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BULLETIN DES ANNONCES LEGALES OBLIGATOIRES



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Notice of meeting



VANTIVA

Société Anonyme with capital of €4,901,364.11
Registered office: 10 boulevard de Grenelle, 75015
Paris 333 773 174 R.C.S. Paris
(the "Company")

PRIOR NOTICE OF MEETING VALID AS NOTICE OF CONVOCATION

Shareholders are hereby informed that they are invited to attend the Combined General Meeting to be held on **Wednesday June 19, 2024 at 2 p.m.** at the Auditorium, 10 boulevard de Grenelle, 75015 Paris, France, to consider the following agenda:

Agenda

On an ordinary basis

1. Approval of the parent company financial statements for the year ended December 31, 2023 ;
2. Approval of the consolidated financial statements for the year ended December 31, 2023 ;
3. Appropriation of net income for the year ended December 31, 2023 ;
4. Renewal of the appointment of Cabinet Deloitte & Associés as Statutory Auditor;
5. Appointment of Deloitte & Associés as statutory auditors in charge of certifying sustainability information;
6. Approval of related-party agreements governed by Articles L. 225-38 et seq. of the French Commercial Code entered into with Angelo Gordon & Co;
7. Approval of related-party agreements governed by articles L. 225-38 et seq. of the French Commercial Code with Bpifrance Participations SA ;
8. Approval of related-party agreements governed by articles L. 225-38 et seq. of the French Commercial Code entered into with Briarwood Chase Management;
9. Ratification of the term of office of Brian Shearer ;
10. Renewal of the term of office of Mr Brian Shearer ;
11. Renewal of the term of office of Bpifrance Participations ;
12. Approval of the amendment to the remuneration policy for the Chief Executive Officer, Mr Luis Martinez-Amago, for the year ending December 31, 2023;
13. Approval of fixed, variable and exceptional components of total compensation and benefits paid during or awarded in respect of the year ended December 31, 2023 to Richard Moat, Chairman of the Board of Directors ;
 14. Approval of fixed, variable and exceptional components of total compensation and benefits of any kind paid during or awarded in respect of the year ended December 31, 2023 to Luis Martinez-Amago, General Manager ;
15. Vote on information relating to remuneration paid in fiscal 2023 or granted in respect of the same fiscal year to all corporate officers;
16. Approval of the compensation policy applicable to the Chairman of the Board of Directors for fiscal 2024 ;
17. Approval of the Chief Executive Officer's compensation policy for fiscal 2024 ;
18. Approval of the directors' remuneration policy for fiscal 2024 ;
19. Approval of total compensation (annual budget) allocated to directors ;
20. Authorization granted to the Board of Directors for a period of 18 months to implement a share buyback program.

Extraordinary

21. Authorization given to the Board of Directors for 18 months to reduce the share capital by cancelling shares bought back under the share buyback program;
22. Delegation of authority to the Board of Directors, for a period of 26 months, to issue shares and/or securities carrying immediate or deferred rights to shares in the Company, with pre-emptive subscription rights ;
23. Delegation of authority to the Board of Directors, for a period of 26 months, to issue shares and/or securities giving immediate or future access to the Company's capital, without pre-emptive subscription rights and by public offering, with the exception of those covered by Article L. 411 -2 1° of the French Monetary and Financial Code;
24. Delegation of authority to the Board of Directors to issue, without pre-emptive subscription rights, shares and/or securities carrying immediate or deferred rights to shares in the Company, as part of an offering governed by Article L. 411-2 1° of the French Monetary and Financial Code;

25. Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without pre-emptive subscription rights;
26. Delegation of authority to the Board of Directors to increase share capital by capitalizing additional paid-in capital, reserves or profits;
27. Delegation of authority granted to the Board of Directors for a period of 26 months to issue, without preferential subscription rights, shares and/or securities giving access, immediately or in the future, to the Company's share capital, with a view to remunerating contributions in kind granted to the Company;
28. Delegation of authority to the Board of Directors, for a period of 26 months, to carry out a share capital increase, without shareholders' pre-emptive subscription rights, reserved for members of a Group savings plan;
29. Delegation of authority to the Board of Directors, for a period of 26 months, to carry out a share capital increase, without shareholders' pre-emptive rights, reserved for certain categories of beneficiaries - Shareholding transactions in favor of employees outside the Group savings plan ;
30. Overall limits on the amount of issues carried out under delegations of authority ;
31. Decision to be taken in accordance with article L. 225-248 of the French Commercial Code - Shareholders' equity less than half the share capital.

Ordinary

32. Powers for formalities.

Draft resolutions

RESOLUTIONS TO BE SUBMITTED TO THE ANNUAL SHAREHOLDERS' MEETING

1. First resolution (Approval of the parent company financial statements for the year ended December 31, 2023)

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors, approves the parent company financial statements for the year ended December 31, 2023, comprising the balance sheet, income statement and notes, as presented, together with the transactions reflected in these financial statements and summarized in these reports.

