Annual General Meeting shall be allocated on that limit. This limit shall be increased, where appropriate, by the nominal value of the shares to be issued to preserve the rights of security holders or other rights granting access to the Company's share capital, in accordance with the legislative and regulatory provisions and, where appropriate, the contractual provisions applicable;

4. resolves that the securities giving access to the capital of the Company or of a Subsidiary thus issued may consist of debt securities or be associated with the issue of such securities, or enable the issue thereof, as intermediate securities. The global maximum nominal amount of the issues of debt securities that may be made immediately or in future based on this delegation may not exceed one billion euros (€1,000,000,000) or its equivalent value in any other currency, it being specified that the nominal value of debt securities issued under this resolution and under the twenty-third to twenty-fifth resolutions submitted to this Annual General Meeting shall be allocated on that limit;

5. resolves that the Board of Directors shall not be entitled, unless otherwise previously authorized by the

Annual General Meeting, to make use of the present delegation as from the filing date by a third party of a public bid targeting the shares of the Company, up until the end of the related offer period;

6. notes that this authorization entails the waiver by shareholders of their preferential subscription right to subscribe for any shares in the Company to which the securities issued under this authorization may give immediate or future entitlement;

7. resolves that shareholders will be able to exercise their preferential subscription right to subscribe for shares and/or securities to be issued by the Board of directors under this authorization on a non-reducible basis, in accordance with legislative provisions. The Board of directors will have the option of granting shareholders the right to subscribe to a greater number of securities on a reducible basis than they would be able to subscribe to on a non-reducible basis, in proportion to the subscription rights they hold and, in any event, within the limit of their requests;

If subscriptions on a non-reducible basis and, where applicable, subscriptions on a reducible basis do not take up all the shares and/or securities issued, the Board of directors will have the option, in the order it determines, either to limit the issue in question to the amount of subscriptions received, in accordance with the law, provided that at least three-quarters of the issue is subscribed, or to freely allocate all or part of the unsubscribed securities among the persons of its choice, or to offer all or part of the unsubscribed securities to the public on the French or international market in the same way;

8. further states that the Board of Directors, with the power of sub-delegation under the legislative and regulatory conditions, may in particular:

i. resolve on and set the characteristics of the issues of shares and securities to be issued and, in particular, their issue price (with or without issue premium), the subscription and pay up procedure and the date on which they shall carry rights (even retroactively);

ii. in the event of the issue of share subscription bonds, establish the number and characteristics thereof and resolve, if it considers it advisable, based on the conditions and according to the procedures fixed by it, that the bonds may be redeemed or bought back, or even allotted to the shareholders free of charge in proportion to their rights to the share capital;

iii. more generally, establish the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any loans that may be issued in the form of bonds, their subordinate or other nature, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedure for amortization and, where appropriate, purchase, exchange or early redemption, interest rates, whether fixed or variable, and the payment date; the return may comprise a variable portion calculated with reference to aspects relating to the Company's activities and income and deferred payment in the absence of distributable profits;

iv. resolve to use the shares acquired under a share buyback program authorized by the shareholders to allocate them following the issue of securities issued on the basis of this delegation;

v. take any measures seeking to preserve the rights of security holders issued or other rights granting access to the Company's share capital required by the legislative and regulatory provisions and by the contractual provisions applicable;

vi. if necessary, suspend exercise of the rights attached to such securities for a period set in accordance with the legislative and regulatory provisions and the contractual provisions applicable;

vii. acknowledge the execution of any capital increases and issues of securities, make the relative amendment to the articles of association, allocate the issue costs to the premiums and, if it considers it advisable, withhold from the amount of the capital increases the sums required to raise the legal reserve to one-tenth of the new share capital;

viii. take all measures and carry out all formalities required for the admission of the securities created to trading on a regulated market;

9. resolves that this delegation, which cancels and replaces the one granted by the nineteenth resolution of the Annual General Meeting of May 25, 2022, is granted for a period of twenty-six (26) months as from this Annual General Meeting.

