

ADDENDUM TO THE 2023 NOTICE OF MEETING

COMBINED GENERAL SHAREHOLDERS' MEETING OF 25 MAY 2023

This addendum aims at completing the Elis' 2023 notice of meeting. It forms part of the 2023 notice of meeting and must be read together with it.

The Company published the preliminary notice of the Combined Shareholders' Meeting to be held on 25 May 2023 in the French Bulletin des Annonces Légales Obligatoires (BALO) dated 17 April 2023, announcement No.46.

As part of the governance agreements in force between the Company and its main shareholder, CPP Investments (formerly CPPIB) (a summary of which is included in section 7.2.3 of the 2022 Universal Registration Document, available on the Company's website) and further to the resignation of Ms. Joy Verlé of her position as member of Supervisory Board, on 30 August 2022, the Supervisory Board held on 25 April 2023, upon the proposition of CPP Investments and recommendation of the Appointments, Compensation and Governance Committee, has co-opted Michel Plantevin as a new member of the Supervisory Board. This cooptation in replacement of Joy Verlé is effective on the date of the Supervisory Board meeting and Michel Plantevin will serve for the remaining term of office of his predecessor, i.e. until the General Meeting that will be held in 2025 with respect to the approval of the 2024 annual accounts. Michel Plantevin has also been appointed as a member of the Appointments, Compensation and Governance Committee.

Further information on the profile, experience and positions of Michel Plantevin are presented hereinafter.

As a consequence of the above mentioned cooptation, your Management Board has decided on 26 April 2023 to add a new point to the agenda of the Combined Shareholders' Meeting to be held on 25 May 2023, i.e. "Ratification of cooptation of Michel Plantevin as member of the Supervisory Board », and to submit to the shareholders, **pursuant to the 10th resolution set forth hereinafter** and in accordance with article L. 225-78 of the French Code de commerce, the ratification of Michel Plantevin's cooptation as new member of Supervisory Board.

It should be noted that further to your General Meeting, provided resolutions 6 to 10 related to composition of the Supervisory Board are approved, your Supervisory Board will include more than half of independent members in accordance with the principles of Code AFEP-MEDEF (section 9.3 of the January 2020 version). The Supervisory Board will be made of 12 members (including the members representing the employees), out of whom 5 women and 7 men, with a gender balance in compliance with enforceable regulation.

Tenth resolution

Ratification of cooptation of Michel Plantevin as member of the Supervisory Board

The general shareholders' meeting, voting with the quorum and majority required for ordinary general shareholders' meetings, and having reviewed the Management Board's report and the Supervisory Board's observations, ratifies, in accordance with article L. 225-78 of the French *Code de commerce*, the cooptation of Michel Plantevin as member of the **Supervisory Board** decided by the **Supervisory Board** during its meeting dated 25 April 2023, in **replacement** of Joy Verlé, resigning member, for the remaining term of office of his predecessor, i.e. until the **general meeting** that will be held in 2025 with respect to the approval of the 2024 annual accounts.

We believe that this new resolution that will be submitted for your vote is in the Company's interests. We therefore invite you to vote in favor of such resolution.

Further to the inclusion of the above tenth resolution, the numbering of resolutions 10 to 23 in the 2023 notice of meeting is adapted; resolutions 10 to 23 being now numbered from 11 to 24. In the 2023 notice of meeting, any reference to any of the resolutions from 10 to 23 is to be read as a reference to the corresponding resolution numbered from 11 to 24. The text of some of the renumbered resolutions No. 11 to No. 24 has also been formally amended in addition to their renumbering (see annex to this addendum).

The Management Board.

Appendix to this Addendum

Michel Plantevin information sheet

**Business address:**

474 Beacon Street
Boston MA 02115
USA

Date of birth: 24 October 1956**Nationality:** French (US permanent resident)**Main activity:** Angel Investor

Michel Plantevin

Member of the
Supervisory Board

BIOGRAPHY

Michel Plantevin served as a Managing Director of Bain Capital Private Equity from April 2003 to December 2020 (in London up until 2017 and in Boston from 2018 to 2020), predominantly focused on investments in Energy, Industrial Products & Services sectors.