In accordance with article 223 quater of the French General Tax Code, the General Meeting notes that the sum of 41,457.82 was incurred in respect of the expenses and charges referred to in Article 39-4 of the French Code of Commerce for the year ended December 31, 2023.

2. Second resolution (Approval of the consolidated financial statements for the year ended December 31, 2023)

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors, approves the consolidated financial statements for the year ended December 31, 2023, as presented, and the transactions reflected in these financial statements and summarized in these reports.

3. Third resolution (Appropriation of net income for the year ended December 31, 2023)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, notes that the year ended December 31, 2023 showed a loss of (278,794,265.30) euros, and resolves :

- allocate the entire loss for the year, i.e. (278,794,265.30) euros, to "Retained earnings".

As a result of the above, the "Retained earnings" account, which stood at (399,375,293.62) euros, will be reduced to (678,169,558.92) euros.

In accordance with applicable law, no dividend has been distributed in respect of the previous three years.

4. Fourth resolution (*Renewal of the appointment of Deloitte & Associés as Statutory Auditors*)

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having noted that the term of office of Deloitte et Associés, Statutory Auditors, expires at the close of this General Meeting, resolves to reappoint Deloitte & Associés, 185C avenue Charles de Gaulle - 92200, Neuilly-sur-Seine, as Statutory Auditors for a term of six (6) financial years.

The appointment of Deloitte & Associés as statutory auditors will expire at the close of the Annual General Meeting to be held in 2030 to approve the financial statements for the year ending December 31, 2029.

5. Fifth resolution (*Appointment of Deloitte & Associés as Statutory Auditors in charge of certifying sustainability information*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Directors' Report, resolves, in accordance with Articles L.821-40 et seq. et seq. of the French Commercial Code and Article 38 of Ordinance no. 2023-1142 of December 6, 2023 relating to the publication and certification of sustainability information, to appoint Deloitte & Associés, 185C avenue Charles de Gaulle, as Statutory Auditors. Associés, 185C avenue Charles de Gaulle - 92200, Neuilly-sur-Seine as statutory auditor in charge of the certification of sustainability information, for the duration of its mandate to certify the Company's financial statements, i.e. for a period of six (6) financial years, ending at the close of the Annual General Meeting to be held in 2030 to approve the financial statements for the year ending December 31, 2029.

It is specified that Deloitte & Associés will be represented by a natural person meeting the conditions required to perform the task of certifying sustainability information in accordance with the conditions set out in Article L. 821-26 of the French Commercial Code.

6. Sixth resolution (*Approval of related-party agreements governed by articles L. 225-38 et seq. of the French Commercial Code entered into with Angelo Gordon & Co*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report on agreements governed by Articles L. 225-38 et seq. of the French Commercial Code, notes the terms of said report and approves the agreements entered into with AG International Investment Opportunities Platform Fund I Designated Activity Company ("Angelo Gordon") and referred to therein.

7. Seventh resolution (*Approval of related-party agreements governed by Articles L. 225-38 et seq. of the French Commercial Code entered into with Bpifrance Participations SA*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report on agreements governed by Articles L. 225-38 et seq. of the French Commercial Code, notes the terms of said report and approves the agreements entered into with Bpifrance Participations SA and referred to in said report.

8. Eighth resolution (*Approval of related-party agreements governed by articles L. 225-38 et seq. of the French Commercial Code entered into with Briarwood Chase Management*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report on agreements governed by Articles L. 225-38 et seq. of the French Commercial Code, notes the terms of said report and approves the agreements with Briarwood Chase Management referred to therein.

9. Ninth resolution (*Ratification of the appointment of Brian Shearer as Director*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, ratifies the provisional appointment by the Board of Directors at its meeting of February 8, 2024 of Brian Shearer as a Director to replace Richard Moat, who has resigned, for the remainder of his predecessor's term of office, i.e. until the close of this Meeting.

10. Tenth resolution (*Renewal of the term of office of Brian Shearer*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, notes that the term of office as Director of Mr Brian Shearer expires at the close of this Meeting and resolves to renew Mr Brian Shearer's term of office as Director for a period of three (3) years, expiring at the close of the Annual General Meeting to be held in 2027 to approve the financial statements for the year ending December 31, 2026.

11. Eleventh resolution (*Renewal of the term of office of Bpifrance Participations*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, notes that the term of office as Director of Bpifrance Participations expires at the close of this Meeting and resolves to renew the term of office as Director of Bpifrance Participations for a period of three (3) years, expiring at the close of the Annual General Meeting to be held in 2027 to approve the financial statements for the year ending December 31, 2026.

