

GECINA

French limited company (société anonyme) with capital of €575,540,182.50
Registered office: 14-16, rue des Capucines – 75002 Paris - France
Paris trade and companies register: 592 014 476
(the “**Company**”)

Meeting notice

Combined General Meeting on April 17, 2025

Gecina’s shareholders are informed that a Combined General Meeting will be held on Thursday April 17, 2025, from 3pm (CET) at Hôtel Kimpton Saint-Honoré Paris, 20 rue Daunou, 75002 Paris, France (the “**General Meeting**”) to deliberate on the following agenda and proposed resolutions:

Agenda of the meeting

Ordinary part

1. Approval of the corporate financial statements for 2024.
2. Approval of the consolidated financial statements for 2024.
3. Income appropriation for 2024 and dividend payment.
4. Option for 2025 interim dividends to be paid in shares – delegation of authority to the Board of Directors.
5. Statutory Auditors’ special report on the regulated agreements and commitments governed by Articles L.225-38 *et seq.* of the French Commercial Code.
6. Approval of the information mentioned in Article L.22-10-9, I of the French Commercial Code relating to compensation for corporate officers for 2024.
7. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or for 2024 to Mr Jérôme Brunel, Chairman of the Board of Directors.
8. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or for 2024 to Mr Beñat Ortega, Chief Executive Officer.
9. Setting of the total annual compensation of members of the Board of Directors for serving as Directors – Approval of the elements of the compensation policy for members of the Board of Directors for the financial year 2025.
10. Approval of the components of the compensation policy for the Chairman of the Board of Directors for 2025.
11. Approval of the components of the compensation policy for the Chief Executive Officer for 2025.
12. Ratification of the appointment as a Director of Ouma Sananikone.
13. Reappointment of Laurence Danon Arnaud as a Director.

14. Reappointment of Ivanhoé Cambridge Inc. as a Director.
15. Appointment of Philippe Brassac as a Director.
16. Appointment of KPMG as the Statutory Auditor responsible for certifying sustainability information.
17. Authorization for the Board of Directors to trade in the Company's shares.

Extraordinary part

18. Amendment of article 14 of the bylaws, relating to the deliberations of the Board of Directors.
19. Amendment of the first paragraph of article 15 of the bylaws, relating to the powers of the Board of Directors.
20. Amendment of article 22 of the bylaws, relating to the Statutory Auditors.
21. Delegation of authority to be given to the Board of Directors to decide to increase the Company's share capital by issuing –with pre-emptive subscription rights maintained – shares and/or marketable securities giving access to the capital, immediately or in the future and/or granting entitlement to debt securities.
22. Delegation of authority to be given to the Board of Directors to decide to increase the Company's share capital by issuing – with pre-emptive subscription rights waived – shares and/or marketable securities giving access to the capital, immediately or in the future and/or granting entitlement to debt securities, including as part of a public offer.
23. Delegation of authority for the Board of Directors to decide to increase the Company's share capital by issuing – with pre-emptive subscription rights waived – shares and/or marketable securities giving access to the Company's capital, immediately or in the future, and/or granting entitlement to debt securities, in the event of a public exchange offer initiated by the Company.
24. Authorization for the Board of Directors to increase the number of shares to issue in the event of a capital increase with pre-emptive subscription rights maintained or waived.
25. Option to issue shares or marketable securities giving access, immediately or in the future, to shares to be issued by the Company as compensation for contributions in kind, except in the case of a public exchange offer.
26. Delegation of authority for the Board of Directors to decide on an increase of the share capital by capitalization of premiums, reserves, profits or other amounts.
27. Delegation of authority for the Board of Directors to decide on an increase of the Company's share capital through the issue of shares and/or marketable securities giving access, immediately or in the future, to the capital, reserved for members of savings plans, with pre-emptive subscription rights waived in their favor.
28. Authorization for the Board of Directors to award existing or newly issued bonus shares to all employees and executive corporate officers of the Group or to certain categories of them.
29. Authorization for the Board of Directors to reduce the share capital by canceling treasury shares.

Ordinary part

30. Powers for formalities.

Draft resolutions

Ordinary part of the General Meeting

First resolution (Approval of the corporate financial statements for 2024)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Corporate Governance Report, the Board of Directors' Management Report and the Statutory Auditors' reports, approves, as presented, the corporate financial statements for the year ended December 31, 2024, showing a net profit of €357,326,483.29, comprising the balance sheet, the income statement and the notes, as well as the transactions reflected in these accounts and summarized in these reports.

Furthermore, in accordance with article 223 quater of the French General Tax Code (Code général des impôts), the General Meeting approves the total amount of expenditure and costs covered by article 39-4 of said Code, representing €110,193 for the past year, which increased the exempt profit available for distribution by €110,193.

Second resolution (Approval of the consolidated financial statements for 2024)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Corporate Governance Report, the Board of Directors' Management Report and the Statutory Auditors' reports, approves, as presented, the consolidated financial statements for the year ended December 31, 2024, showing a Group share net profit of €309,763, comprising the balance sheet, the income statement and the notes, as well as the transactions reflected in these accounts and summarized in these reports.

Third resolution (Income appropriation for 2024 and dividend payment)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, and after acknowledging that the accounts for the year ended December 31, 2024, as approved by this General Meeting, show a profit of €357,326,483.29 for the year, decides to pay out a dividend of €5.45 per share, drawn against the exempt profits under the SIIC regime, representing, based on the number of shares outstanding and entitled to dividends as at December 31, 2024, a total of 418,225,865.95, including €357,326,483.29 drawn against the distributable profit and the surplus of €60,899,382.66 drawn against the distributable reserves.

The total amount of the aforementioned distribution is calculated based on the number of shares entitled to dividends at December 31, 2024, i.e., 76,738,691 shares, and may vary if the number of shares entitled to dividends changes between January 1, 2025 and the ex-dividend date, notably depending on the number of shares held as treasury stock, as well as any definitive awards of bonus shares (if beneficiaries are entitled to dividends in accordance with the terms of the plans concerned).

Taking into account the 2024 interim dividend paid on March 5, 2025, of €2.70 per share conferring entitlement to dividends in accordance with the Board of Directors' decision of February 13, 2025, the remaining dividend balance of €2.75 per share will have an ex-dividend date of July 2, 2025 and will be paid in cash on July 4, 2025.

The General Meeting stipulates that, since all the dividends have been drawn against the profits exempt from corporate income tax under article 208 C of the French General Tax Code, the total amount of revenues distributed under this resolution is, for individuals who are domiciled in France for tax purposes, in accordance with current legislation, subject to a 30% flat tax, or they may opt to be subject to the sliding income tax scale, without benefiting from the 40% tax rebate provided for under article 158, 3-2 of the French General Tax Code.

In accordance with article 243 bis of the French General Tax Code, note that dividends voted for the last three financial years were as follows:

Financial year	Total payout <small>(not eligible for rebate under 3-2 of article 158 of the French General Tax Code)</small> <small>(in euros)</small>	Dividend per share <small>(not eligible for rebate under 3-2 of article 158 of the French General Tax Code)</small> <small>(in euros)</small>
2021	€405,836,105.00	€5.30
2022	€406,102,917.60	€5.30
2023	€406,355,563.30	€5.30

Fourth resolution (Option for 2025 interim dividends to be paid in shares – Delegation of authority to the Board of Directors)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report and having noted that the capital is fully paid up, decides, in case the Board of Directors decides to pay out interim dividends for 2025, to offer an option for shareholders to choose to receive each of these interim dividends in cash or in new Company shares, in accordance with article 23 of the Company's bylaws and articles L. 232-12, L. 232-13 and L. 232-18 et seq. of the French Commercial Code.

For each interim dividend that may be decided on, each shareholder may opt for payment in cash or shares exclusively for the full amount of the interim dividend attributable to them. As delegated by the General Meeting, the issue price for each share issued as payment for interim dividends will be set by the Board of Directors and, in accordance with article L. 232-19 of the French Commercial Code, will as a minimum represent 90% of the average opening listed prices on Euronext Paris for the 20 stock market sessions prior to the day of the Board of Directors' decision to pay out the interim dividend, less the net amount of the interim dividend and rounded up to the nearest euro cent. The shares issued in this way will accrue dividends immediately, entitling their beneficiaries to any payouts decided on as from their issue date.

Subscriptions will need to concern a whole number of shares. If the amount of the interim dividend for which the option is exercised does not correspond to a whole number of shares, shareholders will receive a number of shares rounded down to the nearest whole number, in addition to a cash balance.

The Board of Directors will set the timeframe during which, following its decision to release an interim dividend for payment, shareholders will be able to request payment in shares (although this period may be no longer than three months) and will set the delivery date for the shares.

The General Meeting decides that the Board of Directors will have full powers, with an option to sub-delegate under the legal conditions in force, to implement this resolution, particularly for:

- carrying out all transactions relating to or resulting from the exercising of the option;
- in the event of a capital increase, suspending the exercising of rights for interim dividends to be paid in shares for a maximum of three months;
- allocating the costs of such a capital increase against the amount of the corresponding premium, and deducting from this amount the sums needed to take the legal reserve up to one tenth of the new capital;
- recording the number of shares issued and the performance of the capital increase;
- amending the Company's bylaws accordingly;
- and more generally, performing all legal and regulatory formalities and fulfilling all formalities required for the issue, listing and financial servicing of shares issued under this resolution.

Fifth resolution (Statutory Auditors' special report on the agreements that are subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' special report on the agreements governed by articles L. 225-38 et seq. of the French Commercial Code, approves said Report and acknowledges the terms of said special report and the fact that no new agreements, not already submitted for approval by the General Meeting, were concluded into in 2024.

Sixth resolution (Approval of the information mentioned in article L. 22-10-9, I of the French Commercial Code relating to compensation for corporate officers for 2024))

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report and the Corporate Governance Report covered by article L. 225-37 of the French Commercial Code, approves, in accordance with article L. 22-10-34, I of the French Commercial Code, the information mentioned in article L. 22-10-9, I of the French Commercial Code, as presented in the Corporate Governance Report included in section 4 of the 2024 Universal Registration Document, paragraph 4.2.

Seventh resolution (Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or for 2024 to Mr. Jérôme Brunel, Chairman of the Board of Directors)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report and the

Corporate Governance Report covered by article L. 225-37 of the French Commercial Code, approves, in accordance with article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the overall compensation package and the benefits in kind paid during or allocated for the 2024 financial year to Jérôme Brunel, Chairman of the Board of Directors, as set out in the Corporate Governance Report included in section 4 of the 2024 Universal Registration Document, paragraph 4.2.