Twenty-third resolution: Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription right, shares and/or equity securities granting access to other equity securities to be issued with optional priority period, through public offerings other than those referred to in 1° of article L.411-2 of the French Monetary and Financial Code

The Annual General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the Board of directors' report and the statutory auditors' special report and in accordance with the provisions of the French Commercial Code and in particular its articles L.225-129 *et seq.*, L.225-135, L.225-136, L.22-10-51, L.20-10-52, L.22-10-54 and L.228-91 and L.228-93:

1. delegates to the Board of directors, with the power of sub-delegation under the legislative and regulatory conditions, the authority to resolve to proceed with a public offering other than those mentioned in 1° of article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it considers appropriate, both in France and abroad, in euros or in any other currency, with the issue, eliminating the preferential subscription right, of

- Company shares; and/or
- securities giving access to equity securities to be issued by the Company; and/or
- securities giving access to equity securities to be issued by a company in which the Company directly or indirectly holds more than half of the capital (a “**Subsidiary**”);

2. resolves that subscriptions may be made either in cash or by offsetting against certain, liquid and due receivables;

3. resolves that these securities may be issued, in particular, as consideration for securities tendered to the Company in connection with a public exchange offer made in France or abroad in accordance with local rules for securities meeting the conditions set out in Article L.22-10-54 of the French Commercial Code;

4. resolves that the total nominal amount of the capital increases that may be made immediately and/or in the future under this delegation may not exceed a maximum amount of a hundred and twenty million euros (€120,000,000) or the equivalent in any other currency, it being specified (i) that the nominal amount of the capital increases made pursuant to this resolution as well as the twenty-fourth, twenty-fifth and twenty sixth resolutions submitted to this Annual General Meeting shall be allocated on that limit; and (ii) that the nominal amount of any capital increase made pursuant to this delegation shall be allocated to the global nominal limit of three hundred and fifty million euros (€350,000,000) provided for capital increases in point 3 of the twenty-second resolution of this Annual General Meeting;

This limit shall be increased, where appropriate, by the nominal value of the shares to be issued to preserve the rights of security holders or other rights granting access to the Company's share capital, in accordance with the legislative and regulatory provisions and, where appropriate, the contractual provisions applicable;

5. resolves that the Board of directors shall not be entitled, unless otherwise previously authorized by the Annual General Meeting, to make use of the present delegation of authority as from the filing date by a third party of a public bid targeting the shares of the Company, up until the end of the related offer period;

6. resolves to waive the shareholders' preferential subscription right to the shares and other securities to be issued under this resolution;

7. resolves that the Board of directors may grant shareholders a priority subscription period, not granting the right to the creation of negotiable rights, exercisable in proportion to the number of shares held by each shareholder and, where applicable, on a reducible basis, and shall consequently grant the Board of directors, with the power of sub-delegation under the legislative and regulatory conditions, the power to set that period and the terms thereof, in accordance with the legal and regulatory provisions;

8. resolves that the securities granting access to equity securities to be issued by the Company thus issued may consist of debt securities or be associated with the issue of such securities, or even allow the issue thereof, as intermediate securities. The global maximum nominal amount of the issues of debt securities that may be made immediately or in future based on this delegation may not exceed one billion euros (€1,000,000,000) or its equivalent value in any other currencies, it being specified that this amount shall be deducted from the overall nominal limit for debt securities issues provided for in point 4 of the twenty-second resolution;

9. notes that this delegation shall involve waiver, by the shareholders, of their preferential subscription right to the Company's equity securities to which the securities to be issued based on this delegation may grant the right;

10. resolves that, if the subscriptions have not absorbed all the equity securities and/or securities issued, the Board of directors shall have the power, in the order determined by it, either to limit the issue to the amount of subscriptions received, provided that this amounts to at least three-quarters of the issue resolved, or to freely distribute all or some of the securities not subscribed for among the persons of its choice, or to offer them to

the public in the same way, the Board of directors being able to use all the powers indicated above or just some of them;

11. further states that the Board of directors, with the power of sub-delegation under the legislative and regulatory conditions, may in particular:

- i. resolve on and set the characteristics of the issues of shares and securities to be issued and, in particular, their issue price (with or without issue premium), the subscription and pay up procedure and the date on which they shall carry rights;
- ii. in the event of the issue of share subscription bonds, establish the number and characteristics thereof and resolve, if it considers it advisable, based on the conditions and according to the procedures set by it, that the bonds may be redeemed or bought back, or even allotted to the shareholders free of charge in proportion to their rights to the share capital;
- iii. more generally, establish the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any loans that may be issued in the form of bonds, their subordinate or other nature, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedure for amortization and, where appropriate, purchase, exchange or early redemption, interest rates, whether fixed or variable, and the payment date; the return may comprise a variable portion calculated with reference to aspects relating to the Company's activities and income and deferred payment in the absence of distributable profits;
- iv. set the issue price of the shares or securities that may be created as stated in the previous sections so that the Company receives for each share created or allotted irrespective of any return, whatever the form thereof, interest, issue or redemption premium, in particular, a sum at least equal to the minimum price stipulated by the legislative or regulatory provisions applicable on the day of issue (i.e. at this date, the weighted average of the prices of the Company share in the last three (3) trading sessions on the Euronext Paris regulated market preceding the issue of the public offering pursuant to Regulation (EU) n° 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%) after, where appropriate, correction of this average in the event of differences between the dates of entitlement to dividends;
- v. in the event of the issue of shares as consideration for shares tendered in connection with a public exchange offer (or a combined or alternative public tender or exchange offer, or any other offer including an exchange component), set the exchange ratio and, if applicable, the amount of any cash balance to be paid without the price-setting provisions of paragraph 11.iv being applicable, record the number of shares tendered in exchange, and determine the terms of issue;
- vi. decide to use the shares acquired under a share buyback program authorized by the shareholders to allocate them as a result of the issue of securities issued on the basis of this delegation;
- vii. take any measures seeking to preserve the rights of holders of securities issued or other rights granting access to the Company share capital required by the legislative and regulatory provisions and by the contractual provisions applicable;
- viii. if necessary, suspend exercise of the rights attached to such securities for a period set in accordance with the legislative and regulatory provisions and the contractual provisions applicable;
- ix. . acknowledge the execution of any capital increases and issues of securities, make the relative amendment to the articles of association, allocate the issue costs to the premiums and, if it considers it advisable, withhold from the amount of the capital increases the sums required to raise the legal reserve to one-tenth of the new share capital;
- x. take all measures and carry out all formalities required for the admission of the securities created to trading on a regulated market;

12. resolves that this delegation, which cancels and replaces the one granted by the twentieth resolution of the Annual General Meeting of May 25, 2022, is granted for a period of twenty-six (26) months as from this Annual General Meeting.

Twenty-fourth resolution: *Delegation of authority to the Board of directors to increase the share capital by issuing, without preferential subscription right, shares and/or securities granting access to equity securities to be issued, through public offerings referred to in 1 of article L.411-2 of the French Monetary and Financial Code*

The Annual General Meeting, ruling under the conditions of quorum and majority required for extraordinary general meetings, after noting the Board of directors' report and the statutory auditors' special report and in accordance with the provisions of the French Commercial Code and in particular its articles L.225-129 *et seq.*, L.225-135, L.225-136, L.22-10-51, L.22-10-52 and L.228-91 *et* L.228-93:

1. delegates to the Board of directors, with the power of sub-delegation under the legislative and regulatory conditions, the authority to resolve to proceed, within the scope of public offerings referred to in paragraph 1 of article L.411-2 of the French Monetary and Financial Code, under the conditions and maximum limits stipulated by the laws and regulations, on one or more occasions, in the proportions and at the times it considers appropriate, both in France and abroad, in euros or in any other currencies, with the issue, without the preferential subscription right, of:

- Company shares; and/or
- securities giving access to equity securities to be issued by the Company; and/or
- securities giving access to equity securities to be issued by a company in which the Company directly or indirectly owns more than half of the capital (a “**Subsidiary**”);

2. resolves that subscriptions may be made either in cash, or by offsetting against certain, liquid and due receivables;

3. resolves that the total nominal amount of the capital increases that may be made immediately and/or in the future under this delegation may not exceed a maximum amount of sixty million euros (€60,000,000) or the equivalent in any other currency, it being specified, however, that this amount may not exceed 10% of the share capital and shall be allocated (i) to the nominal limit of one hundred and twenty million euros (€120,000,000), provided for capital increases without preferential subscription right referred to in point 4 of the twenty-third resolution submitted to this Annual General Meeting and (ii) to the global nominal limit of three hundred and fifty million euros (€350,000,000) provided for capital increases referred to in point 3 of the twenty-second resolution submitted to this Annual General Meeting. This limit shall be increased, where appropriate, by the nominal value of the shares to be issued to preserve the rights of security holders or other rights granting access to the Company share capital, in accordance with the legislative and regulatory provisions and, where appropriate, the contractual provisions applicable;