Previously, Michel Plantevin served as a Managing Director of Goldman Sachs International in London from 1995 to 2002. Prior to Goldman Sachs, he was a consultant with Bain & Company in London and later headed the Bain & Company Paris Office as a Managing Director.

Michel Plantevin holds a Master of Business Administration from Harvard Business School and a Master of Science degree in Engineering from CentraleSupélec in France.

Main offices and positions held as at May 4, 2023**Other offices and positions held within the Group:**

— Member of the Appointments, Compensation and Governance Committee

Offices and positions held outside the Group:

— Senior Advisor, Bain Capital Private Equity LP
— Director, Diversey Holdings*
— Director, Compact Sàrl

Offices and positions having ended in the past five years:

— Managing Director, Bain Capital Private Equity LP
— Chair, IMCD N.V.*
— Vice-Chair, Maisons du Monde*
— Director, Parts Holding Europe (PHE) SA
— Director, Ibstock Plc*
— Director, Fedrigoni Holding Ltd
— Director, Italmatch SA

* Listed company

Text of the draft resolutions n°11 to 24 :

Amended resolutions within the competence of the ordinary general meeting

Eleventh resolution (*Approval of the compensation policy applicable to the Chairman of the Supervisory Board for the year ending December 31, 2023*)

The general shareholders' meeting, voting with the quorum and majority required for ordinary general meetings, and having reviewed the Management Board's report and the Supervisory Board's report on corporate governance provided for in Article L. 225-68 of the French Commercial Code and attached to the management report describing the compensation policy for corporate officers, namely the information relating to the corporate officers as a whole and to each corporate officer individually, approves, in accordance with Articles L. 22-10-26 and R. 22-10-18 of the French Commercial Code, the compensation policy applicable to the Chairman of the Company's Supervisory Board for the financial year ending December 31, 2023, as described in the Supervisory Board's report on corporate governance attached to the management report and presented in chapter 2 "Corporate governance" of the Company's 2022 Universal Registration Document.

Twelfth resolution (*Approval of the compensation policy applicable to members of the Supervisory Board for the year ending December 31, 2023*)

The general shareholders' meeting, voting with the quorum and majority required for ordinary general meetings, and having reviewed the Management Board's report and the Supervisory Board's report on corporate governance provided for in Article L. 225-68 of the French Commercial Code and attached to the management report describing the compensation policy for corporate officers, namely the information relating to the corporate officers as a whole and to each corporate officer individually, approves, in accordance with Articles L. 22-10-26 and R. 22-10-18 of the French Commercial Code, the compensation policy applicable to the members of the Company's Supervisory Board for the financial year ending December 31, 2023, as described in the Supervisory Board's report on corporate governance attached to the management report and presented in chapter 2 "Corporate governance" of the Company's 2022 Universal Registration Document.

Thirteenth resolution (*Approval of the compensation policy applicable to the chairman of the Management Board for the year ending December 31, 2023*)

The general shareholders' meeting, voting with the quorum and majority required for ordinary general meetings, and having reviewed the Management Board's report and the Supervisory Board's report on corporate governance provided for in Article L. 225-68 of the French Commercial Code and attached to the management report describing the compensation policy for corporate officers, namely the information relating to the corporate officers as a whole and to each corporate officer individually, approves, in accordance with Articles L. 22-10-26 and R. 22-10-18 of the French Commercial Code, the compensation policy applicable to the Chairman of the Company's Management Board for the financial year ending December 31, 2023, as described in the Supervisory Board's report on corporate governance attached to the management report and presented in chapter 2 "Corporate governance" of the Company's 2022 Universal Registration Document.

Fourteenth resolution (*Approval of the compensation policy applicable to members of the Management Board for the year ending December 31, 2023*)

The general shareholders' meeting, voting with the quorum and majority required for ordinary general meetings, and having reviewed the Management Board's report and the Supervisory Board's report on corporate governance provided for in Article L. 225-68 of the French Commercial Code and attached to the management report describing the compensation policy for corporate officers, namely the information relating to the corporate officers as a whole and to each corporate officer individually, approves, in accordance with Articles L. 22-10-26 and R. 22-10-18 of the French Commercial Code, the compensation policy applicable to the members of the Management Board for the financial year ending December 31, 2023, as described in the Supervisory Board's report on corporate governance attached to the management report and presented in chapter 2 "Corporate governance" of the Company's 2022 Universal Registration Document.