Eighth resolution (Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or in respect of 2024 to Beñat Ortega, Chief Executive Officer)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report and the Corporate Governance Report covered by article L. 225-37 of the French Commercial Code, approves, in accordance with article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the overall compensation package and the benefits in kind paid during or allocated for the 2024 financial year to Beñat Ortega, Chief Executive Officer, as set out in the Corporate Governance Report included in section 4 of the 2024 Universal Registration Document, paragraph 4.2.

Ninth resolution (Setting of the total annual compensation of members of the Board of Directors for serving as Directors – Approval of the elements of the compensation policy for members of the Board of Directors for the financial year 2025)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report and the Corporate Governance Report referred to in article L. 225-37 of the French Commercial Code:

- sets, from the financial year 2025, at €900,000 the total annual compensation of members of the Board of Directors for serving as Directors, as set out in article L. 225-45 of the French Commercial Code;
- approves, pursuant to article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to members of the Board of Directors for the financial year 2025, as set out in the Corporate Governance Report contained in chapter 4, section 4.2 of the 2024 Universal Registration Document.

Tenth resolution (Approval of the components of the compensation policy for the Chairman of the Board of Directors for 2025)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report and the Corporate Governance Report covered by article L. 225-37 of the French Commercial Code, approves, in accordance with article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors for the 2025 financial year, as set out in the Corporate Governance Report included in section 4 of the 2024 Universal Registration Document, paragraph 4.2.

Eleventh resolution (Approval of the components of the compensation policy for the Chief Executive Officer for 2025)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report and the Corporate Governance Report covered by article L. 225-37 of the French Commercial Code, approves, in accordance with article L. 22-10-8, II of the French Commercial Code, the compensation policy for the Chief Executive Officer for the 2025 financial year, as set out in

the Corporate Governance Report included in section 4 of the 2024 Universal Registration Document, paragraph 4.2.

Twelfth resolution (Ratification of the appointment as a Director of Ouma Sananikone)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report and the Corporate Governance Report, ratifies the appointment by cooptation decided by the Board of Directors on October 16, 2024 of Ouma Sananikone as a Director of the Company, replacing Audrey Camus, who has resigned, for the remainder of her predecessor's term of office, i.e. until the end of the General Meeting called to approve the financial statements for the 2027 financial year.

Thirteenth resolution (Reappointment of Laurence Danon Arnaud as a Director)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report, reappoints Laurence Danon Arnaud as a Director for a four-year term of office through to the end of the General Meeting convened to approve the annual financial statements for 2028.

Fourteenth resolution (Reappointment of Ivanhoé Cambridge Inc. as a Director)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report, reappoints Ivanhoé Cambridge Inc. as a Director for a four-year term of office through to the end of the General Meeting convened to approve the annual financial statements for 2028.

Fifteenth resolution (Appointment of Philippe Brassac as a Director)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report, appoints Philippe Brassac as a Director for a four-year term of office through to the end of the General Meeting convened to approve the annual financial statements for 2028.

Sixteenth resolution (Appointment of KPMG as the Statutory Auditor responsible for certifying sustainability information)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report, appoints KPMG, domiciled at 2, avenue Gambetta, Tour Eqho – CS 60055 – 92066 Paris-La Défense Cedex, as the Statutory Auditor responsible for certifying sustainability information, for the remaining period of its assignment of certifying the financial statements, or until the end of the General Meeting convened to approve the financial statements for the year ending December 31, 2027.

Seventeenth resolution (Authorization for the Board of Directors to trade in the Company's shares)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' Report, authorizes the Board of Directors, with an option to sub-delegate as provided for under French law, in accordance with articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, the general regulations of the AMF and Regulation (EU) no. 596/2014 of the European Parliament and of the Council of April 16, 2014, to purchase, directly or through intermediaries, the Company's shares with a view to:

- implementing the Company's stock option plans in accordance with articles L. 22-10-56 *et seq.* and L. 225-177 *et seq.* of the French Commercial Code (or any similar plans); or
- awarding or transferring shares to employees of the Company and related companies in connection with their profit-sharing arrangements or implementing any Company or Group employee savings plans (or similar plans) under the conditions set by French law (particularly articles L. 3332-1 *et seq.* of the French Labor Code); or
- awarding bonus shares in accordance with articles L. 22-10-59, L. 22-10-60 and L. 225-197-1 *et seq.* of the French Commercial Code; or
- awarding shares in connection with the exercising of rights associated with securities entitling holders to access the capital through their redemption, conversion, exchange, the presentation of a warrant or by any other means; or
- canceling all or part of the securities bought back in this way; or
- allocating shares (exchanges, payments, etc.) in connection with external growth, merger, spin-off or contribution operations; or
- stimulating the Gecina share market in particular to promote liquidity, within the framework of a liquidity contract in accordance with a charter of ethics recognized by the AMF and entered into with an investment services provider in accordance with the market practice accepted by the AMF (as amended from time to time).

This program is also intended to enable the Company to trade for any other purpose authorized, either at present or in the future, under the laws or regulations in force, particularly to apply any market practices that may be accepted by the AMF. In such cases, the Company will notify its shareholders in a press release.

Company purchases of treasury stock may concern a number of shares such that:

- on the date of each buyback, the total number of shares purchased by the Company since the start of the buyback program (including the shares subject to said buyback) does not exceed 10% of the shares comprising the Company's capital on this date, with this percentage applying to the adjusted capital factoring in transactions coming into effect following this General Meeting, i.e. 7,673,869 shares, based on a capital with 76,738,691 shares at December 31, 2024, while noting that (i) the number of shares acquired with a view to being retained and issued again subsequently in connection with a merger, spin-off or contribution operation may not exceed 5% of the share capital, and (ii) in accordance with article L. 22-10-62 of the French Commercial Code, when shares are bought back with a view to ensuring the liquidity of Gecina's share under the conditions defined by the AMF's General Regulations, the number of shares taken into account for calculating the aforementioned 10% cap corresponds to the number of shares purchased, less the number of shares sold on again for the duration of the authorization;
- the number of shares held by the Company at any time, either directly or indirectly, does not exceed 10% of the shares comprising the Company's capital on the date in question.

Within the limits authorized by the legal and regulatory provisions in force, shares may be acquired, sold, exchanged or transferred at any time, by any means, on regulated markets,

multilateral trading systems, with systematic internalizers or on an over-the-counter basis, including through bulk acquisitions or disposals, public tender or exchange offers, option-based strategies, the use of options or other forward financial instruments traded on regulated markets, multilateral trading systems, with systematic internalizers or on an over-the-counter basis, or the distribution of shares further to the issuing of transferable securities entitling holders to access the Company's capital through the conversion, exchange, redemption or exercising of a warrant, or by any other means, either directly or indirectly through an investment service provider (without limiting the percentage of the buyback program that may be carried out by such means).

These transactions may be carried out at any time, in accordance with the regulations in force on the date of the transactions in question, it being understood that in the event of the filing by a third party of a public offer for the shares of the Company, the Board of Directors may not, unless previously authorized by a Shareholders' General Meeting of the Company, make use of this authorization as of the filing by a third party of a public offer for the shares of the Company until the end of the offer period.

The maximum purchase price for shares in connection with this resolution will be €170 per share (or the equivalent of this amount on the same date in any other currency), excluding acquisition costs; this maximum price will apply exclusively to acquisitions that are decided on after the date of this General Meeting and will not apply to forward transactions set up under an authorization from a previous General Meeting and including provisions to acquire shares after the date of this General Meeting.

In the event of transactions on the Company's capital, notably in the event of a change in the share's par value, a capital increase through the incorporation of reserves, bonus share awards, stock splits or consolidations, the distribution of reserves or any other assets, the amortization of the capital, or any other transaction concerning the share capital or shareholders' equity, the General Meeting delegates the authority for the Board of Directors to adjust the above-mentioned maximum purchase price in order to take into account the impact of such transactions on the value of Gecina's share.

The total amount allocated for the share buyback program authorized in this way may not exceed €1,304,557,730.

The General Meeting grants full powers to the Board of Directors, with an option to sub-delegate under the legal conditions in force, to decide on and implement this authorization, to clarify its terms, if necessary, and determine its conditions, to carry out the buyback program, and notably to place any stock market orders required, to enter into any agreements, to allocate or reallocate the shares acquired to the objectives set under the legal and regulatory conditions in force, to set the conditions for safeguarding, if applicable, the rights of holders of transferable securities entitling them to access the capital or other rights giving access to the capital in accordance with legal and regulatory provisions and, when relevant, the contractual stipulations providing for other adjustment cases, to perform any filings necessary with the AMF and any other relevant authorities, to perform all formalities and, more generally, to do whatever is required.

This authorization is given for an eighteen-month period from this date.

This authorization cancels and replaces as of this day and up to the amount of the portion not yet used, as relevant, any prior delegation granted to the Board of Directors with a view to trading in the Company's shares.

Extraordinary part of the General Meeting

Eighteenth resolution (Amendment of article 14 of the bylaws, relating to the deliberations of the Board of Directors)

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' Report, decided to amend article 14 of the bylaws, as follows:

Article 14 – Deliberations of the Board of Directors Previous wording	Article 14 – Deliberations of the Board of Directors New wording
<p>The Board of Directors shall meet as often as the interests of the Company so require either at the registered office or in any other location including overseas.</p> <p>The Chairman shall determine the agenda for each Board Meeting and shall convene the Directors by all appropriate means.</p> <p>The Directors making up at least one third of the members of the Board of Directors may, upon indicating the agenda of the meeting, convene the Board at any time.</p> <p>The Chief Executive Officer may, as the case may be, also request the Chairman to convene the Board of Directors on a determined agenda.</p> <p>The Chairman shall be bound by the requests, made to him or her pursuant to the two preceding paragraphs.</p> <p>The effective presence of at least half of the members of the Board shall be necessary for the validity of the deliberations.</p> <p>A Director may give a mandate to another Director in order to represent him or her at a Meeting of the Board of Directors in accordance with the legal and regulatory provisions in force.</p> <p>The provisions of the above paragraphs are applicable to the permanent representatives of a legal entity Director.</p> <p>The Board of Directors may meet and deliberate through video-conference or telecommunication means or any other means, provided for by law, in accordance with the terms and conditions determined by its internal regulations.</p>	<p>The Board of Directors shall meet as often as the interests of the Company so require either at the registered office or in any other location including overseas.</p> <p>The Chairman shall determine the agenda for each Board Meeting and shall convene the Directors by all appropriate means.</p> <p>The Directors making up at least one third of the members of the Board of Directors may, upon indicating the agenda of the meeting, convene the Board at any time.</p> <p>The Chief Executive Officer may, as the case may be, also request the Chairman to convene the Board of Directors on a determined agenda.</p> <p>The Chairman shall be bound by the requests, made to him or her pursuant to the two preceding paragraphs.</p> <p>The presence of at least half of the members of the Board shall be necessary for the validity of the deliberations.</p> <p>A Director may give a mandate to another Director in order to represent him or her at a Meeting of the Board of Directors in accordance with the legal and regulatory provisions in force.</p> <p>The provisions of the above paragraphs are applicable to the permanent representatives of a legal entity Director.</p> <p>The Board of Directors may meet and deliberate by means of telecommunication or any other means provided for by law, in accordance with the legal provisions. Directors who participate by means of telecommunication are deemed to be present for the calculation of the quorum and the majority. The internal regulations may provide that certain decisions may not be taken at a meeting of the Board of Directors held under these conditions.</p>

