GROUPE PARTOUCHE

A French *Société Anonyme* with an Executive Board and a Supervisory Board
With share capital of €192,540,680
Registered office: 141 bis rue de Saussure – 75017 Paris – France
Paris Trade and Companies Register (RCS) No. 588 801 464

DRAFT RESOLUTIONS TO BE SUBMITTED TO THE COMBINED ANNUAL ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF WEDNESDAY, 22 MARCH 2023

ORDINARY BUSINESS

I.- FIRST RESOLUTION: ***Approval of the parent company financial statements***
The Shareholders' Meeting, having reviewed the reports of the Executive Board, the Supervisory Board and the Statutory Auditors, approves the documents and annual financial statements for the financial year ended 31 October 2022, namely the balance sheet, the income statement and the notes prepared at 31 October 2022, as presented, and the transactions reflected in these financial statements and summarised in these reports.

II.- SECOND RESOLUTION: ***Full discharge for Executive Board members***
The Shareholders' Meeting gives the Executive Board members full discharge for the performance of their duties in said financial year.

III. THIRD RESOLUTION: ***Appropriation of net profit for the year***
The Shareholders' Meeting, on the recommendation of the Executive Board, decides to appropriate the profit for the financial year amounting to €17,885,733 as follows:

Net profit to 31 October 2022 (€)	€17,885,733.28
Legal reserve	€894,286.66
Dividend payment to the Shareholders (equating to €0.32 per share)	€3,080,650.88
Appropriation to "Retained earnings"	€13,910,795.74
After appropriation, retained earnings will amount to:	€124,665,197.65

The dividend will be paid out after the Shareholders' Meeting, and no later than 31 July 2023.
The Shareholders' Meeting notes that dividends are subject to a 30% single flat-rate withholding tax (PFU), which breaks down as follows:

- A flat-rate tax of 12.80%. It should be noted that low-income taxpayers (i.e. individuals who belong to a tax household with reference taxable income in Year N-2 of less than €50,000 for those who are single, divorced or widowed, or €75,000 for couples taxed jointly) may apply for an exemption from the 12.8% flat-rate tax.
  Eligible taxpayers must apply for this exemption no later than 30 November of the year prior to the payment. By means of a sworn statement, the taxpayer must notify the company paying the dividend that their reference taxable income as shown on the tax notice issued in respect of their Year N-2 income stood at less than €50,000 or €75,000, as appropriate (see Art. 242 quater of the French General Tax Code).
- Social security levies for 17.20%, withheld at source.

That said, taxpayers who would benefit from doing so may opt to be taxed at their marginal rate of income tax instead. This option, which can be selected when reporting income in the year following receipt of the dividends, is available on an annual basis and applies to all income subject to the single flat-rate withholding tax (PFU).
Should taxpayers opt for the dividends to be taxed at their marginal rate of income tax, a 40% tax allowance is applied, where appropriate, to the tax base of the dividends, with the 17.20% social security levies being calculated based on the dividend amount prior to applying the tax allowance.
In accordance with the provisions of Article 243 bis of the French General Tax Code, the Shareholders' Meeting duly notes that during the past three financial years, no dividends were paid.

IV. - FOURTH RESOLUTION: ***Approval of the consolidated financial statements***

The Shareholders' Meeting, having reviewed the reports of the Executive Board, the Supervisory Board and the Statutory Auditors, approves the consolidated financial statements for the financial year ended 31 October 2022, namely the balance sheet, the income statement and the notes prepared at 31 October 2022, as presented, and the transactions reflected in those financial statements and summarised in these reports.