4. resolves that the Board of directors shall not be entitled, unless otherwise previously authorized by the Annual General Meeting, to make use of the present delegation of authority as from the filing date by a third party of a public bid targeting the shares of the Company, up until the end of the related offer period;

5. resolves to waive the shareholders' preferential subscription right to the shares and other securities to be issued under this resolution;

6. resolves that the securities granting access to equity securities to be issued by the Company thus issued may consist of debt securities or be associated with the issue of such securities, or even allow the issue thereof, as intermediate securities. The global maximum nominal amount of the issues of debt securities that may be made, immediately or in the future, based on this delegation may not exceed one billion euros (€1,000,000,000) or its equivalent value in any other currencies, it being specified that this amount shall be deducted from the overall nominal limit for debt securities issues provided for in point 4 of the twenty-second resolution;

7. notes that this delegation shall involve waiver, by the shareholders, of their preferential subscription right to the Company's equity securities to which the securities to be issued on the basis of this delegation may grant the right;

8. resolves that, if the subscriptions have not absorbed all the equity securities and/or securities issued, the Board of directors shall have the power, in the order determined by it, either to limit the issue, in accordance with the law, to the amount of subscriptions received, provided that this amounts to at least three-quarters of the issue resolved, or to freely distribute all or some of the securities not subscribed for among the persons of its choice, or to offer them to the public in the same way, the Board of directors being able to use all the powers indicated above or just some of them;

9. further states that the Board of Directors, with the power of sub-delegation under the legislative and

regulatory conditions, may in particular

- i. resolve on and set the characteristics of the issues of shares and securities to be issued and, in particular, their issue price (with or without issue premium), the subscription and pay up procedure and the date on which they shall carry rights;
- ii. in the event of the issue of share subscription bonds, establish the number and characteristics thereof and resolve, if it considers it advisable, based on the conditions and according to the procedures set by it, that the bonds may be redeemed or bought back;
- iii. more generally, establish the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any loans that may be issued in the form of bonds, their subordinate or other nature, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedure for amortization and, where appropriate, purchase, exchange or early redemption, interest rates, whether fixed or variable, and the payment date; the return may comprise a variable portion calculated with reference to aspects relating to the Company's activities and income and deferred payment in the absence of distributable profits;
- iv. set the issue price of the shares or securities that may be created as stated in the previous sections so that the Company receives for each share created or allotted irrespective of any return, whatever the form thereof, interest, issue or redemption premium, in particular, a sum at least equal to the minimum price stipulated by the legislative or regulatory provisions applicable on the day of issue (i.e. at this date, the weighted average of the prices of the Company share in the last three trading sessions on the Euronext Paris regulated market preceding the issue of the public offering in accordance with Regulation (EU) n° 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%) after, where appropriate, correction of this average in the event of differences between the dates of entitlement to dividends;
- v. resolve to use the shares acquired within the scope of a share buy-back program authorized by the shareholders to allot them following the issue of securities issued on the basis of this delegation;
- vi. take any measures seeking to preserve the rights of holders of securities issued required by the legislative and regulatory provisions and by the contractual provisions applicable;
- vii. if necessary, suspend exercise of the rights attached to such marketable securities for a period set in accordance with the legislative, regulatory and contractual provisions;
- viii. acknowledge the execution of any capital increases and issues of securities, make the relative amendment to the articles of association, allocate the issue costs to the premiums and, if it considers it advisable, withhold from the amount of the capital increases the sums required to raise the legal reserve to one-tenth of the new share capital;
- ix. take all measures and carry out all formalities required for the admission of the securities created to trading on a regulated market;

10. resolves that this delegation, which cancels and replaces the one granted by the twenty-first resolution of the Annual General Meeting of May 25, 2022, is granted for a period of twenty-six (26) months as from this Annual General Meeting.