12. Twelfth resolution (*Approval of the amendment to the remuneration policy for the Chief Executive Officer, Mr Luis Martinez-Amago, in respect of the year ending December 31, 2023*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance governed by Article L.225-37 of the French Commercial Code, approves, pursuant to Article L.22-10-8 II of the French Commercial Code, the amended remuneration policy for the Chief Executive Officer in respect of the year ended December 31, 2023, as presented in the aforementioned report figured in the Universal Registration Document 2023, Chapter 4, Section 4.2.

13. Thirteenth resolution (*Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid during or awarded in respect of the year ended December 31, 2023 to Richard Moat, Chairman of the Board of Directors*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the report of the Board of Directors on corporate governance governed by article L. 225-37 of the French Commercial Code, the Board of Directors approves fixed items of income and expense, in accordance with article L. 22-10-34 II of said Code, variable and exceptional compensation and benefits of any kind paid during the year ended December 31, 2023 or granted in respect of the same year to Mr. Richard Moat, in his capacity as Chairman of the Board of Directors, as presented in the Universal 2023 Registration Document, chapter 4, section 4.2.

14. Fourteenth resolution (*Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid during or awarded in respect of the year ended December 31, 2023 to Mr. Luis Martinez-Amago, General Manager*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the report of the Board of Directors on corporate governance governed by article L. 225-37 of the French Commercial Code, the Board of Directors approves fixed items of income and expense, in accordance with article L. 22-10-34 II of said Code, variable and exceptional components of the total compensation and benefits of any kind paid during the year ended December 31, 2023 or granted in respect of the same year to Mr. Luis Martinez-Amago, in respect of his office as Chief Executive Officer, as presented in the 2023 Universal Registration Document, chapter 4, section 4.2.

15. Fifteenth resolution (*Vote on information concerning remuneration paid in fiscal 2023 or granted in respect of the same fiscal year to all corporate officers*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Directors' Report on Corporate Governance governed 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 relating to remuneration paid during the 2023 financial year or awarded in respect of the same year to all corporate officers, as referred to in I of Article L. 22-10-9 of said Code, as presented in the 2023 Universal Registration Document, Chapter 4, section 4.2.

16. Sixteenth resolution (*Approval of the compensation policy applicable to the Chairman of the Board of Directors for fiscal 2024*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the report of the Board of Directors on corporate governance governed by article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of said Code, the compensation policy for the Chairman of the Board of Directors for the 2024 financial year, as presented in the 2023 Universal Registration Document, Chapter 4, Section 4.2.

17. Seventeenth resolution (*Approval of the Chief Executive Officer's compensation policy for fiscal year 2024*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the report of the Board of Directors on corporate governance governed by article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8 II of the said Code, the Group's policy for remuneration of the Chief Executive Officer for the 2024 financial year, as presented in the 2023 Universal Registration Document, chapter 4, section 4.2.

18. Eighteenth resolution (*Approval of the directors' remuneration policy for fiscal 2024*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the report of the Board of Directors on corporate governance governed by article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of said Code, the remuneration policy for directors for the 2024 financial year, as presented in the 2023 Universal Registration Document, Chapter 4, Section 4.2.

19. Nineteenth resolution (*Approval of total compensation (annual budget) allocated to directors*)

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, fixes at €600,000 (six hundred thousand euros) the maximum aggregate annual amount to be allocated to the Directors in respect of their terms of office for the 2024 financial year and for each subsequent financial year, until a further decision is taken by the General Meeting of Shareholders.

20. Twentieth resolution (*Authorization granted to the Board of Directors for a period of 18 months to implement a share buyback program*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report, and in accordance with (i) Articles L. 225-129 et seq. L. 22-10-62 et seq. of the French Commercial Code, (ii) European Regulation No. 596/2014 of April 16, 2014 on market abuse and its delegated regulations and (iii) Title IV of Book II of the General Regulations of the Autorité des marchés financiers (the "AMF"), authorizes the Board of Directors, with the option to delegate in accordance with the law, to purchase the Company's shares in order to:

- cancel some or all of the shares purchased under a resolution adopted by the Annual Shareholders' Meeting;
- to deliver shares following the exercise of rights attached to securities giving entitlement, by redemption, conversion, exchange, presentation of a warrant or any other means, to the allotment of shares in the Company;
- to implement (i) all stock option plans, or (ii) all free share allotment plans, or (iii) all employee shareholding transactions reserved for members of a company savings plan, carried out under the conditions set out in Articles L. 3331-1 et seq. of the French Labor Code, through the sale of shares previously acquired by the Company under this resolution, or providing for a free allotment of such shares in respect of a matching contribution in Company shares and/or in substitution of the discount, or (iv) all other allocations of shares to employees and/or executive directors of the Company and its affiliates;
- to maintain a liquid market in the Company's shares under a liquidity contract that complies with market practice recognized by the AMF;
- and, more generally, to carry out any transaction that is or may become authorized by law or any market practice that is or may become authorized at the date of the transactions in question.