V.- FIFTH RESOLUTION: ***Agreements governed by Article L. 225-86 of the French Commercial Code***
The Shareholders' Meeting, having reviewed the Statutory Auditors' special report on agreements governed by Article L. 225-86 of the French Commercial Code and approved this report:

- Approves the agreements listed below, which were authorised in the financial year under review:

  Authorised by the Supervisory Board at its meeting held on 14 June 2022
  - ✓ Authorisation for the Executive Board to sign an amendment to the agreement entered into with Atelier de Paname SAS, whose Chairwoman is Salomé Partouche, with this agreement subject to the provisions of Article L. 225-86 of the French Commercial Code.
  - ✓ Acquisition by GPSA of 1,599,000 shares, i.e. 47.03% of the shares held by Ispar in the share capital of Luna Juan SCI, with this agreement subject to the provisions of Article L. 225-86 of the French Commercial Code, as the three companies have executive officers in common, namely Patrick Partouche, Chairman of the Supervisory Board and corporate manager of Luna SCI; and Isidore Partouche, Chairman of Ispar Holding SA and Vice-Chairman of the Supervisory Board.

  Authorised by the Supervisory Board at its meeting held on 13 September 2022
  - ✓ Authorisation for the Executive Board to proceed, on behalf of its subsidiary Société d'Activités Thermales Hôtelières et de Loisirs, with a sale of receivables due from another of its subsidiaries, Société du Casino Municipal d'Aix Thermal, with this agreement subject to the provisions of Article L. 225-86 of the French Commercial Code.

- Approves the following agreement authorised after the end of the financial year under review:

  Authorised by the Supervisory Board at its meeting held on 13 December 2022
  - ✓ Authorisation granted to the Executive Board to sign a new amendment (No. 3) to the initial agreement entered into on 28 December 2006 with Shal & Co, extending by 1 year, i.e. until 31 December 2023, firstly, the 25% reduction in Shal & Co's fees and, secondly, the scouting mission for the prospective sale of assets belonging to Groupe Partouche SA under the terms and conditions previously agreed, with this agreement subject to the provisions of Article L. 225-86 of the French Commercial Code since Shal & Co's shareholders indirectly own more than 10% of the Company's share capital.

- And approves the agreements listed below, which were approved by the Shareholders' Meeting in previous financial years:

  - ✓ Tax consolidation agreement: the Board authorised on 28 January 2020 the tacit renewal of this agreement that had expired on 31 October 2019 for a further period of five years until 31 October 2024.
  - ✓ Decision from 12 June 2018 for GPSA to cover for the surveillance costs of Patrick Partouche's personal home as of 1 July 2018. The Supervisory Board considered that these costs should be covered by Groupe Partouche SA given the link between its reputation and that of Patrick Partouche and the key duties performed by the latter.
  - ✓ Sublease, covering the lease by Groupe Partouche SA of its registered office, entered into with the subsidiary Partouche Immobilier for a 12-year period, in return for annual rent of €787,000 excluding service charges and excluding taxes (authorised by the Supervisory Board on 10 December 2019).
  - ✓ The return to profitability clause relating to the debt forgiveness agreement with Société du Grand Casino de Cabourg was triggered in respect of an amount of €1,173,377 in the

financial year. At 31 October 2022, the outstanding debt not triggering the return to profitability clause with the aforementioned company totalled €873,899.

- ✓ The return to profitability clause relating to the debt forgiveness agreement with Société du Casino de Tremblade was triggered in respect of an amount of €184,330 in the financial year. At 31 October 2022, the outstanding debt not triggering the return to profitability clause with the aforementioned company totalled €493,516.

- It duly notes the previously authorised agreements that did not remain in force during the financial year ended 31 October 2022:

  - ✓ Cash pooling agreement with Financière Partouche: Financière Partouche SA was authorised to participate in the cash pooling agreement for Group companies with Groupe Partouche SA.
  - ✓ With Grand Casino du Havre SA: return to profitability clause for a debt forgiveness in the amount of €18,503,867;
  - ✓ With Casino de la Trinité: return to profitability clause for a debt forgiveness in the amount of €3,267,000;
  - ✓ With Hôtel Cosmos SARL: return to profitability clause for a debt forgiveness in the amount of €3,516,140;
  - ✓ With Partouche Interactive SA: return to profitability clause for a debt forgiveness in the amount of €12,000,000;
  - ✓ With Société d'Exploitation du Casino et d'Hôtels de Contrexéville SAS: return to profitability clause for a debt forgiveness in the amount of €550,000;
  - ✓ Current account subordination agreement with SAS Casinos de Vichy "Les 4 Chemins": on 31 October 2012, the Company entered into a current account subordination agreement with Casinos de Vichy "Les 4 Chemins", in which it undertook [illegible]