<p>In this respect, subject to the limitations fixed by law, the internal regulations may provide that the Directors participating to the Meeting of the Board by video-conference or telecommunication means or any other means, the nature and conditions of implementation of which are determined by the regulatory provisions in force, shall be deemed to be present for the calculation of the quorum and the majority.</p> <p>The decisions shall be taken on a majority of votes of the members present or represented, the Director representing one of his or her colleagues having two votes; in the event of a tied vote, the Chairman of the Meeting shall not have a casting vote.</p>	<p>Decisions are taken by a majority of votes of the members present or deemed present or represented and the Director representing one of his or her colleagues having two votes; in the event of a tied vote, the Chairman of the meeting will not have a casting vote.</p> <p>At the initiative of the Chairman of the Board of Directors, the Board of Directors may take decisions by means of written consultation of its members, excluding decisions on the approval of the annual and half-year financial statements and on the preparation of the Management Report and the Sustainability Report.</p> <p>Any Director may, within the time limit provided for in the notice, object to the use of written consultation. In the event of opposition, the Chairman shall inform the Directors without delay and convene a meeting of the Board of Directors.</p> <p>As of the receipt of the written consultation, the Directors may decide by any written means, including by electronic means, within the time limit provided for by the notice.</p> <p>In the absence of a response to the Chairman of the Board of Directors on the written consultation within the time limit and according to the terms of the consultation, the Directors will be deemed absent and not to have participated in the decisions.</p> <p>Decisions may only be taken if at least half of the Directors participated in the written consultation, and only by a majority of the members participating in this consultation. The internal regulations specify the other methods of written consultation not defined by the legal and regulatory provisions in force or by these bylaws.</p>
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Neineteenth resolution (Amendment of the first paragraph of article 15 of the bylaws, relating to the powers of the Board of Directors)

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' Report, decided to amend the first paragraph of article 15 of the bylaws, as follows:

Article 15 – Powers of the Board of Directors First paragraph Previous wording	Article 15 – Powers of the Board of Directors First paragraph New wording
The Board of Directors shall determine the orientations of the activity of the Company and shall ensure their implementation. Subject to the powers expressly allocated to the General Meetings and subject to the limitations of the corporate purpose, all	The Board of Directors determines the orientations of the Company's activity and ensures that they are implemented in accordance with the interests of the Company, while considering the social and environmental challenges of its business.

questions relating to the proper running of the Company shall be referred to it and it shall rule on the affairs, which concern it through its deliberations.	Subject to the powers expressly allocated to the General Meetings and subject to the limitations of the corporate purpose, all questions relating to the proper running of the Company shall be referred to it and it shall rule on the affairs, which concern it through its deliberations.
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The remainder of the article remains unchanged.

Twentieth resolution (Amendment to article 22 of the bylaws, relating to the Statutory Auditors)

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' Report, decided to amend article 22 of the bylaws, as follows:

Article 22 – Statutory Auditors Previous wording	Article 22 – Statutory Auditors New wording
One or several Statutory Auditors, both incumbent and Deputy, shall be appointed by the Ordinary General Meeting and shall exercise their auditory assignments in accordance with the legal and regulatory provisions in force.	One or several Statutory Auditors shall be appointed by the Ordinary General Meeting and shall exercise their audit assignments in accordance with the legal and regulatory provisions in force.

Twenty-first resolution (Delegation of authority to be given to the Board of Directors to decide to increase the Company's share capital by issuing – with pre-emptive subscription rights maintained – shares and/or marketable securities giving access to the capital, immediately or in the future and/or granting entitlement to debt securities)

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having taken due note of the Board of Directors' Report and the Statutory Auditors' special report, and in accordance with articles L. 225-129 *et seq.* of the French Commercial Code, specifically articles L. 225-129, L. 225-129-2, L. 225-132 to L. 225-134 and L. 228-91 *et seq.* of the said Code:

1. delegates its authority to the Board of Directors, with the option to sub-delegate as provided by law, to decide to increase the share capital, with pre-emptive subscription rights maintained, in France or in other countries, on one or more occasions, in the proportions and at the times that it sees fit, either in euros or in any other currency or monetary unit established with reference to more than one currency, with or without a premium, subject to payment or free of charge, by issuing (i) ordinary shares of the Company, and/or (ii) marketable securities governed by articles L. 228-92, paragraph 1, L. 228-93, paragraphs 1 and 3, or L. 228-94 of the French Commercial Code giving access, immediately and/or in the future, at any time or on a fixed date, through subscription, conversion, exchange, redemption, presentation of a warrant or in any other way, to the capital of the Company or of other companies in which the Company holds more than half of the share capital, whether directly or indirectly, including equity securities granting entitlement to debt securities, it being provided that these shares or securities may be paid up either in cash or by offsetting debts;
2. decides to set as follows the limits on the amounts of authorized capital increases in the event that the Board of Directors makes use of this delegation of authority:
 - the maximum nominal amount of the capital increases that may be carried out immediately and/or in the future under this delegation of authority is set at €280 million or the equivalent in any other currency or monetary unit determined with reference to more than one currency, it being provided that the aggregate

maximum nominal amount of the capital increases that may be carried out under this delegation of authority and the twenty-second, twenty-third, twenty-fourth, twenty-sixth (or pursuant to another resolution of the same type that may supersede it during the period for which this delegation of authority is valid) and twenty-seventh (or pursuant to another resolution of the same type that may supersede it during the period for which this delegation is valid) resolutions of this General Meeting is set at €280 million or the equivalent in any other currency or monetary unit determined with reference to more than one currency,

- the nominal amount of shares to be issued to maintain the rights of holders of marketable securities giving access to the capital, in accordance with the applicable legal and regulatory provisions and, if relevant, the contractual stipulations providing for other cases of adjustment, will be added to these maximum limits, if applicable;
- 3.** decides to set the following limits for the amounts of debt securities authorized in the event of issues of marketable securities based on debt securities giving immediate or future access to the capital of the Company or of other companies:
- the maximum nominal amount of debt securities that may be issued, immediately or in the future, under this authorization may not exceed €1 billion or the equivalent of this amount in any other currency or monetary unit established by reference to several currencies on the issue date; this amount shall also include issues by the Company of debt securities pursuant to the twenty-second, twenty-third, twenty-fourth, twenty-sixth resolutions of this Meeting (or pursuant to any other resolution of the same type that may be adopted during the term of validity of this delegation),
 - this amount will be increased, if applicable, by any premium for redemption above par and is independent of the amount of the debt securities that could be issued as a result of the use of the other resolutions submitted to this General Meeting and the debt securities whose issue might be decided or authorized by the Board of Directors in accordance with articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
- 4.** decides that the Board of Directors may not, unless previously authorized by a Shareholders' General Meeting of the Company, make use of this delegation of authority as of the filing by a third party of a public offer for the Company's securities, until the end of the offer period;
- 5.** in the event that the Board of Directors uses this delegation of authority:
- decides that the issues(s) will be reserved in priority for shareholders who may subscribe as of right in proportion to the number of shares they hold at that time,
 - takes due note that the Board of Directors will have the option of introducing a subscription right on a reducible basis to be exercised in proportion to the rights of shareholders within the limits of their requests,
 - takes due note that the Board of Directors will have the option of providing for an extension clause allowing the number of new shares to be increased in proportions not exceeding 15% of the number of shares initially fixed, exclusively to fulfill subscription orders on a reducible basis that could not have been served,
 - takes due note that this delegation of authority automatically implies the waiver by the Company's shareholders, to the benefit of holders of marketable securities giving or potentially giving access to capital securities to be issued by the Company, of their pre-emptive subscription rights to the shares to which these securities would entitle them, immediately or in the future,
 - takes due note that, in accordance with article L. 225-134 of the French Commercial Code, if subscriptions as of right and, if applicable, excess subscriptions, do not exhaust the entire capital increase, the Board of Directors may, within the law and in the order that it determines, use one or more of the following options:
 - freely distribute all or part of the shares or, in the case of marketable securities giving access to the capital, such marketable securities whose issue has been decided on but that have not been subscribed for,
 - offer all or part of the shares or, in the case of marketable securities giving access to the capital, such securities that have not been subscribed for, to public investors on the market in France or in other countries,
 - in general, limit the capital increase to the amount of subscriptions, provided that, for issues of shares or marketable securities for which the primary security

- is a share, this is equal to, following the use of the aforementioned two options, if applicable, at least three quarters of the capital increase decided on,
- decides that Company warrants may be issued through a subscription offer, as well as through free awards to shareholders who own the existing shares, it being provided that the Board of Directors may decide that it will not be possible to trade or transfer allocation rights forming fractions of shares or the corresponding securities, and that the corresponding securities will be sold in accordance with the applicable legislative and regulatory provisions;
 - 6.** decides that the Board of Directors will have full powers, with an option to sub-delegate as provided by law, to implement this delegation of authority, particularly with a view to:
 - deciding to issue shares and/or marketable securities giving immediate or future access to the capital of the Company or any other company in which the Company holds more than half of the share capital, directly or indirectly,
 - deciding on the amount of the issue, the issue price and the amount of the premium that may be demanded on issue,
 - determining the dates and the terms and conditions of the issue, as well as the nature, number and characteristics of the shares and/or marketable securities to be created and issued,
 - in particular, in the case of marketable securities representing a debt obligation, determining their subordinated or non-subordinated nature, their interest rate, their term, their redemption price, whether fixed or variable, with or without a premium, and their terms of redemption; and modifying, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities,
 - determining the arrangements for payment for the shares or marketable securities to be issued,
 - determining, if applicable, the terms and conditions for the exercise of the rights (as applicable, the conversion, exchange or redemption rights, including by delivery of Company assets such as treasury shares or marketable securities already issued by the Company) attached to the shares or marketable securities to be issued and, in particular, setting the date, even retroactively, from which the new shares will carry dividend rights, as well as all other terms and conditions for the completion of the capital increase,
 - establishing the terms and conditions under which the Company will, as relevant, at any one time or during specific periods, have the option to acquire or trade in marketable securities already issued or to be issued immediately or in the future, whether with a view to canceling them or otherwise, in accordance with the applicable legal provisions,
 - providing for the option to suspend the exercising of rights associated with the shares or marketable securities giving access to the capital, for a maximum of three months, in accordance with the legal and regulatory provisions in force,
 - charging the capital increase costs to the corresponding amount of premiums and deducting from this amount any sums needed to maintain the legal reserve,
 - determining and making any adjustments intended to take into account the impact of operations on the Company's capital or equity, notably in the event of a change in the share's par value, a capital increase through the capitalization of reserves, profits or premiums, bonus share awards, stock splits or consolidations, distribution of dividends, reserves or premiums or any other assets, amortization of the capital, or any other operation concerning the capital or shareholders' equity (including in the event of a public offer and/or a change of control), and determining any other conditions under which the rights of holders of marketable securities giving access to the capital or other rights giving access to the capital (including through cash adjustments) will be protected, in accordance with the applicable legal and regulatory provisions and, when relevant, the applicable contractual stipulations,
 - acknowledging the completion of each capital increase and amending the bylaws accordingly,
 - in general, entering into any agreement required, notably with a view to ensuring the successful completion of any issues planned, taking any measures and performing all formalities required for the issue, listing and financial servicing of

securities issued under this delegation of authority, as well as the exercising of the corresponding rights;