Twenty-fifth resolution: Delegation of powers to the Board of directors to increase the share capital by issuing shares and/or equity securities granting access to equity securities to be issued, in return for contributions in kind

The Annual General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the Board of directors' report and the statutory auditors' special report and in accordance with the provisions of the French Commercial Code and in particular its articles L.225-129 *et seq.*, L.225-147, L.22-10-53 and L.228-91 *et seq.*:

1. delegates to the Board of directors, with the power of sub-delegation under the legislative and regulatory conditions, the powers to proceed, based on the report of the Capital Contributions Auditor(s), on one or more occasions, in the proportions and at the times considered appropriate, both in France and abroad, in euros or in any other currencies, with the issue of shares and/or equity securities granting access to equity securities to be issued, with a view to remunerating contributions in kind granted to the Company and consisting of equity securities or securities granting access to the capital, when the provisions of Article L.22-10-54 of the French Commercial Code do not apply;

2. resolves that the total nominal amount of the capital increases that may be made under this delegation may not exceed, besides the legal limit of 10% of the share capital (assessed at the date of the resolution of the Board of directors resolving on the issue), a maximum amount of one hundred and twenty million euros (€120,000,000) or the equivalent in any other currency, it being specified that this amount shall be allocated (i) to the nominal limit of one hundred and twenty million euros (€120,000,000), provided for capital increases without preferential subscription right referred to in point 4 of the twenty-third resolution submitted to this Annual General Meeting and (ii) to the global nominal limit of three hundred and fifty million euros (€350,000,000) provided for capital increases referred to in point 3 of the twenty-second resolution submitted to this Annual General Meeting. This limit shall be increased, where appropriate, by the nominal value of the shares to be issued to preserve the rights of security holders or other rights granting access to the Company capital, in accordance with the legislative and regulatory provisions and, where appropriate, the contractual provisions applicable;
3. resolves that the securities granting access to equity securities to be issued by the Company thus issued may consist of debt securities or be associated with the issue of such securities, or even allow the issue thereof, as intermediate securities. The global maximum nominal amount of the issues of debt securities that may be made immediately or in future based on this delegation may not exceed one billion euros (€1,000,000,000) or its equivalent value in any other currencies, it being specified that this amount shall be deducted from the overall nominal limit for debt securities issues provided for provided for in point 4 of the twenty-second resolution submitted to this Annual General Meeting;
4. resolves to waive shareholders' preferential subscription rights to subscribe for shares and other securities to be issued under this resolution in favour of the holders of the shares or securities covered by the contributions in kind;
5. resolves that the Board of Directors shall not be entitled, unless otherwise previously authorized by the Annual General Meeting, to make use of the present delegation of authority as from the filing date by a third party of a public offering project targeting the shares of the Company, up until the end of the related offer period;
6. notes that this delegation shall involve waiver, by the shareholders, of their preferential subscription right to the Company's equity securities to which the securities to be issued based on this delegation may grant the right;
7. further notes that the Board of directors, with the power of sub-delegation under the legislative or regulatory conditions, may in particular:
- i. rule, based on the report of the Capital Contributions Auditor(s), on the valuation of the contributions and the granting of any special benefits;
 - ii. set the characteristics of issues of shares and securities to be issued and, in particular, their issue price (with or without issue premium), the exchange parity (and, as the case may be, the balance), the terms of their subscription and pay up and the date on which they carry rights;
 - iii. on its sole initiative, allocate the costs of the increase or increases in share capital to the premiums relating to such contributions and withhold on that amount the sums required to raise the legal reserve to one-tenth of the new capital following each increase;
 - iv. take any measures seeking to preserve the rights of security holders issued or other rights granting access to the Company capital required by the legislative and regulatory provisions and by the contractual provisions applicable;
 - v. acknowledge the execution of any issues of shares and securities, make the amendments to the articles of association rendered necessary by the execution of any capital increase, allocate the costs of issue to the premium if so desired and also raise the legal reserve to one-tenth of the new share capital and carry out all formalities and declarations and request any authorizations proving necessary for the execution of such contributions;
 - vi. take any measures and carry out any formalities required for the admission of the securities created to trading on a regulated market.
8. resolves that this delegation, which cancels and replaces the one granted by the twenty-third resolution of the Annual General Meeting of May 25, 2022, is granted for a period of twenty-six (26) months as from this Annual General Meeting.