The General Meeting fixes the maximum purchase price at 2.50 euros (excluding acquisition costs) per share with a par value of 0.01 euro, and fixes the maximum number of shares to be acquired at 10% of the total number of shares comprising the share capital on the date the authorization is used, subject to legal limits.

The maximum amount of funds that may be allocated to this share buyback program, in accordance with the provisions of Article R. 225-151 of the French Commercial Code, may not exceed 100,000,000 euros.

These shares may be acquired at any time, excluding periods of public tender offers for the Company's share capital, on one or more occasions and by any means, on any market, off-market or over-the-counter, including by block purchases, or through the use of derivative financial instruments, by any third party acting on behalf of the Company under the conditions set out in the last paragraph of Article L. 225-206 of the French Commercial Code.

Acquired shares may be exchanged, sold or transferred by any means on any market, off-market or over-the-counter, including by block sales, in accordance with applicable regulations.

Dividends on treasury shares will be allocated to retained earnings.

The Shareholders' Meeting gives full powers to the Board of Directors, with the option of sub-delegation, to implement this authorization, to place any stock market orders, enter into any agreements, allocate or reallocate the shares acquired to the various objectives pursued, carry out any formalities and make any declarations to any organizations, and, generally, to do whatever is necessary to implement the decisions taken by it under this authorization.

This authorization is granted for a period of 18 months from the date of this Meeting and replaces the previous unused authorization for the same purpose granted by the Combined General Meeting of June 20, 2023 in its 21st resolution.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

21. Twenty-first resolution (Authorization given to the Board of Directors for 18 months to reduce the share capital by cancelling shares bought back under the share buyback program)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Statutory Auditors' Special Report and the Board of Directors' Report, authorizes the Board of Directors, in accordance with the provisions of article L. 22-10-62 of the French Commercial Code, to cancel, on one or more occasions and up to a limit of 10% of the total number of shares comprising the share capital per 24-month period, all or some of the shares bought back by the Company under the authorization granted by the present Ordinary General Meeting in its 20th resolution, and to reduce the share capital accordingly.

Full powers are granted to the Board of Directors, with powers to subdelegate within the law, to implement this authorization, to allocate the difference between the book value of the shares cancelled and their par value to any reserves or premiums, and to carry out any formalities required to implement the capital reduction decided in accordance with this resolution, and to amend the bylaws accordingly.

This authorization is given for a period of 18 months from the date of this Meeting. It replaces the previous unused authorization for the same purpose granted by the Joint Shareholders' Meeting of June 20, 2023 in its 22nd resolution.

22. Twenty-second resolution (Delegation of authority to the Board of Directors, for a period of 26 months, to issue shares and/or securities carrying immediate or deferred rights to shares in the Company, with pre-emptive subscription rights)

The Annual General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-132 and L. 228-91 to L. 228-93 of the French Commercial Code :

1. delegates to the Board of Directors, with powers to subdelegate within the law, the authority to issue, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, (i) ordinary shares in the Company and/or (ii) securities governed by articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving immediate or future access, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or of other companies in which the Company directly or indirectly owns more than half of the share capital, it being possible to subscribe for these shares and securities either in cash or by offsetting liquid and payable debts in euros (or the equivalent in another currency or monetary unit for securities other than shares); it is specified that the issue of any securities or marketable securities giving access to preference shares is excluded;

2. resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future under the present authorization may not exceed 20% of the share capital, to which may be deducted any issues carried out under the ^{25th} resolution in the event of excess demand. resolution hereafter, it being specified (i) that this amount would be increased by the nominal amount of the capital increase resulting from the issue of shares to be carried out, where applicable, in accordance with legal and regulatory provisions and, where applicable, specific contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities giving access to the capital and (ii) that the nominal amount of the capital increases likely to be carried out by virtue of the present delegation will be deducted from the overall ceiling provided for in the ^{30th} resolution of the present General Meeting;
3. resolves that the maximum aggregate par value of debt securities issued under this authorization may not exceed 200 million euros (or the equivalent value in another currency or currency unit), it being specified that the aggregate par value of debt securities issued under this authorization will count towards the overall ceiling stipulated in the ^{30th} resolution of this General Meeting;
4. if the Board of Directors uses this authorization :
 - a. resolves that the issue(s) will be reserved by preference under the conditions provided for by law for shareholders who may subscribe on an irreducible basis,
 - b. grants the Board of Directors the power to grant shareholders the right to subscribe for a greater number of shares on a reducible basis than they would be able to subscribe for on an irreducible basis, in proportion to the subscription rights they hold and, in any event, within the limit of their demand,
 - c. decides that, if subscriptions by irrevocable entitlement and, where applicable, by reducible entitlement, do not absorb the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it shall determine, one and/or other of the options provided for in Article L. 225-134 of the French Commercial Code, namely :
 - limit the capital increase to the amount of subscriptions, provided that at least three-quarters of the issue is taken up,
 - freely allocate all or part of the shares issued but not subscribed to among the persons of its choice,
 - offer to the public, on the French or international market, all or part of the securities issued but not subscribed,
 - d. decides that any issue of warrants to subscribe for shares in the Company may be the subject either of a subscription offer under the conditions set out above, or of a free allocation to owners of existing shares,
 - e. duly notes and resolves, insofar as is necessary, that this delegation automatically entails the express waiver by the Company's shareholders of their pre-emptive right to subscribe to the shares to be issued to which the securities issued will entitle them, in favour of the holders of the securities issued pursuant to this delegation giving entitlement to the Company's share capital or likely to give entitlement to equity securities to be issued;
5. resolves that the Board of Directors shall have full powers, which it may further delegate in accordance with the law, to implement this authorization and, in particular, to :
 - a. set the terms and conditions of the capital increase(s) and/or issue(s),
 - b. determine the number of shares and/or securities to be issued, their issue price and the amount of any premium that may be required to be paid up at the time of issue,
 - c. determine the dates and terms of issue, the nature and form of the securities to be created, which may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and in particular, in the case of the issue of debt securities, their interest rate, term, fixed or variable redemption price, with or without a premium, and the terms of redemption,
 - d. determine the method of payment for the shares and/or securities issued,

- e. fix, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, set the date, which may be retroactive, as from which the new shares to be issued will carry dividend rights, as well as all other terms and conditions for carrying out the issue(s),
 - f. fix the terms and conditions under which the Company will have the option to purchase or exchange, at any time or during specific periods, the shares issued or to be issued,
 - g. provide for the possibility of suspending the exercise of rights attached to these securities,
 - h. fix the terms and conditions under which the rights of holders of securities giving future entitlement to shares in the Company will be preserved, in accordance with applicable laws and regulations and, where applicable, contractual provisions,
 - i. deduct the costs, expenses, duties and fees relating to the capital increase(s) from the related premiums and, where applicable, deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each increase, and
 - j. in general, enter into any and all agreements, in particular to ensure the successful completion of the proposed transaction(s), take any and all measures and carry out any and all formalities required for the financial servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto, record the completion of each capital increase and amend the bylaws accordingly;
6. resolves that the Board of Directors may not make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares and throughout the offer period.

This authorization (i) supersedes the unused portion of the authorization given to the Board of Directors in the 24th resolution of the Combined General Meeting of June 30, 2022, and (ii) is given for a period of twenty-six (26) months from the date hereof.

23. Twenty-third resolution (*Delegation of authority to the Board of Directors, for a period of 26 months, to issue shares without pre-emptive subscription rights and by public offering, with the exception of those covered by article L. 411-2 1° of the French Monetary and Financial Code, shares and/or securities conferring immediate or future entitlement to shares in the company, or in the future, in the Company's capital*)

The Annual General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-135, L. 225-136, L. 22-10-52, L. 22-10-54 and L. 228-91 to L. 228-93 of the French Commercial Code :

1. delegates to the Board of Directors, with powers to subdelegate within the law, the authority to decide to issue, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, as part of a public offering with the exception of those covered by Article L. 411 -2 1° of the French Monetary and Financial Code, (i) ordinary shares in the Company and/or (ii) securities governed by Articles L. 411 -2 1° of the French Monetary and Financial Code, L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 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 in which the Company directly or indirectly owns more than half of the share capital, it being possible to subscribe for these shares and securities either in cash or by offsetting liquid and payable debts in euros (or the equivalent value in another currency or monetary unit for securities other than shares); shares and/or securities giving access to the Company's capital may be issued as consideration for securities tendered to the Company in connection with public exchange offers initiated by the Company in accordance with the conditions set out in Article L. 22-10-54 of the French Commercial Code ;
2. resolves that the maximum aggregate par value of capital increases that may be carried out immediately or in the future under the present authorization may not exceed 10% of the Company's capital stock, to which will be deducted, where applicable, the issues made under the 25th resolution below in the event of oversubscription, it being specified that (i) this amount will be increased by the par value of the capital increase resulting from the issue of shares to be carried out, where applicable, in accordance with legal and regulatory provisions and, where applicable, specific contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities giving access to the capital, and that (ii) the nominal amount of capital increases that may be carried out immediately or in the future under this resolution (excluding adjustments) will be deducted from :