7. taking due note that, if the Board of Directors uses the delegation of authority it is granted under this resolution, the Board of Directors will, as required by legislation, report on the use made of authorizations given under this resolution at the next Ordinary General Meeting;
8. setting the validity of the delegation of authority under this resolution at twenty-six months from the date of this General Meeting;
9. taking due note that this delegation supersedes, as of the date hereof, any unused portion of the authority granted by the General Meeting of April 25, 2024 in its eighteenth resolution.

Twenty-second resolution (Delegation of authority to be given to the Board of Directors to decide to increase the Company's share capital by issuing – with pre-emptive subscription rights waived – shares and/or marketable securities giving access to the capital, immediately or in the future and/or granting entitlement to debt securities, including as part of a public offer)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having taken due note of the Board of Directors' Report and the Statutory Auditors' special report, and in accordance with the provisions of articles L. 225-129 *et seq.* of the French Commercial Code, specifically, articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and the provisions of articles L. 22-10-51, L. 22-10-52 and L. 228-91 *et seq.* of the French Commercial Code:

1. delegates its authority to the Board of Directors, with the option to sub-delegate as provided by law, to decide to increase the share capital, with pre-emptive subscription rights waived, on one or more occasions, in the proportions and at the times that it sees fit, in France or in other countries, via public offers, either in euros or in any other currency or monetary unit established with reference to more than one currency, with or without a premium, subject to payment or free of charge, by issuing (i) ordinary shares of the Company, and/or (ii) marketable securities governed by articles L. 228-92, paragraph 1, L. 228-93, paragraphs 1 and 3, or L. 228-94 of the French Commercial Code giving access, immediately and/or in the future, at any time or on a fixed date, through subscription, conversion, exchange, redemption, presentation of a warrant or in any other way, to the capital of the Company or of other companies in which the Company holds more than half of the share capital, whether directly or indirectly, including equity securities granting entitlement to debt securities, it being provided that these shares or securities may be paid up either in cash or by offsetting debts;
2. to this end, delegates to the Board of Directors, with an option to sub-delegate as provided by law, its authority to decide to issue shares or marketable securities giving direct or indirect access to the Company's capital to be issued following the issue, by companies in which the Company holds, directly or indirectly, more than half the share capital, of marketable securities giving access to the Company's capital, and duly notes that this decision automatically entails, to the benefit of the holders of marketable securities that may be issued by the companies of the Company's group, the waiving by the Company's shareholders of their pre-emptive subscription rights on the shares or marketable securities giving access to the capital of the Company to which these marketable securities confer entitlement;
3. decides to set the following limits for the amounts of capital increases authorized for the Board of Directors under this delegation:
 - the maximum nominal amount of capital increases that may be carried out under this delegation of authority is set at €57 million or the equivalent in any other currency or monetary unit determined with reference to more than one currency, it being provided that (i) this maximum limit applies to all capital increases with pre-emptive subscription rights waived that may be carried out immediately or in the future under this delegation of authority and the twenty-third and twenty-fourth resolutions of this General Meeting, and that (ii) this amount will be included in the overall limit set out in paragraph 2 of the twenty-first resolution of this General

Meeting or, if applicable, any overall limit stipulated in another resolution of the same type that may supersede the said resolution during the period for which this delegation is valid,

- the nominal amount of shares to be issued to maintain the rights of holders of marketable securities giving access to the capital, in accordance with the applicable legal and regulatory provisions and, if relevant, the contractual stipulations providing for other cases of adjustment, will be added to these maximum limits, if applicable;
4. 4. decides to set the following limits for the amounts of debt securities authorized in the event of issues of marketable securities based on debt securities giving immediate or future access to the capital of the Company or of other companies:
 - ◆ the maximum nominal amount of debt securities that may be issued, immediately or in the future, under this authorization may not exceed €1 billion or the equivalent of this amount in any other currency or monetary unit established by reference to several currencies on the issue date; this amount shall also include issues by the Company of debt securities pursuant to the twenty-first, twenty-third, twenty-fourth and twenty-sixth resolutions of this General Meeting (or pursuant to any other resolution of the same type that may be adopted during the term of validity of this delegation),
 - ◆ this amount will be increased, if applicable, by any premium for redemption above par and is independent of the amount of the debt securities that could be issued as a result of the use of the other resolutions submitted to this General Meeting and the debt securities whose issue might be decided or authorized by the Board of Directors in accordance with articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
 5. decides that shareholders' pre-emptive subscription rights to the securities covered under this resolution will be waived, while leaving the Board of Directors, in accordance with article L. 225-135, paragraph 5, and article L. 22-10-51, the option of granting shareholders, for a period and under the conditions that it will set in accordance with the applicable legal and regulatory provisions and for all or part of an issue carried out, a priority period of subscription on an irreducible basis and, if applicable, on a reducible basis, not leading to the creation of tradable rights, to be exercised in proportion to the number of shares held by each shareholder, for all or part of an issue carried out under this delegation;
 6. takes due note that, in accordance with the law, the direct issue of new shares within the framework of an offer referred to in article L. 411-2, paragraph 1, of the French Monetary and Financial Code will be limited to 20% of the share capital per year;
 7. decides, in accordance with article L. 225-134 of the French Commercial Code, that if subscriptions, including shareholders' subscriptions, if applicable, have not accounted for the entire issue, the Board of Directors may limit the amount of the operation to the amount of subscriptions received, provided that, for issues of shares or marketable securities for which the primary security is a share, this represents at least three quarters of the issue decided on;
 8. takes due note that this delegation of authority automatically implies the express waiver by the Company's shareholders, to the benefit of holders of marketable securities issued and giving access to the Company's capital, of their pre-emptive subscription rights to the shares to which the marketable securities will entitle them, immediately or in the future;
 9. takes due note that, in accordance with articles L. 225-136 and L. 22-10-52 paragraph 1 of the French Commercial Code (i) the issue price of shares issued directly will be at least equal to the minimum amount provided for by the laws and regulations in force at the time this delegation is used (i.e., for information purposes, as of the date of this Meeting, a price at least equal to the weighted average of the prices quoted for the shares on the regulated market of Euronext Paris over the last three trading days preceding the start of the public offering within the meaning of Regulation (EU) no. 2017/1129 of 14 June 2017, less a maximum discount of 5%), after, where applicable, correction of this average in the event of a difference between the dates of entitlement to dividends, and (ii) the issue price of the marketable securities giving access to the capital and the number of shares to which the conversion, redemption, or generally the transformation of each marketable security giving access to the capital may give entitlement, will be such that the sum immediately

received by the Company, plus, if applicable, the amount that may be received subsequently by the Company, for each share issued as a result of the issue of these marketable securities, is at least equal to the price defined in (i) of this paragraph, after correction, if applicable, of this amount to take account of the difference in dividend date;

- 10.** decides that the Board of Directors may not, unless previously authorized by a Shareholders' General Meeting of the Company, make use of this delegation of authority as of the filing by a third party of a public offer for the Company's securities, until the end of the offer period;
- 11.** decides that the Board of Directors will have full powers, with an option to sub-delegate as provided by law, to implement this delegation of authority, particularly with a view to:
 - deciding to issue shares and/or marketable securities giving immediate or future access to the capital of the Company or any other company in which the Company holds more than half of the share capital, directly or indirectly,
 - deciding on the amount of the issue, the issue price and the amount of the premium that may be demanded on issue,
 - determining the dates and the terms and conditions of the issue, as well as the nature, number and characteristics of the shares and/or marketable securities to be created and issued,
 - in particular, in the case of marketable securities representing a debt obligation, determining whether they are subordinated or non-subordinated, their interest rate, their term, their redemption price, whether they are fixed or variable, whether or not they carry a premium, and the methods used to amortize them,
 - modifying, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities,
 - determining the arrangements for payment for the shares or marketable securities to be issued,
 - determining, if applicable, the terms and conditions for the exercise of the rights (as applicable, the conversion, exchange or redemption rights, including by delivery of Company assets such as treasury shares or marketable securities already issued by the Company) attached to the shares or marketable securities to be issued and, in particular, setting the date, even retroactively, from which the new shares will carry dividend rights, as well as all other terms and conditions for the completion of the capital increase,
 - establishing the terms and conditions under which the Company will, as relevant, at any one time or during specific periods, have the option to acquire or trade in marketable securities already issued or to be issued immediately or in the future, whether with a view to canceling them or otherwise, in accordance with the applicable legal provisions,
 - providing for the option to suspend the exercise of the rights attached to the securities issued, for a maximum of three months, in accordance with the applicable legal and regulatory provisions,
 - deciding, where appropriate, no later than its Meeting to fix the final terms of the issue, to increase the number of new shares by proportions not exceeding 15% of the number of shares initially fixed, for the purpose of responding to excess demands made in the context of the public offer,
 - charging the capital increase costs to the corresponding amount of premiums and deducting from this amount any sums needed to maintain the legal reserve,
 - determining and making all adjustments to take account of the impact of transactions affecting the Company's capital or equity, in particular in the event of a change in the nominal value of the share, a capital increase by capitalization of reserves, profits or premiums, a bonus share issue, stock split or reverse stock split, distribution of dividends, reserves or premiums or any other assets, amortization of capital, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offering and/or a change of control), and set any other terms and conditions to ensure the preservation of the rights of holders of marketable securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustments),

- acknowledging the completion of each capital increase and amending the bylaws accordingly,
- in general, entering into any agreement required, notably with a view to ensuring the successful completion of any issues planned, taking any measures and performing all formalities required for the issue, listing and financial servicing of securities issued under this delegation of authority, as well as the exercising of the corresponding rights;
- 12.** taking due note that, if the Board of Directors uses the delegation of authority it is granted under this resolution, the Board of Directors will, as required by legislation, report on the use made of authorizations given under this resolution at the next Ordinary General Meeting;
- 13.** setting the validity of the delegation of authority under this resolution at twenty-six months from the date of this General Meeting;
- 14.** notes that this delegation of authority supersedes, as from the date hereof, the unused portion, if any, of the authority granted by the General Meeting of April 25, 2024 in its nineteenth resolution.