Fifteenth resolution (*Approval of the information referred to in Article L. 22-10-9(I) of the French Commercial Code on compensation paid during the 2022 financial year or awarded for the 2022 financial year to all corporate officers in respect of their tenure on the Supervisory Board or the Management Board*)

The general shareholders' meeting, voting with the quorum and majority required for ordinary general meetings, and having reviewed the Supervisory Board's report on corporate governance provided for in Article L. 225-68 of the French Commercial Code, approves, pursuant to paragraph 1 of Article L. 22-10-34 of the French Commercial Code, the information referred to in Article L. 22-10-9(I) of the French Commercial Code on compensation paid during the 2022 financial year or awarded for the 2022 financial year to all corporate officers in respect of their tenure on the Supervisory Board or Management Board, as such information appears in the report on corporate governance attached to the management report, presented in chapter 2 "Corporate governance" of the Company's 2022 Universal Registration Document.

Sixteenth resolution (*Approval of the fixed, variable and exceptional elements of total compensation and benefits of any kind paid or awarded to Thierry Morin, Chairman of the Supervisory Board, for the financial year ended December 31, 2022*)

The general shareholders' meeting, voting with the quorum and majority required for ordinary general shareholders' meetings, and having reviewed the Supervisory Board's report on corporate governance stipulated by Article L. 225-68 of the French Commercial Code, approves, pursuant to paragraph 2 of Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional components of total compensation and benefits of any kind paid or awarded to Thierry Morin in his capacity as Chairman of the Supervisory Board for the financial year ended December 31, 2022, as described in the Supervisory of the Company's 2022 Universal Registration Document.

Seventeenth resolution (*Approval of the fixed, variable and exceptional elements of total compensation and benefits of any kind paid or awarded to Xavier Martiré, Chairman of the Management Board, for the financial year ended December 31, 2022*)

The general shareholders' meeting, voting with the quorum and majority required for ordinary general meetings, and having reviewed the Supervisory Board's report on corporate governance stipulated in Article L. 225-68 of the French Commercial Code, approves, pursuant to paragraph 2 of Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional components of total compensation and benefits of any kind paid or awarded to Xavier Martiré in his capacity as Chairman of the Management Board for the financial year ended December 31, 2022, as described in the Supervisory Board's report on corporate governance attached to the management report and presented in chapter 2 "Corporate governance" of the Company's 2022 Universal Registration Document.

Eighteenth resolution (*Approval of the fixed, variable and exceptional elements of total compensation and benefits of any kind paid or awarded to Louis Guyot, member of the Management Board, for the financial year ended December 31, 2022*)

The general shareholders' meeting, voting with the quorum and majority required for ordinary general meetings, and having reviewed the Supervisory Board's report on corporate governance stipulated in Article L. 225-68 of the French Commercial Code, approves, pursuant to paragraph 2 of Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional components of total compensation and benefits of any kind paid or awarded to Louis Guyot in his capacity as member of the Management Board for the financial year ended December 31, 2022, as described in the Supervisory Board's report on corporate governance attached to the management report and presented in chapter 2 "Corporate governance" of the Company's 2022 Universal Registration Document.

Nineteenth resolution (*Approval of the fixed, variable and exceptional elements of total compensation and benefits of any kind paid or awarded to Matthieu Lecharny, member of the Management Board, for the financial year ended December 31, 2022*)

The general shareholders' meeting, voting with the quorum and majority required for ordinary general meetings, and having reviewed the Supervisory Board's report on corporate governance stipulated in Article L. 225-68 of the French Commercial Code, approves, pursuant to paragraph 2 of Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional components of total compensation and benefits of any kind paid or awarded to Matthieu Lecharny in his capacity as member of the Management Board for the financial year ended December 31, 2022, as described in the Supervisory Board's report on corporate governance attached to the management report and presented in chapter 2 "Corporate governance" of the Company's 2022 Universal Registration Document.