- a. the ceiling provided for in the 24th and 27th resolutions of this General Meeting, so that the maximum nominal amount of capital increases that may be carried out immediately or in the future under this resolution and the 24th and 27th resolutions of this General Meeting may not exceed 10% of the capital, and
 - b. the overall ceiling provided for in the 30th resolution of this General Meeting;
3. resolves that the maximum aggregate par value of debt securities issued under this authorization may not exceed €200 million (or the equivalent value in another currency or currency unit), it being specified that the aggregate par value of debt securities issued under this authorization will be deducted from :
- a. the ceiling provided for in the 24th and 27th resolutions of this General Meeting, such that the maximum aggregate par value of debt securities issued under this resolution and the 24th and 27th resolutions of this General Meeting may not exceed 200 million euros (or the equivalent value in another currency or monetary unit), and
 - b. the overall ceiling provided for in the 30th resolution of this General Meeting;
4. resolves to waive shareholders' pre-emptive subscription rights to the shares and/or other securities to be issued under this resolution, and to offer these securities in the context of a public offering, while granting the Board of Directors, pursuant to Article L. 22-10-51 of the French Commercial Code, to grant shareholders a priority subscription period for all or part of the issue, for a period and on terms to be determined by the Board in accordance with the applicable laws and regulations. This priority subscription period will not give rise to the creation of negotiable rights and must be exercised in proportion to the number of shares held by each shareholder; it being specified that shares not subscribed by virtue of this right may be the subject of a public placement in France, abroad and/or on the international market;
5. in the event that the Board of Directors makes use of this authorization, resolves that if subscriptions, including those of shareholders, if any, do not absorb the entire issue, the Board of Directors may, in accordance with the law and in the order it sees fit, make use of one or other of the options provided for in Article L. 225-134 of the French Commercial Code, i.e. :
- a. limit the capital increase to the amount of subscriptions, provided that at least three-quarters of the issue is taken up,
 - b. freely allocate all or part of the shares issued but not subscribed to among the persons of its choice;
6. duly notes and resolves, insofar as is necessary, that any decision to issue shares under this authorization shall entail the express waiver by shareholders of their pre-emptive right to subscribe for the shares to be issued on conversion, exchange, redemption or exercise of the securities carrying rights to shares issued under this authorization;
7. notes that, in accordance with articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code:
- a. the issue price of directly-issued shares will be at least equal to the minimum stipulated by the laws and regulations applicable on the issue date (as of the date hereof, the weighted average of the prices quoted for the last three trading sessions on the Euronext Paris regulated market prior to the start of the public offering, less a 10% discount), after adjusting for any difference in the dividend entitlement dates of the shares,
 - b. the issue price of securities giving access to the capital shall be such that the amount immediately received by the Company, plus any amount that may subsequently be received by it, shall be, for each ordinary share issued as a result of the issue of such securities, at least equal to the minimum issue price defined in the preceding paragraph;
8. resolves that the Board of Directors will have full powers, with the option to sub-delegate such powers in accordance with the law, to implement this authorization and in particular to :
- a. set the terms and conditions of the capital increase(s) and/or issue(s),

- b. determine the number of shares and/or securities to be issued, their issue price and the amount of any premium that may be required to be paid up at the time of issue,
 - c. determine the dates and terms of issue, the nature and form of the securities to be created, which may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and in particular, in the case of the issue of debt securities, their interest rate, term, fixed or variable redemption price, with or without a premium, and the terms of redemption,
 - d. determine the method of payment for the shares and/or securities issued,
 - e. fix, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, set the date, which may be retroactive, as from which the new shares to be issued will carry dividend rights, as well as all other terms and conditions for carrying out the issue(s),
 - f. fix the terms and conditions under which the Company will have the option to purchase or exchange, at any time or during specific periods, the shares issued or to be issued,
 - g. provide for the possibility of suspending the exercise of the rights attached to these securities,
 - h. fix the terms and conditions under which the rights of holders of securities giving future entitlement to shares in the Company will be preserved, in accordance with applicable laws and regulations and, where applicable, contractual provisions,
 - i. deduct the costs, expenses, duties and fees relating to the capital increase(s) from the related premiums and, where applicable, deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each increase, and
 - j. generally, enter into any and all agreements, in particular to ensure the successful completion of the proposed transaction(s), take any and all measures and carry out any and all formalities required for the financial servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto, record the completion of each capital increase and amend the bylaws accordingly;
9. resolves that the Board of Directors may not make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares and throughout the offer period.

This authorization (i) supersedes the unused portion of the authorization given to the Board of Directors in the 25th resolution of the Combined General Meeting of June 30, 2022, and (ii) is given for a period of twenty-six (26) months from the date hereof.