Twenty-third resolution (Delegation of authority for the Board of Directors to decide to increase the Company's share capital by issuing – with pre-emptive subscription rights waived – shares and/or marketable securities giving access to the Company's capital, immediately or in the future, and/or granting entitlement to debt securities, in the event of a public exchange offer initiated by the Company)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having taken due note of the Board of Directors' Report and the Statutory Auditors' special report, and in accordance with the provisions of articles L. 225-129 *et seq.* of the French Commercial Code, specifically, articles L. 225-129 to L. 225-129-6:

- 1.** delegates its authority to the Board of Directors, with an option to sub-delegate as provided by law, to decide to increase the share capital, with pre-emptive subscription rights waived, on one or more occasions, in the proportions and at the times that it sees fit, in France or in other countries, via public offers other than those referred to in article L. 411-2 of the French Monetary and Financial Code, in euros, in foreign currencies or in any monetary unit determined with reference to more than one currency, by issuing (i) ordinary shares of the Company (ii) marketable securities governed by articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3, or L. 228-94 of the French Commercial Code giving access, immediately and/or in the future, at any time or on a set date, through subscription, conversion, exchange, redemption or submission of a warrant or via any other means, to the capital of the Company or of other companies in which the Company holds more than half of the share capital, directly or indirectly, including capital securities granting entitlement to debt securities, to be issued in return for securities tendered for a public offer with an exchange component (on a primary or secondary basis), initiated in France and/or in other countries, in accordance with local regulations (for example in the case of a reverse merger), by the Company and involving the securities of a company whose shares are admitted for trading on a regulated market in a European Economic Area or Organisation for Economic Co-operation and Development Member State;
- 2.** decides to set the following limits for the amounts of capital increases authorized for the Board of Directors under this delegation:
 - the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation of authority is set at €57 million or the equivalent in any other currency or monetary unit determined with reference to more than one currency, it being provided that (i) this maximum limit applies to all capital increases with pre-emptive subscription rights waived that may be carried out immediately or in the future under this delegation of authority and the twenty-second and twenty-fourth resolutions of this General Meeting, and that (ii) this amount will be included in the overall limit set out in paragraph 2 of the twenty-first resolution of this General Meeting or, if applicable, any overall limit stipulated in

- another resolution of the same type that may supersede the said resolution during the period for which this delegation is valid,
- the nominal amount of shares to be issued to maintain the rights of holders of marketable securities giving access to the capital or other rights giving access to the capital, in accordance with the applicable legal and regulatory provisions and, when relevant, the contractual stipulations providing for other cases of adjustment, will be added to these limits;
- 3.** decides to set the following limits for the amounts of debt securities authorized in the event of issues of marketable securities based on debt securities giving immediate or future access to the capital of the Company or of other companies:
 - the maximum nominal amount of debt securities that may be issued, immediately or in the future, under this authorization may not exceed €1 billion or the equivalent of this amount in any other currency or monetary unit established by reference to several currencies on the issue date; this amount shall also include issues by the Company of debt securities pursuant to the twenty-first, twenty-second and twenty-fourth resolutions of this General Meeting (or pursuant to any other resolution of the same type that may be adopted during the term of validity of this delegation),
 - this amount will be increased, if applicable, by any premium for redemption above par and is independent of the amount of the debt securities that could be issued as a result of the use of the other resolutions submitted to this General Meeting and the debt securities whose issue might be decided or authorized by the Board of Directors in accordance with articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
 - 4.** decides to waive shareholders' pre-emptive subscription rights to ordinary shares and marketable securities issued pursuant to this delegation of authority;
 - 5.** takes due note that this delegation of authority automatically implies the express waiver by the Company's shareholders, to the benefit of holders of marketable securities issued and giving access to the Company's capital, of their pre-emptive subscription rights to the shares to which the marketable securities will entitle them, immediately or in the future;
 - 6.** decides that the Board of Directors may not, unless previously authorized by a Shareholders' General Meeting of the Company, make use of this delegation of authority as of the filing by a third party of a public offer for the Company's securities, until the end of the offer period;
 - 7.** decides that the Board of Directors will have full powers, with an option to sub-delegate as provided by law, to implement this delegation of authority, particularly with a view to:
 - determining the list of marketable securities contributed to the exchange,
 - setting the exchange parity and, if applicable, the amount of the cash balance to be paid,
 - recording the number of shares tendered to the offer,
 - determining, if applicable, the terms and conditions for the exercise of the rights (as applicable, the conversion, exchange or redemption rights, including by delivery of Company assets such as treasury shares or marketable securities already issued by the Company) attached to the shares or marketable securities to be issued and, in particular, setting the date, even retroactively, from which the new shares will carry dividend rights, as well as all other terms and conditions for the completion of the capital increase,
 - suspending the exercise of the rights attached to the marketable securities issued under this delegation for a maximum period of three months in accordance with the applicable legal and regulatory provisions,
 - recording the difference between the issue price of the new shares and the par value of said shares as a liability on the Company's balance sheet, in a "contribution premium" account to which all shareholders will be entitled,
 - deducting from the contribution premium all the expenses and fees incurred by the capital increase and deduct the amount necessary to maintain the legal reserve,
 - determining and making all adjustments to take account of the impact of transactions affecting the Company's capital, in particular in the event of a change in the nominal value of the share, a capital increase by capitalization of reserves, profits or premiums, a bonus share issue, stock split or reverse stock split,

distribution of dividends, reserves or premiums or any other assets, amortization of capital, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offering and/or a change of control), or to protect the rights of holders of marketable securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustments),

- acknowledging the completion of each capital increase and amending the bylaws accordingly,
 - in general, entering into any agreement required, notably with a view to ensuring the successful completion of any issues planned, taking any measures and performing all formalities required for the issue, listing and financial servicing of securities issued under this delegation of authority, as well as the exercising of the corresponding rights;
8. taking due note that, if the Board of Directors uses the delegation of authority it is granted under this resolution, the Board of Directors will, as required by legislation, report on the use made of authorizations given under this resolution at the next Ordinary General Meeting;
 9. setting the validity of the delegation of authority under this resolution at twenty-six months from the date of this General Meeting;
 10. takes due note that this delegation of authority supersedes, as from the date hereof, the unused portion, if any, of the authority granted by the General Meeting of April 25, 2024 in its twentieth resolution.

Twenty fourth resolution (Authorization for the Board of Directors to increase the number of shares to issue in the event of a capital increase with pre-emptive subscription rights maintained or waived)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' special report, in accordance with the provisions of article L. 225-135-1 of the French Commercial Code:

1. authorizes the Board of Directors, with an option to subdelegate under the conditions established by law, to decide to increase the number of shares to be issued in the event of an increase in the Company's share capital, with or without pre-emptive subscription rights, at the same price as that used for the initial issue, within the deadlines and limits provided for by the regulations applicable on the date of the issue (currently, within thirty days of the closing of the subscription and up to 15% of the initial issue);
2. resolves that the nominal amount of the capital increases decided by this resolution shall be deducted from the ceiling applicable to the initial issue and from the overall ceiling provided for in paragraph 2 of the twenty-first resolution of this General Meeting or, as the case may be, from the ceilings provided for by resolutions of the same type that may succeed said resolution during the period of validity of this authorization;
3. sets the period of validity of the authorization referred to in this resolution at twenty-six months as from the date of this Meeting;
4. takes due note of the fact that this authorization supersedes, as from the date hereof, the unused portion, if any, of the authorization granted by the General Meeting of April 25, 2024 in its twenty first resolution.

Twenty-fifth resolution (Option to issue shares or marketable securities giving access, immediately or in the future, to shares to be issued by the Company as compensation for contributions in kind, except in the case of a public exchange offer)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, after taking due note of the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-129, L. 225-129-2, L. 225-147, L. 22-10-53 and L. 228-91 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, with the option of sub-delegation under the conditions established by law, to carry out a capital increase, on one or more occasions and at the times it deems appropriate, up to a limit of 10% of the share capital (it being specified that this overall limit of 10% is assessed each time this delegation of authority is used, and applies to a share capital figure that has been adjusted in the light of transactions affecting it subsequent to this General Meeting; for information purposes, on the basis of a share capital comprising 76,738,691 shares as at December 31, 2024, this limit of 10% of the share capital represents 7,673,869 shares), for the purpose of compensating contributions in kind granted to the Company and consisting of equity securities or marketable securities giving access to the share capital, when the provisions of article L. 22-10-54 of the French Commercial Code relating to public exchange offers are not applicable, by the issue, on one or more occasions, (i) of ordinary shares of the Company and/or (ii) of marketable securities governed by articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3, or L. 228-94 of the French Commercial Code, giving access, immediately and/or in the future, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other way, to the capital of the Company or of other companies in which the Company directly or indirectly owns more than half of the share capital, including equity securities giving entitlement to the allotment of debt securities, it being stipulated that the payment of these shares or marketable securities may be made either in cash or by offsetting debts;
2. in addition to the limit of 10% of the capital established above, resolves to set the following limits on the amounts of the capital increases authorized in the event of use by the Board of Directors of this delegation of authority:
 - the maximum nominal amount of capital increases that may be carried out under this delegation of authority is set at €57 million or the equivalent in any other currency or monetary unit determined with reference to more than one currency, it being provided that (i) this maximum limit applies to all capital increases with pre-emptive subscription rights waived that may be carried out immediately or in the future under this delegation of authority and the twenty-second and twenty-third resolutions of this General Meeting, and that (ii) this amount will be included in the overall limit set out in paragraph 2 of the twenty-first resolution of this General Meeting or, if applicable, any overall limit stipulated in a resolution of the same type that may supersede the said resolution during the period for which this delegation is valid,
 - the nominal amount of shares to be issued to maintain the rights of holders of marketable securities giving access to the capital, in accordance with the applicable legal and regulatory provisions and, if relevant, the contractual stipulations providing for other cases of adjustment, will be added to these maximum limits, if applicable;
3. decides to set the following limits for the amounts of debt securities authorized in the event of issues of marketable securities based on debt securities giving immediate or future access to the capital of the Company or of other companies:
 - the maximum nominal amount of debt securities that may be issued, immediately or in the future, under this authorization may not exceed €1 billion or the equivalent of this amount in any other currency or monetary unit established by reference to several currencies on the issue date; this amount shall also include issues by the Company of debt securities pursuant to the twenty-first, twenty-second, twenty-third and twenty-sixth resolutions of this General Meeting (or pursuant to any other resolution of the same type that may be adopted during the term of validity of this delegation),
 - this amount will be increased, if applicable, by any premium for redemption above par and is independent of the amount of the debt securities that could be issued as a result of the use of the other resolutions submitted to this General Meeting and the debt securities whose issue might be decided or authorized by the Board of Directors in accordance with articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
4. decides that the Board of Directors may not, unless previously authorized by a Shareholders' General Meeting of the Company, make use of this authorization as of

the filing by a third party of a public offer for the Company's securities, until the end of the offer period;