VI.- SIXTH RESOLUTION: ***Reappointment of Walter Butler as a member of the Supervising Board***
The Shareholders' Meeting notes that Walter Butler's term of office as a member of the Supervisory Board expires on this day, and duly noting his request, for personal reasons, not to have this appointment renewed.

VII.- SEVENTH RESOLUTION: ***Reappointment of Butler Capital Partners SA as a member of the Supervisory Board***
The Shareholders' Meeting notes that Butler Capital Partners SA's term of office as a member of the Supervisory Board expires on this day, and decides to renew this appointment for an additional term of six years until the end of the Annual Ordinary Shareholders' Meeting to be convened to approve the financial statements for the financial year ending on 31 October 2028.

VIII.- EIGHTH RESOLUTION: ***Reappointment of Salomé Partouche as a member of the Supervisory Board***
The Shareholders' Meeting notes that Salomé Partouche's term of office as a member of the Supervisory Board expires on this day and decides not to renew this appointment.

IX.- NINTH RESOLUTION: ***Appointment of a new Supervisory Board member***
The Shareholders' Meeting, having reviewed the Executive Board's report, decides to appoint as a member of the Company's Supervisory Board for a term of six years until the end of the Annual Shareholders' Meeting to be convened to approve the financial statements for the financial year ending on 31 October 2028:

- Martine Monteil
Born 15 January 1950 in Vincennes (Val-de-Marne, France)
French national
Domiciled at: 141 bis rue de Saussure – 75017 Paris – France

X.- TENTH RESOLUTION: ***Establishment of the procedure for repurchasing shares pursuant to Article*** L. 22-10-62 ***of the French Commercial Code***
The Shareholders' Meeting, having reviewed the Executive Board's report:

1. Authorises the Executive Board, with the option of sub-delegating this authority as provided for by the regulations in force, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, to set up a repurchase programme for the Company's shares in line with the terms and conditions stated below:

- The Company may, in compliance with the aforementioned laws and the market practices permitted by the Autorité des Marchés Financiers [French financial markets authority], trade in its own shares for one of the following purposes:
  - Retiring some or all of them, subject to the adoption of the twentieth resolution hereinafter concerning the authorisation to be granted to the Executive Board to reduce the share capital, and in line with the terms stated in that resolution;
  - Allocating them to the employees and/or company officers of the Company and/or existing or future related companies, under the conditions laid down in law, and in accordance with any formula permitted by law, particularly within the framework of share awards covered by Article L.225-209 Paragraph 5 of the French Commercial Code;
  - Holding and subsequently exchanging or using them as payment for future acquisitions;
  - Helping ensure the liquidity and regularity of trading in the company's shares under a liquidity contract with a provider of investment services and in compliance with the code of conduct of the Autorité des Marchés Financiers;
- In addition, the number of shares that the Company may buy under the share repurchase programme covered by this resolution may not under any circumstances lead to an increase in the total number of shares held in treasury by the Company exceeding 10% of its share capital, it being specified that where the shares are purchased by the Company for the purpose of enhancing liquidity and regularity of trading in the shares, the number of shares used to calculate this upper limit will be the number of shares purchased less the number of shares resold during the period of validity of this authorisation and that where the shares have been purchased by the Company to be held or for subsequent remittance as consideration or in exchange as part of an external growth transaction, the number of shares purchased may not exceed 5% of its share capital.
- The Company may purchase its own shares under this repurchase programme: only at a unit price that may not exceed €80 per share (excluding fees and commission), it being specified that this repurchase price may be adjusted, where appropriate, to reflect any capital transactions (including the capitalisation of reserves, bonus share allotments, share splits or consolidations) occurring during the course of this share repurchase programme, as stated hereinbelow, subject to an aggregate cap of €75,000,000 (excluding trading fees).
- The share purchase, sale, transfer and exchange transactions under this share repurchase programme may be carried out by any means on a regulated or OTC market (including through a simple acquisition, transfers of blocks, use of any and all financial instruments or derivative products, through option instruments) as provided for and subject to the restrictions laid down in the law and regulations in force. The maximum percentage of the share capital purchased in the form of share blocks may be equivalent to the total size of the share repurchase programme authorised by this resolution.
- These transactions may take place at any time in compliance with the regulations in force, including during a public offer.