24. Twenty-fourth resolution (*Delegation of authority to the Board of Directors to issue, without pre-emptive subscription rights, shares and/or securities carrying immediate or deferred rights to shares in the Company, as part of an offering governed by Article L. 411-2 1° of the French Monetary and Financial Code*)

The Annual General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129 and L. 225-129-2 to L. 225-129-6, L. 225-135, L. 22-10-52 and L. 228-91 to L. 228-93 of the French Commercial Code :

1. delegates to the Board of Directors, with powers to subdelegate within the law, the authority to decide to issue, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, as part of an offering governed by Article L. 411-2 1° of the French Monetary and Financial Code, (i) ordinary shares in the Company and/or (ii) securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving immediate or future access, at any time or on a fixed date, to the Company's share capital, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other manner. L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving immediate or future access, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or of other companies in which the Company directly or indirectly owns more than half of the share capital, it being possible to subscribe for these shares and securities either in cash or by offsetting liquid and payable debts in euros (or the equivalent in another currency or monetary unit for securities other than shares); it is specified that the issue of any securities or marketable securities giving access to preference shares is excluded;

2. resolves that the maximum aggregate par value of capital increases that may be carried out immediately or in the future under the present authorization may not exceed 10% of the Company's capital stock, to which may be deducted, where applicable, issues carried out under the 25th resolution below in the event of oversubscription, it being specified that (i) this amount will be increased by the par value of the capital increase resulting from the issue of shares to be carried out, where applicable, in accordance with legal and regulatory provisions and, where applicable, with specific contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities giving access to the capital, and that (ii) the nominal amount of capital increases that may be carried out immediately or in the future pursuant to this resolution (excluding adjustments) will be deducted from :
 - a. the ceiling provided for in the 23rd and 27th resolutions of this General Meeting, so that the maximum nominal amount of capital increases that may be carried out immediately or in the future under this resolution and the 23rd and 27th resolutions of this General Meeting may not exceed 10% of the capital, and
 - b. the overall ceiling provided for in the 30th resolution of this General Meeting;
3. resolves that the maximum aggregate par value of debt securities issued under this authorization may not exceed 200 million euros (or the equivalent in another currency or monetary unit), it being specified that the amount The nominal value of debt securities issued under this resolution will be deducted from :
 - a. the ceiling provided for in the 23rd and 27th resolutions of this General Meeting, such that the maximum nominal amount of debt securities that may be issued under this resolution and the 23rd and 27th resolutions of this General Meeting may not exceed 200 million euros (or the equivalent value in another currency or monetary unit), and
 - b. the overall ceiling provided for in the 30th resolution of this General Meeting;
4. resolves to cancel shareholders' preferential subscription rights to equity securities and/or other securities to be issued pursuant to this delegation;
5. in the event that the Board of Directors makes use of this authorization, resolves that if subscriptions do not absorb the entire issue, the Board of Directors may make use of the following two options, in accordance with the law and in the order it shall determine:
 - a. limit the capital increase to the amount of subscriptions, provided that at least three-quarters of the issue is taken up, and/or
 - b. freely allocate all or part of the unsubscribed shares issued to persons of their choice;
6. duly notes and resolves, insofar as is necessary, that any decision to issue securities under this authorization shall automatically entail the express waiver by shareholders of their pre-emptive right to subscribe for the shares to be issued on conversion, exchange, redemption or exercise of the securities carrying rights to shares in the Company;
7. notes that, in accordance with articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code :
 - a. the issue price of directly-issued shares will be at least equal to the minimum stipulated by the laws and regulations applicable on the issue date (as of the date hereof, the weighted average of the prices quoted for the last three trading sessions on the Euronext Paris regulated market prior to the start of the public offering, less a 10 % discount), adjusted where appropriate to take into account any difference in the dividend entitlement dates of the shares,
 - b. the issue price of securities giving access to the Company's capital shall be such that the amount immediately received by the Company, plus any amount that may subsequently be received by the Company, is, for each ordinary share issued as a result of the issue of such securities, at least equal to the minimum issue price defined in the preceding paragraph;
8. resolves that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this authorization and, in particular, to :

- a. set the terms and conditions of the capital increase(s) and/or issue(s),
 - b. determine the number of shares and/or securities to be issued, their issue price and the amount of any premium that may be required to be paid up at the time of issue,
 - c. determine the dates and terms of issue, the nature and form of the securities to be created, which may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and in particular, in the case of the issue of debt securities, their interest rate, term, fixed or variable redemption price, with or without a premium, and the terms of redemption,
 - d. determine the method of payment for the shares and/or securities issued,
 - e. fix, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, set the date, which may be retroactive, as from which the new shares to be issued will carry dividend rights, as well as all other terms and conditions for carrying out the issue(s),
 - f. fix the terms and conditions under which the Company will have the option of purchasing or exchanging, at any time or during specific periods, the shares issued or to be issued,
 - g. provide for the possibility of suspending the exercise of rights attached to these securities,
 - h. fix the terms and conditions under which the rights of holders of securities giving future entitlement to shares in the Company will be preserved, in accordance with legal and regulatory provisions and, where applicable, any relevant contractual stipulations,
 - i. deduct the costs, expenses, duties and fees relating to the capital increase(s) from the related premiums and, where applicable, deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each increase, and
 - j. in general, enter into any and all agreements, in particular to ensure the successful completion of the proposed transaction(s), take any and all measures and carry out any and all formalities required for the servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto, record the completion of each capital increase and amend the bylaws accordingly;
9. resolves that the Board of Directors may not make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares and throughout the offer period.