- 5.** resolves that the Board of Directors will have full powers, with an option to sub-delegate under the conditions laid down by law, to implement this authorization, particularly to:
 - decide to issue shares and/or marketable securities giving access, immediately or in the future, to the Company's capital, as compensation for contributions,
 - decides, on the basis of the report of the contributions auditor drawn up in accordance with articles L. 225-147 and L. 22-10-53 of the Commercial Code, on the valuation of contributions and the granting of any special benefits,
 - draw up a list of the equity securities and marketable securities giving access to the capital contributed, approve the valuation of the contributions, set the terms of issue of the shares and/or marketable securities compensating the contributions, as well as the amount of the balancing cash payment, if any, approve the granting of special benefits, and reduce, if the contributors agree, the valuation of the contributions or the compensation of the special benefits,
 - establish the dates and terms of issue, the nature, number and characteristics of the shares and/or securities compensating the contributions and modify, during the life of these marketable securities, said terms and characteristics in compliance with the applicable formalities and set the terms according to which the rights of the holders of securities giving access to the capital will be preserved, where applicable; decide, additionally, in the event of the issue of debt securities, whether they will be subordinated or not (and, where applicable, their level of subordination),
 - charging the costs of the capital increases against the amount of the premiums relating thereto and deducting from this amount the sums necessary to maintain the legal reserve,
 - set the terms and conditions under which the Company will have the option to purchase or exchange marketable securities on the stock market at any time or during specific periods, with a view to canceling them or not, in accordance with legal provisions,
 - provide for the possibility of suspending the exercise of rights attached to shares or marketable securities giving access to the capital in accordance with legal and regulatory provisions,
 - determine and make all adjustments to take account of the impact of transactions affecting the Company's capital or equity, in particular in the event of a change in the nominal value of the share, a capital increase by capitalization of reserves, profits or premiums, a bonus share issue, stock split or reverse stock split, distribution of dividends, reserves or premiums or any other assets, amortization of capital, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offering and/or a change of control), and set any other terms and conditions to ensure the preservation of the rights of holders of marketable securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustment),
 - acknowledging the completion of each capital increase and amending the bylaws accordingly,
 - in general, entering into any agreement required, notably with a view to ensuring the successful completion of any issues planned, taking any measures and performing all formalities required for the issue, listing and financial servicing of securities issued under this delegation of authority, as well as the exercising of the corresponding rights;
- 6.** sets the period of validity of the authorization referred to in this resolution at twenty-six months as from the date of this Meeting;
- 7.** takes due note that, should the Board of Directors make use of the authorization granted to it in this resolution, the report of the contributions auditor, if one is drawn up in accordance with articles L. 225-147 and L. 22-10-53 of the French Commercial Code, will be brought to its attention at the next General Meeting;
- 8.** notes that this delegation of authority supersedes, as from the date hereof, the unused portion, if any, of the authority granted by the General Meeting of April 25, 2024 in its twenty-second resolution.

Twenty-sixth resolution (Delegation of authority for the Board of Directors to decide on an increase of the share capital by capitalization of premiums, reserves, profits or other amounts)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, after taking due note of the Board of Directors' Report, 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 an option to sub-delegate under the conditions established by law, its authority to decide to increase the share capital on one or more occasions in the proportions and at the times it deems appropriate, by capitalization of premiums, reserves, profits or other sums for which capitalization is permitted by law and the bylaws, by the issue of new ordinary shares or by an increase in the par value of existing shares, or by a combination of these two methods;
2. resolves that the maximum nominal amount of the capital increases that may be carried out in this respect may not exceed €100 million or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this ceiling shall be increased, where applicable, by the nominal amount of the shares to be issued to preserve, in accordance with the legal or regulatory provisions and, where applicable, with the contractual stipulations providing for other cases of adjustment, the rights of the holders of marketable securities giving access to the capital or other rights giving access to the capital;
3. decides that the Board of Directors may not, unless previously authorized by a Shareholders' General Meeting of the Company, make use of this delegation of authority as of the filing by a third party of a public offer for the Company's securities, until the end of the offer period;
4. resolves that the Board of Directors will have full powers, with an option to sub-delegate under the legal conditions in force, to implement this delegation, particularly to:
 - determine the amount and nature of the sums to be capitalized, set the number of new shares to be issued and/or the amount by which the nominal value of the existing shares comprising the share capital will be increased, and set the date, even retroactively, from which the new shares will carry dividend rights or the date on which the increase in the par value will take effect,
 - resolve, in the event of the allocation of bonus shares, that fractional rights shall not be negotiable or transferable and that the corresponding shares shall be sold in accordance with the terms and conditions established by the Board of Directors; it being specified that the sale and distribution of the proceeds of the sale shall take place within the period set by article R. 228-12 of the French Commercial Code,
 - make any adjustments to take account of the impact of corporate actions affecting the Company's capital and set the terms under which, where applicable, the rights of holders of marketable securities giving access to the capital or other securities giving access to the capital will be preserved (including by way of adjustment in cash),
 - charge the costs of the capital increases against one or more available reserve accounts and deduct from this amount the sums necessary to maintain the legal reserve,
 - record the performance of each capital increase and make the corresponding amendments to the bylaws,
 - in general, enter into any agreement required, take any measures and perform all formalities required for the issue, listing and financial servicing of securities issued under this delegation, as well as the exercising of the corresponding rights;
5. takes due note that this delegation is granted for a period of twenty-six months from the date of this Meeting;
6. notes that this delegation of authority supersedes, as from the date hereof, the unused portion, if any, of the authority granted by the General Meeting of April 25, 2024 in its twenty-third resolution.

Twenty-seventh resolution (Delegation of authority for the Board of Directors to decide on an increase of the Company's share capital through the issue of shares and/or marketable securities giving access, immediately or in the future, to the capital, reserved for members of savings plans, with pre-emptive rights waived in their favor)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, after taking due note of the Board of Directors' Report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-129-2, L. 225-129-6, L. 225-138-1, L. 22-10-49 *et seq.* and L. 228-91 *et seq.* of the French Commercial Code, and articles L. 3332-18 to L. 3332-24 of the French Labor Code:

1. delegates to the Board of Directors, with an option to sub-delegate under the conditions established by law, its authority to decide to increase the share capital, with pre-emptive subscription rights waived, on one or more occasions, in France or in other countries, with or without a premium, in return for payment or free of charge, through the issue of ordinary shares or marketable securities governed by articles L. 228-92, paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 of the French Commercial Code, giving access, immediately or in the future, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other way, to the capital of the Company or of other companies, reserved for members of one or more employee savings plans (or any other plan for whose members articles L. 3332-1 *et seq.* of the French Labor Code allow a capital increase to be reserved under equivalent conditions) set up within a French or foreign company or group of companies included in the scope of consolidation or combination of accounts of the Company in accordance with article L. 3344-1 of the French Labor Code;
2. decides to set the following limits for the amounts of debt securities authorized in the event of issues of marketable securities based on debt securities giving immediate or future access to the capital of the Company or of other companies:
 - the maximum nominal amount of debt securities that may be issued, immediately or in the future, under this authorization may not exceed €1 billion or the equivalent of this amount in any other currency or monetary unit established by reference to several currencies on the issue date; this amount shall also include issues by the Company of debt securities pursuant to the twenty-first, twenty-second, twenty-third and twenty-fourth resolutions of this General Meeting,
 - this amount will be increased, if applicable, by any premium for redemption above par and is independent of the amount of the debt securities that could be issued as a result of the use of the other resolutions submitted to this General Meeting and the debt securities whose issue might be decided or authorized by the Board of Directors in accordance with articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
3. decides that the total nominal amount of capital increases that may be carried out under this delegation may not exceed 0.5% of the share capital on the date that the Board of Directors decides to grant the shares, it being specified that the maximum nominal amount of the capital increases that may be carried out immediately or over time pursuant to this authorization will be deducted from the overall ceiling provided for in paragraph 2 of the twenty-first resolution of this General Meeting or, as the case may be, from any overall ceiling provided for by a resolution of the same type that may supersede said resolution during the period of validity of this delegation and that to this amount will be added, if applicable, the nominal amount of the additional shares to be issued to maintain, in accordance with the law and the applicable contractual stipulations, the rights of bearers of financial securities giving access to the Company's capital;
4. resolves that the issue price of the new shares or marketable securities giving access to the capital shall be determined in accordance with the conditions set out in articles L. 3332-18 *et seq.* of the French Labor Code and shall be, in accordance with article L. 3332-19 of the French Labor Code, equal to at least 70% of the Reference Price (as defined below) or to 60% of the Reference Price when the period of unavailability provided for by the plan pursuant to articles L. 3332-25 and L. 3332-26 of the French Labor Code is equal to or greater than ten years; however, the General

Meeting expressly authorizes the Board of Directors to reduce or eliminate the above-mentioned discounts (within the legal and regulatory limits), if it deems it appropriate, in particular in order to take into account, inter alia, the legal, accounting, tax and social security regimes applicable locally; for the purposes of this paragraph, the Reference Price means the average of the prices listed for the Company's shares on the regulated market of Euronext Paris during the 20 trading days preceding the date of the decision setting the opening date of the subscription for members of a company or group employee savings plan (or equivalent plan);