2. Sets at 18 months from the date of this Shareholders' Meeting the period of validity of the authorisation granted pursuant to this resolution.
3. Gives full powers to the Executive Board, which may be sub-delegated to its Chairman, as provided for in law, to decide, as specified in the provisions of law and the regulations in force, as well as in the terms laid down in this resolution, to implement the share repurchase programme, to determine the arrangements and to set the hierarchy of priorities for the programme, place any stock market order, enter into any agreement, keep the share purchase and sale registers, make any declarations required by the regulations to any authority, perform any other formalities and, generally speaking, take whatever action is necessary.
4. Duly notes that the Executive Board will inform shareholders as provided for in law and the regulations of the use made of the authorisation outlined in this resolution and notify the Autorité des Marchés Financiers in accordance with the applicable regulations.
5. Terminates the authorisation to trade in the Company's shares given to the Executive Board pursuant to the sixth resolution of the Ordinary Shareholders' Meeting of 7 April 2022.

<u>XI.- ELEVENTH RESOLUTION</u>: ***Approval of the components of the remuneration policy for senior executive officers - Article L. 225-82-2 and L. 225-100 of the French Commercial Code***

The Shareholders' Meeting, having reviewed the remuneration policy for Executive Board members and for the Chairman of the Supervisory Board, as outlined in the corporate governance report prepared by the Supervisory Board attached with the Executive Board's management report, approves the remuneration policy for the Company's senior executive officers as presented in this report.

XII.- TWELFTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2022 to Patrick Partouche***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2021/2022 financial year to Patrick Partouche, Chairman of the Supervisory Board.

XIII.- THIRTEENTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2022 to Isidore Partouche***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2021/2022 financial year to Isidore Partouche, Vice-Chairman of the Supervisory Board.

XIV.- FOURTEENTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2022 to Fabrice Paire***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2021/2022 financial year to Fabrice Paire, Chairman of the Executive Board.

XV.- FIFTEENTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2022 to Ari Sebag***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2021/2022 financial year to Ari Sebag, Executive Board member.

XVI.- SIXTEENTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2022 to Katy Zenou***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2021/2022 financial year to Katy Zenou, Executive Board member.

XVII.- SEVENTEENTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2022 to Jean-François Largillière***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2021/2022 financial year to Jean-François Largillière, Executive Board member, who passed away on 10 December 2021.

XVIII.- EIGHTEENTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and*** *the* ***benefits of any kind paid or awarded in respect*** *of the financial year ended 31 October* ***2022 to Benjamin Abou***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2021/2022 financial year to Benjamin Abou, Executive Board member, appointed on 25 January 2022 to replace Jean-François Largillière.

XIX.- NINETEENTH RESOLUTION: ***Remuneration awarded to Supervisory Board members***

The shareholders at the Shareholders' Meeting decided to set the total annual amount of compensation allocated to the Supervisory Board at €140,000 (one hundred and forty thousand euros). This decision and this amount apply for the financial year that began on 1 November 2022 and each subsequent financial year until the Shareholders' Meeting decides otherwise.

The Shareholders' Meeting reiterates that it is incumbent on the Supervisory Board to decide how to allocate the fees between members and on the payment date of this remuneration.

XX.- TWENTIETH RESOLUTION: ***Powers to carry out formalities***

The Shareholders' Meeting gives full powers to the bearer of an original, copy or excerpts of these minutes to carry out any and all legal formalities and, generally, take whatever action is required.