Twentieth resolution (*Authorization to be granted to the Management Board to trade in the Company's shares*)

The general shareholders' meeting, voting with the quorum and majority required for ordinary general shareholders' meetings, having reviewed the Management Board's report and the Supervisory Board's observations, authorizes the Management Board, with the option to further delegate such authority, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code, Regulation (EU) No. 596/2014 of April 16, 2014 on market abuse (the Market Abuse Regulation or "MAR"), Commission Delegated Regulation (EU) No. 2016/1052 of March 8, 2016, and Articles 241-1 et seq. of the General Regulation of the AMF, to buy back the Company's shares directly or through a representative, in one or more installments, at its sole discretion, and within the limits set out below.

Shares may be purchased for any purpose permitted by the MAR and by law or that might be authorized by law, French or European regulations or the AMF, and for the following purposes in particular:

- to increase share liquidity under a liquidity agreement consistent with the ethics charter of the French Financial Markets Association (AMAFI), recognized by the AMF, using an investment services provider as intermediary;
- to honor obligations deriving from the exercise of rights attached to securities issued by the Company or by one of its subsidiaries entitling the holder, through conversion, exercise, redemption, exchange, presentation of a warrant or any other means, immediately or in the future, to the grant of shares of the Company, in accordance with applicable regulations;
- to honor obligations related to stock option plans, the grant of bonus shares to employees and corporate officers, the



grant or transfer of shares to employees as part of the Company's expansion-related profit-sharing plan, employee share ownership or company savings plans, and any other forms of share grant, allotment, sale or transfer to employees and corporate officers of the Company or Group, and to carry out any hedging transactions related to these transactions, as provided by law;

- to cancel any shares acquired under the conditions provided for in the 23rd resolution of this general shareholders' meeting, subject to the adoption thereof;

- to hold all or part of the shares acquired for subsequent reintroduction to the market or for use as payment for potential acquisitions, contributions, mergers or demergers in accordance with recognized market practices and applicable regulations, and for up to 5% of the Company's share capital, pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code; and

- more generally, to carry out any other transaction that is permitted or that might be authorized in the future by the laws or regulations in force or by the AMF.

The acquisition, disposal, transfer and exchange of these shares may be carried out at any time, excluding periods of public offerings in the Company's share capital, unless authorized in advance by the general shareholders' meeting, and by all available means, on any market, off market, over the counter, including the purchase or sale of blocks of shares, the use of derivative financial instruments or warrants or securities giving access to shares of the Company, or through the implementation of options strategies and, where applicable, through any third parties acting on behalf of the Company in accordance with the provisions of the last paragraph of Article L. 225-206 of the French Commercial Code.

The general shareholders' meeting sets the maximum purchase price at €30 per share (excluding acquisition-related costs) or the equivalent value thereof on the same date in any other currency; in the event of capital transactions, particularly capital increases by issuing shares with preferential subscription rights or by capitalizing reserves, profits or additional paid-in capital followed by the creation and grant of bonus shares, stock splits or reverse stock splits, the price indicated above may be adjusted accordingly by the Management Board.

The total maximum amount allocated to the share buyback program may not exceed €650 million.

The number of shares that may be purchased over the course of the program may not exceed 10% of the Company's share capital (i.e., 23,014,725 shares with a par value of €1 each as at December 31, 2022), it being stated that:

- i) this limit applies to an amount of the Company's share capital, which will be adjusted, as necessary, to take into account any transactions that affect it subsequent to this general shareholders' meeting;
- ii) when shares are bought back to increase the liquidity of the Company's shares, under the terms set forth above, the number of shares used to calculate the aforementioned 10% limit corresponds to the number of shares bought, less the number of shares resold within the term of this authorization, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code; and
- iii) the number of shares that the Company holds directly or indirectly at any time may not exceed 10% of the shares comprising the Company's capital as at the date in question, in accordance with the provisions of Article L. 225-210 of the French Commercial Code.

This authorization is granted for a maximum period of 18 months from this general shareholders' meeting, and the adoption of this resolution terminates with immediate effect the authorization granted by the general shareholders' meeting on May 19, 2022, in its 17th resolution.

The general shareholders' meeting grants full powers to the Management Board, with the option to further delegate such powers as permitted by law, to implement this authorization, specify its terms and approve its conditions where necessary, place any type of share trading order on any market, enter into any agreement, prepare any documentation, carry out any formalities and declarations with any bodies, allocate or reallocate shares purchased for the various purposes provided by applicable laws and regulations, and more generally take all necessary and appropriate measures to execute the decisions made under this resolution.