5. authorizes the Board of Directors to grant, free of charge, to the beneficiaries indicated above, in addition to the shares or marketable securities giving access to the capital to be subscribed for in cash, shares or marketable securities giving access to the capital to be issued or already issued, as a substitute for all or part of the discount in relation to the Reference Price and/or employer's contribution, it being understood that the benefit resulting from this allocation may not exceed the legal or regulatory limits applicable under the terms of articles L. 3332-10 et seq. of the French Labor Code;
6. resolves to cancel the shareholders' pre-emptive subscription right to the shares and marketable securities giving access to the capital issued under this delegation in favor of the beneficiaries indicated above, said shareholders also waiving, in the event of a free allotment to the above-mentioned beneficiaries of shares or marketable securities giving access to the capital, any right to said shares or marketable securities giving access to the capital, including to the portion of capitalized reserves, profits or premiums, by reason of the free allotment of said securities carried out on the basis of this resolution; it is further specified that this delegation entails a waiver by the shareholders of their pre-emptive subscription right to the ordinary shares of the Company to which the marketable securities issued on the basis of this delegation may give right;
7. authorizes the Board of Directors, under the terms of this delegation, to sell shares to members of a company or group employee savings plan (or equivalent plan) as provided for in article L. 3332-24 of the French Labor Code, it being specified that sales of shares made at a discount to members of one or more of the employee savings plans referred to in this resolution will be deducted up to the nominal amount of the shares thus sold from the ceiling referred to in paragraph 3 of this resolution;
8. decides that the Board of Directors may not, unless previously authorized by a Shareholders' General Meeting of the Company, make use of this delegation of authority as of the filing by a third party of a public offer for the Company's securities, until the end of the offer period;
9. resolves that the Board of Directors shall have full powers to implement this delegation, with the option of sub-delegation under the legal conditions, within the limits and under the conditions specified above, in particular to:
 - decide to issue shares and/or marketable securities giving access, immediately or in the future, to the capital of the Company or other companies,
 - determine the dates and conditions for the issue, as well as the nature, number and characteristics of the shares and/or transferable securities to be created,
 - establish, in accordance with the law, the list of companies in which the beneficiaries, as indicated above, will be able to subscribe to the shares or marketable securities giving access to the capital issued in this way and, if applicable, benefit from the shares or marketable securities giving access to the capital allocated free of charge,
 - decide that subscriptions may be made directly by the beneficiaries, members of a company or group employee savings plan (or equivalent plan), or through company mutual funds or other structures or entities permitted by the applicable legal or regulatory provisions,
 - establish the conditions, particularly in terms of years of service, that must be met by the beneficiaries of the capital increases,
 - in the event of the issue of debt securities, determine all the characteristics and terms of such securities (in particular their fixed or open-ended nature, their subordinated or unsubordinated nature and their income) and to modify, during the

life of such securities, the terms and characteristics referred to above, in compliance with the applicable formalities,

- determining, if applicable, the terms and conditions for the exercise of the rights (as applicable, the conversion, exchange or redemption rights, including by delivery of Company assets such as treasury shares or marketable securities already issued by the Company) attached to the shares or marketable securities giving access to the capital and, in particular, setting the date, even retroactively, from which the new shares will carry dividend rights, as well as all other terms and conditions for the completion of the capital increase,
 - provide for the possibility of suspending the exercise of rights attached to shares or marketable securities giving access to the capital in accordance with legal and regulatory provisions,
 - determine the subscription opening and closing dates,
 - set the amounts of the issues to be carried out pursuant to this authorization and to establish, in particular, the issue prices, dates, deadlines, terms and conditions of subscription, payment, delivery and dividend entitlement of the securities (even retroactively), the reduction rules applicable in the event of oversubscription, and the other terms and conditions of the issues, within the legal and regulatory limits in force,
 - in the event of a free allocation of shares or marketable securities giving access to the capital, determine the nature, characteristics and number of shares or marketable securities giving access to the capital to be issued, the number to be allocated to each beneficiary, and set the dates, deadlines, terms and conditions for the allocation of these shares or marketable securities giving access to the capital within the legal and regulatory limits in force and, in particular, to choose either to substitute the allocation of these shares or marketable securities giving access to the capital in whole or in part for the discounts to the Reference Price provided for above, or to deduct the equivalent value of these shares or marketable securities from the total amount of the employer's contribution, or to combine these two options,
 - in the event of the issue of new shares, deduct, if necessary, from the reserves, profits or issue premiums, the sums required to pay up said shares,
 - record the completion of the capital increases up to the amount of the shares actually subscribed and make the corresponding amendments to the bylaws,
 - charging the costs of the capital increases against the amount of the premiums relating thereto and deducting from this amount the sums necessary to maintain the legal reserve, and
 - in general, enter into any agreement required, notably with a view to ensuring the successful completion of any issues planned, take any measures and decisions and perform all formalities required for the issue, listing and financial servicing of securities issued under this delegation, as well as the exercising of the rights attached thereto or resulting from the capital increases carried out;
- 10.** sets the validity of the issuance delegation under this resolution for twenty-six months from the date of this General Meeting;
- 11.** taking due note that this delegation supersedes, as of the date hereof, any unused portion of the authority granted by the General Meeting of April 25, 2024 in its twenty-fourth resolution.

Twenty-eighth resolution (Authorization for the Board of Directors to award existing or newly issued bonus shares to all employees and executive corporate officers of the Group or to certain categories of them)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, after taking due note of the Board of Directors' Report and the Statutory Auditors' special report, in accordance with 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:

- 1.** authorizes the Board of Directors, with an option to sub-delegate to the extent provided for under French law, to make awards of existing or newly issued bonus ordinary shares of the Company, on one or more occasions, to beneficiaries or

categories of beneficiaries that it will decide upon among the employees of the Company or its associated companies or groups under the conditions set out in article L. 225-197-2 of the French Commercial Code and the executive corporate officers of the Company or of its associated companies or groups that meet the conditions set out in article L. 225-197-1, II and L. 22-10-59 of said Code, under the conditions defined below;

- 2.** resolves that the existing or newly issued shares awarded free of charge pursuant to this authorization may not represent more than 0.5% of the share capital on the day the Board of Directors decides to grant the shares, it being specified that the maximum nominal amount of the capital increases that may be carried out immediately or over time pursuant to this authorization will be deducted from the overall ceiling provided for in paragraph 2 of the twenty-first resolution of this General Meeting or, as the case may be, from the overall ceiling that may be provided for by a resolution of the same type that may supersede said resolution during the period of validity of this delegation;
- 3.** resolves that the shares granted to executive corporate officers of the Company pursuant to this authorization may not represent more than 0.2% of the share capital on the day the Board of Directors decides to grant the shares;
- 4.** resolves that the Board of Directors will set the performance conditions to which the share awards will be subject, it being specified that each share award shall be fully subject to the achievement of one or more performance conditions set by the Board of Directors;
- 5.** resolves that these shares will be awarded to their beneficiaries at the end of a vesting period, the term of which will be set by the Board of Directors with the understanding that this period may not be lower than three (3) years and that the beneficiaries will be required to retain their shares for a minimum of two years as from the definitive award of these shares. In addition, shares will be awarded to their beneficiaries before the expiration of the above-mentioned vesting period if the beneficiary is classified under the second or third of the categories provided for in article L. 341-4 of the French Social Security Code and shares will be freely available in the event that the beneficiary is considered invalid due to being classified under aforementioned categories provided for in the French Social Security Code;
- 6.** grants full powers to the Board of Directors, with the option of sub-delegation under the conditions established by law, in order to implement this authorization and, in particular, to:
 - determine whether the shares awarded free of charge are existing or newly issued shares and, if necessary, to amend their choice before the shares are granted,
 - determine the identity of the beneficiaries, or of the category or categories of beneficiaries, of the shares awarded to employees and executive corporate officers of the Company or of the companies or groups listed above, as well as the number of shares granted to each of them,
 - set the conditions and, if necessary, the criteria for awarding shares, in particular the minimum vesting period and the required holding period for each beneficiary, under the conditions specified above, it being specified that for shares granted free of charge to executive corporate officers of the Company, the Board of Directors must either (a) decide that the shares granted free of charge cannot be transferred by the interested parties before the end of their term of office, or (b) set down the number of shares granted free of charge that such beneficiaries must retain in registered form until the end of their term of office,
 - adopts the rules of the bonus share award plan and, if necessary, amends it after the shares are awarded,
 - provide for the provisional suspension of allocation rights,
 - record the dates that the shares are granted and from which they may be freely sold, taking into account legal restrictions,
 - registers the bonus shares awarded in a registered account in the name of their holder, mentioning, where applicable, that they are unavailable and how long for, and removes the unavailability of the shares due to any circumstance for which this resolution or the applicable regulations enable their unavailability to be removed,
 - in the event that new shares are issued, to charge, where applicable, the amounts required to issue these shares to the reserves, profits or conversion premiums; to

acknowledge the performance of the capital increases made pursuant to this authorization; to make the corresponding amendments to the bylaws and to generally carry out all necessary deeds and formalities;

7. resolves that the Company may, where appropriate, make any adjustments to the number of shares awarded free of charge that would be required to safeguard the rights of the beneficiaries according to any transactions involving the Company's capital, specifically in the event of a change in the share's par value, a capital increase through the capitalization of reserves, bonus share awards, issue of new capital securities with pre-emptive subscription rights reserved for shareholders, stock split or reverse stock split, distribution of reserves, issue premiums or any other assets, amortization of capital, changes to the appropriation of earnings by means of the creation of preference shares or any other transaction relating to equity or capital (including in the event of a public offer and/or a change of control). It should be noted that the shares allocated in accordance with these adjustments will be considered as having been granted on the same day as the shares which were granted initially;
8. notes that in the event of new bonus share issues, this authorization will – as and when these shares are granted – bring a capital increase by means of the capitalization of reserves, profits or share premiums for the beneficiaries of said shares and the consequent waiver of shareholders' pre-emptive subscription rights to these shares for the benefit of the beneficiaries of said shares;
9. takes due note that, on the assumption that the Board of Directors will make use of this authorization, it shall inform the Ordinary General Meeting annually of the transactions carried out pursuant to the provisions set out in articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, in accordance with the conditions set out in article L. 225-197-4 of said Code;
10. resolves that this authorization shall be given for a thirty-eight-month period from this date;
11. notes that this authorization supersedes, as from the date hereof, the unused portion, if any, of the authorization granted by the General Meeting of April 25, 2024 in its twenty-fifth resolution.

Twenty-ninth resolution (Authorization for the Board of Directors to reduce the share capital by canceling treasury shares)

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after taking due note of the Board of Directors' Report and the Statutory Auditors' special report, authorizes the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times that it decides, by canceling any amount of treasury shares that it determines within the limits authorized by law, in accordance with the provisions of article L. 22-10-62 of the French Commercial Code. The maximum number of shares that may be canceled by the Company pursuant to this authorization, during the twenty-four months preceding the cancellation, including the shares subject to this cancellation, is ten percent (10%) of the shares comprising the Company's capital on this date, i.e. a maximum of 7,673,869 shares as at December 31, 2024, it being noted that this limit applies to an amount of the Company's capital which will, if necessary, be adjusted to take into account transactions affecting the share capital subsequent to this General Meeting.