EXTRAORDINARY BUSINESS

XXI.- TWENTY-FIRST RESOLUTION: ***Delegation of authority to the Executive Board for the purpose of increasing the share capital through the issue of ordinary shares or any securities conferring access to the share capital with preferential subscription rights for shareholders***

The Shareholders' Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary shareholders' meetings, having reviewed the Executive Board's report and the special report of the

Statutory Auditors, in accordance with the provisions of the French Commercial Code, including Articles L. 225-129, L.225-129-2, L.225-132, L.225-134, L.228-91 et seq. of the French Commercial Code:

- Delegates authority to the Executive Board to decide, in the proportions and at the times it deems appropriate, in France or abroad, to issue the Company's ordinary shares or any securities conferring access to the share capital of the Company or of another company in which the Company holds directly or indirectly more than half share capital;
- Decides that the securities conferring access to the share capital of the Company or of one of its subsidiaries, which may be issued under this authority, may consist of debt securities, be attached to the issue of such securities or may give rise to the issue of intermediate securities; they may be issued in euros or in any other currency, or in any currency units established with reference to several currencies;
- Decides that the total amount of increases in share capital that may be carried out, immediately or in the future, pursuant to this delegation may not exceed a nominal value of €30,000,000, plus any additional amount of shares that would have to be issued to protect, in accordance with the law, the rights of holders of securities conferring access to the share capital, stock options or bonus share allotment rights;
- Decides that shareholders may, pursuant to the statutory provisions in force, exercise their preferential rights to subscribe on an irrevocable basis for ordinary shares and for securities to be issued pursuant to this resolution and that the Executive Board may, in addition, grant shareholders a preferential subscription right subject to reduction that shareholders may exercise in proportion to their subscription rights and, in any event, up to the amount they request;
- Decides, in accordance with the provisions of Article L. 225-134 of the French Commercial Code, that if subscriptions by irrevocable entitlement and, as the case may be, subject to reduction, do not cover the entire amount of an issue, the Executive Board may, at its discretion and in the order it determines, reduce the size of the issue to the amount of subscriptions received provided this amounts to at least three-quarters of the original size of the issue, freely distribute some or all of the unsubscribed securities or make a public offering of some or all of the unsubscribed securities in France or abroad;
- Duly notes that this resolution entails, by operation of law, the waiver by shareholders of their preferential right to subscribe for the ordinary shares of the Company to which the securities conferring access to the share capital may be issued pursuant to this delegation of authority;
- Grants, in particular and without this list being exhaustive, full power to the Executive Board, which may be sub-delegated as provided for in law, to:
    - Determine the form, type and characteristics of the securities conferring access to the share capital to be issued and set the terms of issue, including the dates, deadlines and terms of issue;
    - Set the issue price, the amounts to be issued, the dividend entitlement date, which may be before the date of issue, of the ordinary shares or securities conferring access to the share capital;
    - Determine how the ordinary shares or, as the case may be, securities conferring access to the share capital, are to be paid up;
    - Lay down any arrangements under which the Company will have the option of buying or exchanging on- or off-market, at any time or during predetermined periods, the ordinary shares or securities conferring access to the share capital, either issued or to be issued;
    - Take, where appropriate, as a result of the issue of ordinary shares or securities conferring access to the share capital, any and all requisite measures to protect the rights of holders of securities conferring access to the Company's share capital, stock (purchase or subscription) options and bonus share allotment rights, in accordance with the provisions of law and the regulations and any contractual obligations made by the Company and suspend any exercise of rights attached to such securities, in compliance with the provisions of law and the regulations;
    - At its sole discretion, should it deem appropriate, charge fees, duties and expenses incurred by the issues against the corresponding premiums and deduct the requisite amounts needed to top up the legal reserve to the appropriate level;
    - Apply, where appropriate, for admission to trading on a regulated market of the ordinary shares or securities conferring access to the share capital;
    - And, generally, take any measures, enter into any agreements and carry out any formalities necessary for the smooth completion of the envisaged issues, formally record completion of the resulting capital increases and amend the Articles of Association accordingly;
- Sets at 26 months from the date of this Shareholders' Meeting the period of validity of this delegation of authority;
- Duly notes that this delegation of authority supersedes any prior delegation with the same purpose and specifically that granted by the Shareholders' Meeting of 14 April 2021.