Twenty-sixth resolution: *Delegation of authority to the Board of directors to increase the share capital without preferential subscription right by issuing Company shares reserved for members of a company savings plan*

The Annual General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the Board of directors' report and the statutory auditors' special report and in accordance with the provisions of articles L.225-129-2, L.225-129-6, L.225-138 and L.225-138-1 of the French Commercial Code and those of articles L.3332-18 *et seq.* of the French Labour Code:

1. delegates to the Board of directors, with the power of sub-delegation under the legislative and regulatory conditions, its authority to proceed, on one or more occasions, on its sole decisions, in the proportions and at the times considers appropriate, both in France and abroad, with the issue of new shares, the issue being reserved for employees, former employees and eligible executive officers of the Company and/or of the companies related to the Company within the meaning of the provisions of article L.3344-1 of the French Labour Code, member of a company savings plan;

2. resolves to waive, in favour of the aforesaid members, the shareholders' preferential subscription right to the shares that may be issued under this authorization and waive any rights to shares that may be allotted free of charge on the basis of this resolution under the discount and/or employer contribution;

3. resolves that the nominal amount of the capital increase that may be made under this delegation of authority may not exceed eleven million two hundred and sixty thousand] euros (€11,260,000), it being specified that the nominal amount shall be allocated (i) to the global nominal limit of one hundred and twenty million euros (€120,000,000) provided for the capital increases without preferential subscription right provided for by point 4 of the twenty-third resolution submitted to this Annual General Meeting, as well as (ii) to the global nominal limit of three hundred and fifty million euros (€350,000,000) provided for the capital increases provided for by point 3 of the twenty second resolution submitted to this Annual General Meeting. This limit shall be increased, where appropriate, by the nominal value of the shares to be issued to preserve the rights of security holders or other rights granting access to the Company capital, in accordance with the legislative and regulatory provisions and, where appropriate, the contractual provisions applicable;

4. resolves that the subscription price of the securities issued under this delegation shall be determined under the conditions provided for by the provisions of article L.3332-19 of the French Labour Code, and that it may not be higher than the average share price over the twenty (20) trading days preceding the date of the decision setting the opening date of the subscriptions, nor more than 30% lower than this or 40% lower, depending on the lock-up period provided by the savings plan, as provided by article L.3332-19 of the French Labor Code;

5. resolves that, pursuant to Article L.3332-21 of the French Labor Code, the Board of directors may grant bonus shares or other securities giving access to the Company's share capital, whether existing or to be issued, under the conditions and within the limits set by the aforementioned by Article L.3332-21, the capital increase being carried out, where applicable, by capitalizing reserves;

6. resolves that the Board of directors shall have all powers, with the power of sub-delegation under the legislative and regulatory conditions, to implement this delegation, within the limits and under the conditions stated above, to effect the following in particular:

i. decide the issue of new shares of the Company;

ii. draw up a list of companies whose employees, former employees and eligible executive officers may benefit from the issue, set the conditions that the beneficiaries must fulfil to be able to subscribe, either directly or through a mutual investment fund, to the shares to be issued under this delegation of authority;

iii. set the amount of such issues and establish the subscription prices of the shares and the dates of subscription, terms of each issue and conditions of subscription, payment and delivery of the shares issued under this delegation of authority, as well as the date, even if retroactive, from which the new shares shall carry rights;

iv. resolve that subscriptions may be made directly by members of a company savings plan, or through company mutual funds or other structures or entities permitted by the applicable laws and regulations;

v. resolve, pursuant to article L.3332-21 of the French Labour Code, to allot shares to be issued or already issued, free of charge, in replacement of the contribution and/or, where appropriate, of the discount, provided that taking their pecuniary equivalent value into account, valued at the subscription price, does not result in exceeding the limits provided for by article L.3332-11 of the French Labour Code and, in the event of the issue of new shares under the discount and/or employer's contribution, to incorporate into the capital the reserves, profit or premiums necessary to the pay up of the shares;

- vi. acknowledge or establish the execution of the capital increase up to the amount of the shares actually subscribed and proceed with the amendment of the articles of association;
- vii. on its sole initiative, allocate the costs of the increase or increases in share capital to the premiums relating to such increases and withhold on that amount the sums required to raise the legal reserve to one-tenth of the new capital following each increase;
- viii. in general, take any measures and carry out any formalities useful for the issue and listing of the shares issued resulting from the capital increases and correlative amendments to the articles of association under this delegation.