The General Meeting grants full powers to the Board of Directors, with an option to sub-delegate, to carry out any cancellation or capital reduction transactions that may be carried out pursuant to this authorization, to set the conditions for this, to record its completion, to deduct the difference between the buyback value of the canceled shares and their nominal amount from any reserve and premium items, to allocate the fraction of the legal reserve that became available as a result of the capital reduction and, as a consequence, to amend the bylaws and fulfill all formalities, and generally to do anything necessary to implement this authorization.

This authorization is given for a twenty-six-month period from this date.

This delegation of authority supersedes, as of today's date, the unused portion, if any, of the authorization granted by the General Meeting of April 25, 2024 in its twenty-sixth resolution.

Thirtieth resolution (Powers for formalities)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, grants full powers to the bearer of an original, a copy or an extract of the minutes of its deliberations to carry out all filings and formalities required by law.

I. REQUESTS FOR PROPOSED RESOLUTIONS OR POINTS TO BE INCLUDED ON THE AGENDA

Shareholders or shareholder associations representing a fraction of the share capital determined in accordance with the legal and regulatory provisions in force may ask for proposed resolutions or points to be included on the agenda for the General Meeting; in accordance with Articles L. 225-105, R. 225-71, R. 225-73 II and R. 22-10-22 of the French commercial code, such requests must reach the Company at least 25 days before the General Meeting date, and may not be submitted more than 20 days after the date of the meeting notice, i.e. by March 20, 2025 at the latest.

Requests to include proposed resolutions or points on the agenda must be sent recorded delivery to Gecina's registered office, at 16 rue des Capucines, 75084 Paris Cedex 02, France, or emailed to actionnaire@gecina.fr.

Requests will need to be accompanied by:

- (i) The points to be included on the agenda and their reasons; or
- (ii) The texts for the proposed resolutions and, if applicable, a brief presentation of their reasons; and
- (iii) An account registration certificate to provide proof of ownership or representation, on the date of the request, for the fraction of the capital required by the regulations in force, either in the registered securities accounts held by the company Uptevia, or in the bearer securities accounts held by an authorized intermediary.

When the request to include a proposed resolution concerns the nomination of a candidate for the Board of Directors, it must be accompanied by the information required by Article R. 225-83 5 of the French commercial code.

The authors of such requests will need to provide the Company with a new certificate confirming that their shares are registered in the abovementioned accounts by the second working day before the General Meeting, i.e. midnight (CET) on April 15, 2025.

The list of points added to the agenda and the texts for the proposed resolutions, submitted by shareholders, will be published on the Company's website www.gecina.fr, in accordance with Article R. 22-10-23 of the French commercial code.

II. WRITTEN QUESTIONS FROM SHAREHOLDERS

Any shareholder may submit questions to the Board of Directors in writing from the publication of this notice until four working days before the General Meeting, i.e. April 11, 2025 inclusive.

These questions must be sent recorded delivery to Gecina, 16 rue des Capucines, 75084 Paris Cedex 02, France, marked for the attention of the Chairman of the Board of Directors, or emailed to actionnaire@gecina.fr, and accompanied, for registered shareholders, by an account registration certificate, and for bearer shareholders, by a certificate confirming registration in the bearer securities accounts held by an intermediary referred to in Article L. 211-3 of the French monetary and financial code (Code monétaire et financier).

In accordance with the regulations, a joint response may be provided for these questions when they concern the same content.

Answers to written questions may be published directly on the Company's website: www.gecina.fr.

In accordance with Article L. 225-108 of the French commercial code, answers to written questions will be considered to have been given when they have been published on the Company's website in a dedicated questions and answers section.

III. FORMALITIES FOR PARTICIPATION IN THE GENERAL MEETING

All shareholders, irrespective of the number of shares held, are entitled to attend this General Meeting in person or be represented by any individual or legal entity of their choice, or vote by post or online.

- In accordance with Article R. 22-10-28 of the French commercial code, the right to take part in the General Meeting is subject to securities being registered in a securities account in the name of the shareholder or their intermediary by the second working day before the Meeting, i.e. midnight (CET) on April 15, 2025:
 - o **For registered shareholders:** in the registered securities accounts held by the company Uptevia; or,
 - o **For bearer shareholders:** in the securities accounts held by their authorized intermediary which manages them. The authorized intermediaries will issue a shareholding certificate in the shareholder's name, appended to the dedicated voting form.
- Shareholders may sell all or part of their shares at any time:
 - o If sales take place before midnight (CET) on April 15, 2025, the postal votes, proxy forms, admission cards, possibly accompanied by shareholding certificates, will be rendered null and void or modified accordingly, as required;
 - o If sales or any other transactions take place after midnight (CET) on April 15, 2025, regardless of the means used, they will not be taken into consideration by the Company.

1. Participation or voting using the internet – Votaccess platform

To encourage participation in this General Meeting, shareholders have the option to submit their voting instructions, appoint or dismiss a representative, and/or request an admission card online before the General Meeting with the Votaccess platform, under the conditions set out below:

- For direct registered shareholders: they will be able to access the voting site via their Shareholder Space at: <https://www.gecina.uptevia.com/>
Direct registered shareholders will need to sign in to their Shareholder Space with their usual access codes. Once they have signed in to their Shareholder Space, they will need to follow the instructions on screen to access the VOTACCESS site and be

able to submit their voting instructions, appoint or dismiss a representative, and request an admission card.

- For administered registered shareholders: they will be able to access the voting site via the VoteAG site at: <https://www.voteag.com/>. Administered registered shareholders will need to sign in to VoteAG with the temporary codes provided on the dedicated voting form or the electronic invitation to attend the General Meeting. Once on the site's homepage, they will need to follow the instructions on screen to access the VOTACCESS site and be able to submit their voting instructions, appoint or dismiss a representative, and request an admission card.

Bearer shareholders will need to contact their custodian to determine whether or not it is connected to the Votaccess site and, if applicable, if this access is subject to any specific conditions for use.

If the bearer shareholder's custodian is connected to the Votaccess site, the shareholder will need to identify themselves on their custodian's online portal with their usual access codes. The shareholder will then need to click on the icon shown on the line corresponding to their Gecina shares and follow the instructions on screen to access the Votaccess site and vote or appoint / dismiss a representative, or request an admission card.

The Votaccess site will be open from 10am on March 31, 2025 to 3pm (CET) on April 16, 2025, the day before the General Meeting.

It is recommended that shareholders with their access codes should not wait until the final few days to indicate how they would like to take part in the General Meeting in order to avoid potential bottlenecks on the website.

2. Attending the General Meeting in person

Shareholders who would like to attend the General Meeting in person must request an admission card under the following conditions:

For registered shareholders: shareholders must ensure that their admission card request reaches Uptevia, Assemblées générales, 90-110 esplanade du Général de Gaulle, 92931 Paris La Défense Cedex, France or submit their request online on the secure Votaccess platform by April 14, 2025.

Registered shareholders that have not received their admission card will nevertheless be able to attend the General Meeting by going to the dedicated counter and showing proof of their identity.

For bearer shareholders: Bearer shareholders may ask the authorized intermediary that manages their securities account for an admission card to be sent to them. This admission card is sufficient to attend the General Meeting in person; if bearer shareholders have not received their admission card in time or have misplaced it, they will be able to receive a shareholding certificate directly from this authorized intermediary, confirming the securities held as at April 15, 2025, and then present themselves at the General Meeting with this certificate.

Shareholders are advised that for this General Meeting, the latest time for signing the attendance register will be the start of the discussions. If they arrive after the attendance register has been closed, shareholders will not be able to vote during the Meeting.

3. Voting by post

Shareholders who would like to vote by post will need to take the following actions:

For registered shareholders: send a postal voting form (which the company Uptevia will send out directly to all registered shareholders).

For bearer shareholders: bearer shareholders will need to request a postal voting form from the authorized intermediary that manages their securities account. This voting form will need to be sent to the authorized financial intermediary managing their securities account. The intermediary will then forward this voting form to the company Uptevia accompanied by a shareholding certificate. The voting form will also be available on Gecina's website (www.gecina.fr), in the General Meeting section.

In both cases, postal votes will only be taken into account if the duly completed and signed forms reach the company Uptevia at the abovementioned address, at least three days before the General Meeting, i.e. by Monday April 14, 2025 at the latest.

4. Voting by proxy

Shareholders who would like to be represented will need to take the following actions:

For registered shareholders: return the proxy voting form sent out to them with their invitation to attend to the company Uptevia under the conditions set out below.

For bearer shareholders: request a proxy voting form from the authorized intermediary that manages their securities account. This proxy voting form will also be available on the Company's website (www.gecina.fr), in the General Meeting section.

In accordance with Article R. 22-10-24 of the French commercial code, notice of the appointment and dismissal of a representative may be given electronically, under the following conditions:

Shareholders will send an email to ct-mandataires-assemblees@uptevia.com attaching a scanned copy of their signed proxy voting form, indicating their surname, first name, address and personal identifier, or their shareholding certificate for bearer shareholders, as well as the surname and first name of their representatives who are being appointed or dismissed. Scanned copies of proxy voting forms that have not been signed will not be taken into account.

Only notices for the appointment or dismissal of representatives may be sent to the abovementioned email address.

To be taken into account, requests submitted on the VOTACCESS voting site to appoint or dismiss representatives will need to be received at least one day before the General Meeting, i.e. by 3pm (CET) on Wednesday April 16, 2025.

Paper proxy forms, duly completed and signed, must reach the company Uptevia at the address indicated above by April 14, 2025 at the latest.

To dismiss their representatives, shareholders will need to follow the same process as for their appointment, in writing or electronically, as relevant.

This dismissal will need to have been received by the company Uptevia by 3pm (CET) on April 16, 2025 if submitted on the VOTACCESS website, or by April 14, 2025 if submitted by email or post.

When shareholders have already voted by post, sent in proxy forms or applied for admission cards or shareholding certificates, they will no longer be able to choose another method for participating in the General Meeting.

In accordance with the provisions set out above, no appointments or dismissals of representatives will be accepted on the day of the General Meeting.

Proxies appointed for the General Meeting will be authorized to attend successive General Meetings convened with the same agenda.

IV. SHAREHOLDER RIGHTS TO INFORMATION

In accordance with legal and regulatory requirements, all the documents relating to this General Meeting will be made available to shareholders at the Company's registered office, within the legal and regulatory timeframes.

The Board of Directors' report, including a presentation of the reasons for the proposed resolutions and the summary table presenting the use of the latest financial authorizations are published on the Company's website at <http://www.gecina.fr>.

In addition, the information and documents provided for under Article R. 22-10-23 of the French commercial code will be published on the Company's website at www.gecina.fr at least 21 days before the General Meeting, i.e. Thursday March 27, 2025.

This notice will be followed by an invitation to attend including any amendments made to the agenda following potential requests from shareholders for proposed resolutions or points to be included.

The Board of Directors.