XXII.- TWENTY-SECOND RESOLUTION: ***Delegation of authority to the Executive Board for the purpose of increasing the share capital through the issue of ordinary shares or any securities conferring access to the share capital without preferential subscription rights for shareholders***

The Shareholders' Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary shareholders' meetings, having reviewed the Executive Board's report and the special report of the Statutory Auditors, and in accordance with the provisions of the French Commercial Code, including Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 et seq.:

- Delegates authority to the Executive Board to decide, in the proportions and at the times it deems appropriate, in France or abroad, to issue the Company's ordinary shares or any securities conferring access to the share capital of the Company or of another company in which the Company holds directly or indirectly more than half share capital;
- Decides that the securities conferring access to the share capital of the Company or of one of its subsidiaries, which may be issued under this authority, may consist of debt securities, be attached to the issue of such securities or may give rise to the issue of intermediate securities; they may be issued in euros or in any other currency, or in any currency units established with reference to several currencies;
- Decides that the total amount of increases in the share capital that may be carried out, immediately or in the future, may not exceed a nominal value of €30,000,000, it being specified that this amount counts against the nominal cap on capital increases provided for in the fifteenth resolution hereinabove;
- Decides to disapply shareholders' preferential right to subscribe for any ordinary shares and composite securities conferring access to the capital issued pursuant to this delegation of authority and to offer these securities by means of a public offering as provided for in law and the regulations, it being specified that the Executive Board may grant shareholders, in accordance with the provisions of Article L. 225-135 of the French Commercial Code, a priority period concerning all or part of the issue;
- Authorises the Executive Board, in the event of surplus demand, to increase the number of securities conferring access to the Company's share capital initially issued, subject to an upper limit of 15% of the original issue size, without exceeding the ceiling stated hereinabove as provided for in Article L. 225-135-1 of the French Commercial Code;
- Decides that, if subscriptions do not cover the entire amount of an issue, the Executive Board may use, in the order it determines, one or other of the following options: reduce the size of the issue to the amount of subscriptions received provided this amounts to at least three-quarters of the original issue, or freely distribute some or all of the unsubscribed securities;
- Duly notes that this resolution entails, by operation of law, the waiver by shareholders of their preferential right to subscribe for the ordinary shares of the Company to which the securities conferring access to the share capital may be issued pursuant to this delegation of authority;
- Decides that:
    - The issue price of securities conferring access to the share capital will be such that the amount received immediately by the Company, plus any amount it may receive subsequently, will be at least equal, for each share issued as a result of the issue of these securities, to the amount set below after any adjustment to reflect the difference in dividend entitlement date;
    - The issue price of ordinary shares may not be any lower than the minimum authorised by the provisions of law and the regulations applicable on the day of issue of the securities conferring access to the share capital after any adjustment to reflect the difference in dividend entitlement date;
- Decides that these delegations of authority granted to the Executive Board may be used to carry out a capital increase for the purpose of providing consideration for securities tendered to a public exchange offer for securities meeting the requirements of Article L. 22-10-54 of the French Commercial Code;
- Grants, in particular and without this list being exhaustive, full power to the Executive Board, which may be sub-delegated as provided for in law, to:
    - Determine the form, type and characteristics of the securities conferring access to the share capital to be issued and set the terms of issue, including the dates, deadlines and terms of issue;
    - Set the issue price, the amounts to be issued, the dividend entitlement date, which may be before the date of issue, of securities conferring access to the share capital;
    - Determine how the securities conferring access to the share capital are to be paid up;
    - Lay down any arrangements under which the Company will have the option of buying or exchanging on- or off-market, at any time or during predetermined periods, the securities conferring access to the share capital issued;
    - At its sole discretion, should it deem appropriate, charge fees, duties and expenses incurred by the issues against the corresponding premiums and deduct the requisite amounts needed to top up the legal reserve to the appropriate level;
    - If debt securities are issued, decide, whether or not they are subordinated, set their interest rate, whether or not they should have a fixed maturity date, the fixed or variable redemption price with or

without a premium, the repayment arrangements and the terms under which these securities will carry entitlement to ordinary shares;