The general shareholders' meeting duly notes that, should the Management Board make use of this authorization, it will give the shareholders information relating to the implementation of this buyback program in the report referred to in Article L. 225-100 of the French Commercial Code and in accordance with the provisions of Article L. 225-211, paragraph 2 of said Code.

Amended resolutions within the competence of the extraordinary general meeting

Twenty-first resolution (*Delegation of authority to be granted to the Management Board to increase the Company's share capital, without preferential subscription rights, for categories of beneficiaries consisting of employees and/or corporate officers of some of the Company's foreign subsidiaries, as defined in Article L. 233-16 of the French Commercial Code, for the purpose of an employee share ownership plan*)

The general shareholders' meeting, voting with the quorum and majority required for extraordinary general shareholders' meetings, in accordance with Articles L. 225-129, L. 225-129-1, L. 225-129-2, L. 225-129-6 and L. 225-138 of the French Commercial Code, and having reviewed the Management Board's report, the Supervisory Board's opinion and the Statutory Auditors' special report:

1. Delegates authority to the Management Board, with the option to further delegate such authority as provided by law and the Company's bylaws, to increase the share capital in one or more installments, at the times and in the proportions it deems appropriate, by issuing (i) ordinary shares of the Company, and/or (ii) securities giving access, immediately or in the future, to the Company's capital, reserved for the category of beneficiaries defined below, it being specified that the issue of preferred shares is precluded.

2. Decides that the increase in the Company's share capital carried out pursuant to this delegation of authority may not exceed a maximum nominal amount of €5 million (plus, where applicable, the nominal value of shares to be issued to preserve the rights of holders of securities giving access to capital in accordance with relevant legal, regulatory, and, where applicable, contractual provisions). This amount will be deducted from the overall limit of €5 million imposed under the 25th resolution of the general shareholders' meeting of May 19, 2022, which is independent and separate from the limit provided in the 27th resolution of the general shareholders' meeting of May 19, 2022.

3. Decides to cancel preferential subscription rights to the new shares to be issued pursuant to this resolution and to reserve the right to subscribe for such shares for the category of beneficiaries with the following characteristics:

(i) employees and corporate officers of companies affiliated with the Company under the conditions set forth in Article L. 225-180 of the French Commercial Code and in Article L. 3344-1 of the French Labor Code whose registered offices are located outside France; and/or

(ii) undertakings for collective investment in transferable securities (UCITS) or other employee share ownership vehicles under French or foreign law, irrespective of whether or not they are corporate entities, invested in Company securities, the unit holders or shareholders of which are the persons referred to in point (i) above or allowing the persons referred to in point (i) above to benefit, directly or indirectly, from an employee share ownership or savings plan invested in Company securities.

4. Decides that the issue price of the new shares to be issued under this delegation of authority will be set (i) on the basis of the average of the prices quoted on the Euronext Paris market for the twenty trading days preceding the date of the decision of the Management Board or the Chairman of the Management Board setting the opening date for the subscription period, with a maximum discount of 30%, and/or (ii) at a price equal to the price set on the basis of the 25th resolution of the general shareholders' meeting of May 19, 2022, in the event of a concurrent transaction, and/or (iii) in accordance with the procedures for determining the subscription price of the Company's shares, taking into account the specific arrangements for an offer of shares of the Company that would be carried out as part of a share ownership plan governed by foreign law.

5. Resolves that the Management Board may also provide, pursuant to this authorization, for the allocation to the abovementioned beneficiaries, free of charge, of shares to be issued or already issued or of other securities giving access to the Company's share capital under the conditions of Articles L. 3332-18 et seq. of the French Labor Code, or any other security that may come to be authorized by the law or regulations in force, it being understood that the benefit resulting from this allocation in the form of a contribution and/or discount may not exceed the limits provided for in Articles L. 3332-11, L. 3332-19 and L. 3332-21 of the French Labor Code.