7. resolves that this delegation, which cancels and replaces the one granted by the twenty-fifth resolution of the Annual General Meeting of May 25, 2022, is granted for a period of twenty-six (26) months as from this Annual General Meeting.

Twenty-seventh resolution: *Authorization for the Board of Directors to allot shares in favour of certain employees and executive officers of the Company and related companies without preferential subscription right*

The Annual General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the Board of directors' report and the statutory auditors' special report:

1. authorizes the Board of directors, within the scope of the provisions of articles L.225-197-1 *et seq.* and L.22-10-59 and L.22-10-60 of the French Commercial Code, to proceed, on one or more occasions, to allocations of free existing or new Company shares to the benefit of Company employees, or certain categories of them, and eligible executive officers of the Company or related companies under the conditions defined in article L.225-197-2 of the French Commercial Code;
2. resolves that the Board of directors will determine the identity of the beneficiaries of the allotments, as well as the conditions and criteria for the allotment of the shares;
3. resolves that the total number of shares freely allotted under this authorization may not exceed three per cent (3%) of the Company's share capital at the date of the Board of directors' allocation decision. This ceiling does not take into account any adjustments that may be made in accordance with applicable legal and regulatory provisions and, as the case may be, the applicable contractual provisions, to preserve the rights of security holders or other rights giving access to the capital. The Annual General Meeting authorizes the Board of directors to increase the share capital by capitalizing reserves, if necessary;
4. resolves that the total number of shares freely allotted to the Company executive officers under this authorization may not represent more than fifteen per cent (15%) of this limit of 3% of share capital set in the previous paragraph;
5. decides (a) that the allocation of shares to the beneficiaries will become definitive at the end of a vesting period of at least three years, the duration of which will be set by the Board of directors, and (b) that the beneficiaries must, if the Board of directors deems it useful or necessary, retain the said shares for a period freely determined by the Board of Directors, it being specified that the cumulative duration of the vesting and, where applicable, retention periods will be set in compliance with the minimum conditions provided by applicable law;
6. further resolves that, in the event of the beneficiary's invalidity corresponding to classification in the second or third of the categories provided for in Article L.341-4 of the French Social Security Code, the shares will be definitively allocated to this beneficiary before the end of the remaining vesting period. The shares will be freely transferable as from their delivery;
7. resolves that the Board of directors will determine the criteria for the allocation of these shares and the conditions, notably attendance and performance, to which shares allocated under long-term compensation plans will be subject. These performance conditions must be serious and demanding, and may be internal to the Company and/or external. They will be fully disclosed in the universal registration document for the year in which the shares has been granted;
8. acknowledges that this authorization automatically entails, to the benefit of the beneficiaries of the free shares allotted, the waiver by shareholders of their preferential subscription rights to subscribe for any shares issued under the terms of this resolution;
9. delegates to the Board of directors, with the power to sub-delegate these powers in accordance with the applicable laws and regulations, its authority to implement this authorization, in accordance with the above conditions and within the limits authorized by the applicable laws and regulations, and in particular to set the

terms, conditions and criteria for the allotment of the shares to be allotted under this authorization, the dividend entitlement dates for the new shares, and to take any measures it may deem appropriate, to protect the rights of beneficiaries of free share by making any necessary adjustments, record the completion of the capital increases, amend the articles of association accordingly, and more generally, carry out all formalities required for the issue, listing and financial servicing of the securities issued under this resolution and do all that may be useful and necessary in accordance with applicable laws and regulations;

10. resolves that this authorization, which cancels and replaces the one granted by the twenty-sixth resolution of the Annual General Meeting of May 25, 2022, is granted for a period of thirty-eight (38) months as from this Annual General Meeting.

III. ORDINARY GENERAL MEETING

Twenty-eighth resolution: Powers to carry out formalities

The Annual General Meeting grants all powers on the bearer of the original or a copy or excerpt of the minutes of this Annual General Meeting to carry out all registration formalities specified by law.