- Apply, where appropriate, for admission to trading on a regulated market for securities conferring access to the share capital to be issued and, generally, take any measures, enter into any agreements and carry out any formalities necessary for smooth completion of the planned issues, formally record completion of the resulting capital increases and amend the Articles of Association accordingly;

- Sets at 26 months from the date of this Shareholders' Meeting the period of validity of this delegation of authority;
- Duly notes that this delegation of authority supersedes any prior delegation with the same purpose and specifically that granted by the Shareholders' Meeting of 14 April 2021.

XXIII.- TWENTY-THIRD RESOLUTION: *Delegation of authority to the Executive Board for the purpose of issuing shares or any securities conferring access to the share capital, up to a limit of 10% of the share capital, in consideration for contributions in kind*

The Shareholders' Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary shareholders' meetings, having reviewed the Executive Board's report and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129 to L. 225-129-6 and L. 225-147 of the French Commercial Code:

— Grants the Executive Board authority to decide, based on the contributions appraiser' report(s), to carry out one or more increases in the share capital, by issuing the Company's ordinary shares or securities conferring access to the share capital with a view to providing consideration for contributions in kind granted to the Company consisting of equity securities or securities conferring access to the share capital where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply;

— Sets at 10% of the share capital the ceiling on the immediate or future increase in the share capital resulting from issues completed pursuant to this delegation of authority, it being specified that the nominal value of capital increases pursuant to this delegation count against the aggregate nominal ceiling provided for in the twenty-one resolution;

— Decides to disapply, for the benefit of holders of shares or securities, in respect of which the contributions in kind were made, the preferential right to subscribe for the ordinary shares and duly notes that this resolution entails, by operation of law, the waiver by shareholders of their preferential right to subscribe for the ordinary shares of the Company to be issued on the basis of this delegation of authority;

— Grants full powers to the Executive Board, which may be sub-delegated as provided for in law, for the purposes of approving the appraisal of contributions, deciding on and formally recording completion of the capital increase providing consideration for the contribution, setting off any fees and duties incurred by the capital increase against the contribution premium, setting off against the contribution premium, where it deems appropriate to do so, the amounts required to top up the legal reserve, amending the Articles of Association accordingly and, more generally, taking any action required;

— Sets at 26 months from the date of this Shareholders' Meeting the period of validity of this delegation of authority;

— Duly notes that this delegation of authority supersedes any prior delegation with the same purpose and specifically that granted by the Shareholders' Meeting of 14 April 2021.

XXIV.- TWENTY-FOURTH RESOLUTION: *Delegation of authority to the Executive Board for the purpose of increasing the share capital through the capitalisation of premiums, reserves, earnings or other items*

The Shareholders' Meeting, deliberating in accordance with the quorum and majority voting requirements laid down in Article L. 225-130 of the French Commercial Code, having reviewed the Executive Board's report, in accordance with the provisions of Article L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code:

— Delegates authority to the Executive Board, for a period of twenty-six months from this Shareholders' Meeting, to decide to carry out one or more capital increases by capitalising premiums, reserves, earnings or other items, capitalisation of which is lawful and compliant with the Articles of Association in the form of a bonus share allotment or an increase in the nominal value of existing shares.

— Decides that the total amount of increases in the share capital that may be carried out, immediately and/or in the future, may not exceed the amount of available premiums, reserves and earnings.

— Decides that the total amount of increases in share capital that may be carried out may be increased by the amount necessary to protect, in accordance with the law, the rights of holders of securities conferring access to shares, irrespective of the ceiling set hereinabove.