6. Decides that the Management Board will have full powers, with the option to further delegate such powers as provided by law and the Company's bylaws, to implement this delegation of authority and in particular to:

– determine the list of beneficiaries, in one or more categories of beneficiaries defined above, or the categories of employees benefiting from each issue and the number of shares to be subscribed by each of them;

– determine the subscription formulae and subscription terms and conditions that will be offered to employees in each country concerned while taking into account local legal restrictions and select the countries chosen from among those where the Group has subsidiaries as well as those subsidiaries whose employees are able to participate in the transaction;

– determine the maximum number of shares to be issued, within the limits set by this resolution, record the final amount of each capital increase and amend the bylaws accordingly;

– set the date and issue price of the shares and all other terms and conditions of this type of capital increase under the applicable legal and regulatory conditions; and

– charge the costs of the capital increase(s) against the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to 10% of the new amount of the share capital resulting from such an increase or such increases;

7. Decides, in general, that the Management Board will have full powers, with the option to further delegate such powers as provided by law and the Company's bylaws, to take all measures and carry out all formalities, make all decisions and enter into all useful or necessary agreements to successfully complete the issues carried out pursuant to this authorization and the exercise of the rights attached thereto, or a previous authorization with the same purpose and to record the completion of the capital increase(s) pursuant to this authorization or a previous authorization with the same purpose and amend the bylaws accordingly.

8. Sets the validity of the delegation of authority that is the subject of this resolution at 18 months from the date of this general shareholders' meeting.

9. Adoption of this resolution immediately terminates the unused portion of the authorization previously granted to the Management Board by the general shareholders' meeting on May 19, 2022 under its 26th resolution.

Twenty-second resolution (*Authorization to be granted to the Management Board to award Company bonus shares to employees and/or corporate officers of the Company and of Group companies as defined by law*)

The general shareholders' meeting, voting with the quorum and majority required for extraordinary general shareholders' meetings, having reviewed the Management Board's report and the Statutory Auditors' report, and in accordance with Articles L. 225-197-1, L. 225-197-2 et seq. and L. 22-10-59 et seq. of the French Commercial Code:

1. Authorizes the Management Board to award, on one or more occasions, new or existing Company bonus shares.

2. Decides that the beneficiaries of the awards may, subject to the provisions of Article L. 22-10-60 of the French Commercial Code, be eligible corporate officers as defined in paragraph 1 of Article L. 225-197-1 II of the French Commercial Code, and employees of the Company and affiliated companies as defined in Article L. 225-197-2 of the French Commercial Code, or certain categories thereof.

3. Decides that the Management Board shall set the criteria and conditions for the share awards, including the identity of the beneficiaries and the number of shares awarded to each beneficiary, and shall award the shares, with the understanding that any award made to corporate officers will have to be carried out under the compensation policy provided for in Article L. 22-10-26 I of the French Commercial Code and approved by shareholders pursuant to Article L. 22-10-26 II of the French Commercial Code.

4. Decides that the total maximum number of bonus shares awarded under this resolution may not represent more than 2.5% of the Company's share capital as at the date of the Management Board's decision, excluding any additional shares to be issued or awarded to preserve the rights of beneficiaries should any transactions involving the Company's capital take place during the vesting period (in accordance with paragraph 11 below).

5. Decides that the awards made to eligible corporate officers of the Company under this authorization shall not exceed 0.6% of the Company's share capital as at the date of the Management Board's decision to make awards (subject to the potential adjustments referred to in paragraph 11 below), which will be deducted from the cap of 2.5% of the capital referred to in paragraph 4 above.

6. Decides that the shares awarded to eligible corporate officers of the Company will vest subject to the achievement of the performance condition(s) determined by the Supervisory Board at the time of its decision to award such shares. These conditions will be assessed over several years.

7. Decides that:

– the vesting period for the beneficiaries' shares shall be set by the Management Board, with the understanding that this period may not be less than two years from the award date, with the exception of members of the Executive Committee (including members of the Management Board) for whom the vesting period may not be less than three years; and

– the beneficiaries will be required to hold said shares for a period set by the Management Board, with the understanding that, since the vesting period for some or all of one or more awards would be at least two years, the general shareholders' meeting authorizes the Management Board to not require any lock-up period for the shares in question.

The Management Board may, as needed, provide for longer vesting and lock-up periods than the minimum periods set out above.