— Should the Executive Board make use of this delegation of authority, decides in accordance with the provisions of Article L. 225-130 of the French Commercial Code that fractional shares will not be negotiable and that the corresponding shares will be sold, it being stipulated that the sale of said shares and the distribution of the

proceeds from their sale to holders of the rights will take place by the deadline and in accordance with the arrangements provided for by the regulations in force at the time of the sale.

— Duly notes that this delegation of authority supersedes any prior delegation with the same purpose and specifically that granted by the Shareholders' Meeting of 14 April 2021.

— In any event, the amount of capital increases carried out pursuant to this resolution counts against the aggregate ceiling provided for in the twenty-one resolution.

XXV.- TWENTY-FIFTH RESOLUTION: *Delegation of authority to the Executive Board for the purpose of increasing the share capital without preferential subscription rights through a private placement*

The Shareholders' Meeting, having reviewed the Executive Board's report and the special report of the Statutory Auditors, in accordance with the provisions of Article L. 225-136 et seq. of the French Commercial Code:

— Delegates authority to the Executive Board, for a period of twenty-six months from this Shareholders' Meeting, to carry out, on one or more occasions, a capital increase reserved for qualified investors or a restricted circle of investors as provided for in Article L. 225-136 of the French Commercial Code.

— Decides that the issue price for the shares will be set using the same rules as for a public offering and in accordance with Article L. 225-136 of the French Commercial Code.

— Decides that the total amount of increases in the share capital that may be carried out is capped at 20% of the share capital per year.

— In any event, the amount of capital increases carried out pursuant to this resolution counts against the aggregate ceiling provided for in the twenty-one resolution.

— Duly notes that this delegation of authority supersedes any prior delegation with the same purpose and specifically that granted by the Shareholders' Meeting of 14 April 2021.

XXVI.- TWENTY-SIXTH RESOLUTION: *Delegation of authority to the Executive Board for the purpose of reducing the share capital by retiring shares as provided for under Article L. 22-10-62 of the French Commercial Code*

The Shareholders' Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary shareholders' meetings, having reviewed the Executive Board's report and the special report of the Statutory Auditors, and subject to adoption of the sixth resolution hereinabove concerning implementation of a share repurchase programme:

— Authorises the Executive Board, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, reduce the share capital on one or more occasions, at its sole discretion and at the times it deems appropriate, by retiring shares held by the Company.

— Reiterates that, in accordance with the law, the total amount of reductions in the share capital that may be completed, is capped at 10% of the Company's share capital on the day on which the Executive Board makes a share retirement decision and per period of twenty-four months for the assessment of such cap, it additionally being stipulated that this cap applies to an amount of share capital that will be adjusted to reflect transactions affecting it subsequent to this Shareholders' Meeting.

— Decides that any amount by which the purchase price of shares exceeds their nominal value will be charged to issue, merger or contribution premiums or to any available reserves, including the legal reserve.

— Sets at 18 months from the date of this Shareholders' Meeting the period of validity of this authorisation.

— Terminates the authorisation to trade in the Company's shares given to the Executive Board pursuant to the 18th resolution of the Extraordinary Shareholders' Meeting of 7 April 2022.

— Grants full powers to the Executive Board, which may be sub-delegated as provided for in law, for the purpose of implementing this authorisation, which includes taking care of any deeds, formalities, notifications or statements for the purpose of completing any capital reductions decided upon and implemented pursuant to this resolution, including formally recording their completion and amending the Company's Articles of Association accordingly, and generally, taking whatever action is required.

XXVII.- TWENTY-SEVENTH RESOLUTION: *Powers to carry out formalities*

The Shareholders' Meeting gives full powers to the bearer of an original, copy or excerpts of these minutes to carry out any and all legal formalities and, generally, take whatever action is required.

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This document is a free translation into English of the original French "*Projet du texte des résolutions*", herein referred to as the "Draft resolutions". It is not a binding document. In the event of a conflict in interpretation, reference should be made to the French version, which is the authentic text.