Notwithstanding the above, should a beneficiary have a category two or three disability as set out in Article L. 341-4 of the French Social Security Code, the shares will fully vest before the end of the remaining vesting period; in that case, said shares shall be freely transferable as from their vesting date.

8. Duly notes that any award to members of the Management Board shall be decided on by the Supervisory Board and that, at the time of each award, the Supervisory Board may either decide that the shares awarded may not be sold before such members leave office, or set the number of shares that must be held in registered form until they leave office.

9. Duly notes that this authorization shall automatically entail the waiver by the shareholders of their preferential subscription rights to the shares that may be issued under this resolution in favor of the beneficiaries of the awards of the shares to be issued.

10. Authorizes the Management Board to determine the impacts on beneficiaries' rights of transactions that modify the capital or are likely to affect the value of the shares awarded during the vesting periods and, accordingly, to modify or adjust, if necessary, the number of shares awarded to preserve the rights of the beneficiaries.

11. Grants full powers to the Management Board, with the option to further delegate such powers as permitted by law, to implement this authorization and in particular to:

- set and, if applicable, modify all the dates and terms of the bonus share awards that may be carried out under this authorization;
- temporarily suspend the award rights as permitted by law and regulations;
- determine whether the bonus shares to be awarded will consist of new or existing shares and, if applicable, modify its decision before the shares vest;
- set the number of shares to be issued and the date of their dividend entitlement;
- establish, within the legal and regulatory limits, the conditions for the issue of the shares awarded;
- if the award concerns shares to be issued, carry out the capital increases that will need to be completed by the time the beneficiaries' shares fully vest;
- during the vesting period, make any adjustments so as to preserve the rights of the beneficiaries based on any transactions involving the Company's capital and, in particular, determine the conditions under which the number of shares awarded will be adjusted;
- set the terms and conditions under which the rights of holders of securities giving access to the capital may be preserved, where applicable, in accordance with the legal and regulatory provisions and, where relevant, the applicable contractual provisions; and
- duly record the completion of the share issues and make any corresponding amendments to the bylaws; and
- more generally, carry out all transactions and formalities made necessary by the completion of the capital increase(s).

12. Sets the validity of the authorization granted to the Management Board that is the subject of this resolution at 38 months from the date of this general shareholders' meeting.

Every year, the Management Board shall inform the general shareholders' meeting, in accordance with the laws and regulations, and in particular with Article L. 225-197-4 of the French Commercial Code, of the transactions carried out under this resolution.

13. Adoption of this resolution immediately terminates the unused portion of the authorization previously granted to the Management Board by the general shareholders' meeting on June 30, 2020, under its 27th resolution.

Twenty-third resolution (*Authorization to be granted to the Management Board to reduce the share capital*)

The general shareholders' meeting, voting with the quorum and majority required for extraordinary general shareholders' meetings, having reviewed the Management Board's report and the Statutory Auditors' special report, and in accordance with Article L. 22-10-62 et seq. of the French Commercial Code, authorizes the Management Board, for a period of 18 months from this general shareholders' meeting, to reduce the share capital, in one or more installments, in the proportions and at the times it deems appropriate, by canceling any quantity of treasury shares acquired under the share buyback program within the limits permitted by law.

The maximum number of shares that the Company may cancel pursuant to this authorization, per 24-month period, is 10% of the shares comprising the Company's share capital. This limit applies to an amount of the Company's share capital that may be adjusted, as needed, to account for transactions affecting the share capital subsequent to this general shareholders' meeting.

The general shareholders' meeting grants full powers to the Management Board, with the option to further delegate such powers, as provided by law and the Company's bylaws, to implement this authorization, to allocate the difference between the carrying value of the canceled shares and their par value to any reserve or premium account, to carry out the formalities required to implement the capital reduction that will be decided pursuant to this resolution and to amend the bylaws accordingly and, more generally, to take all necessary and appropriate measures.

Adoption of this resolution immediately terminates the unused portion of the authorization previously granted to the Management Board by the general shareholders' meeting on May 19, 2022 under its 28th resolution.



Twenty-fourth resolution (*Powers to carry out formalities*)

The general shareholders' meeting grants full authority to the bearer of an original, excerpt or copy of the minutes of this combined general shareholders' meeting to carry out all necessary filings or formalities.