This authorization (i) supersedes the unused portion of the authorization given in the 26th resolution of the Combined General Meeting of June 30, 2022 and (ii) is given for a period of twenty-six (26) months from the date hereof.

25. Twenty-fifth resolution (*Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without pre-emptive subscription rights*)

The Annual General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Article L. 225-135-1 of the French Commercial Code :

1. delegates to the Board of Directors, with powers to subdelegate within the law, if it finds that there is excess demand for the issue of shares or securities giving access to the capital, with or without pre-emptive subscription rights, pursuant to the 22nd, 23rd and 24th resolutions of this General Meeting, its authority to decide to increase the number of shares to be issued at the same price as for the initial issue, within the timeframes and limits stipulated by the regulations applicable on the issue date (currently, within thirty days of the close of the subscription period and up to 15% of the initial issue, in accordance with Articles L. 225-135-1 and R 225-118 of the French Commercial Code), with a view to granting an over-allotment option in accordance with market practices;
2. resolves that, in the event of the immediate and/or future issue of ordinary shares, the nominal amount of capital increases carried out pursuant to this resolution will be deducted from the ceiling applicable to the initial issue and from the overall ceiling stipulated in the 30th resolution of this Annual General Meeting;

3. formally notes that, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, the limit of three-quarters of the issue provided for in 1° of Article L. 225-134 of the French Commercial Code will be increased in the same proportions if the Board of Directors decides, pursuant to this resolution, to increase the number of shares to be issued;
4. resolves that the Board of Directors may not make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares and throughout the offer period.

This authorization (i) supersedes the unused portion of the authorization given to the Board of Directors in the 27th resolution of the Combined General Meeting of June 30, 2022, and (ii) is given for a period of twenty-six (26) months from the date hereof.

26. Twenty-sixth resolution (*Delegation of authority to the Board of Directors to increase the share capital by capitalizing additional paid-in capital, reserves or profits*)

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report and in accordance with 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 the power to carry out, in the proportions and at the times it sees fit, one or more capital increases by successive or simultaneous capitalization of premiums, reserves, profits or other sums that may be capitalized in accordance with the law and the Company's bylaws, in the form of an increase in the par value of existing shares or the free allotment of new shares, or a combination of these two processes, with said shares conferring the same rights as existing shares subject to their dividend entitlement date;
2. resolves that the maximum nominal amount of capital increases that may be carried out under this authorization may not exceed 400 million euros, it being specified that this amount will be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out, where applicable, in accordance with legal and regulatory provisions and, where applicable, specific contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities giving access to the capital;
3. resolves, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, that if the Board of Directors uses this authorization, fractional rights will not be negotiable or transferable and that the corresponding shares will be sold; the proceeds of the sale will be allocated to the holders of the rights within the period provided for by the regulations;
4. resolves that the Board of Directors may not make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares and throughout the offer period;
5. resolves that the Board of Directors shall have full powers, which it may further delegate, to implement this authorization and, more generally, to take all necessary measures and carry out all formalities to ensure the successful completion of each capital increase and to amend the Company's bylaws accordingly.

This authorization (i) supersedes the unused portion of the authorization given in the 28th resolution of the Combined General Meeting of June 30, 2022 and (ii) is given for a period of twenty-six (26) months from the date hereof.

27. Twenty-seventh resolution (*Delegation of authority granted to the Board of Directors for a period of 26 months to issue, without pre-emptive subscription rights, shares and/or securities giving immediate or future access to the Company's capital, in consideration for contributions in kind made to the Company*)

The Annual General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with articles L. 225-147, L. 22-10-53 and L. 228-91 to L. 228-91 of the French Commercial Code
L. 228-93 of the French Commercial Code :

1. delegates authority to the Board of Directors to issue, on one or more occasions, in France or abroad, in consideration for contributions in kind made to the Company in the form of shares or securities giving immediate or future access to the capital of third parties, where the provisions of Article L. 225-148 of the French Commercial Code do not apply, to the issue of (i) ordinary shares in the Company and/or (ii) securities governed by articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving immediate or future access, 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;
2. formally notes that this delegation automatically entails the waiver by shareholders of their pre-emptive right to subscribe to shares in the Company to which the securities issued pursuant to this delegation may confer a right, in favour of the holders of securities giving access to the share capital or likely to give access to equity securities to be issued by the Company issued pursuant to this delegation;
3. resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future under this authorization may not exceed the limit set by the Board of Directors in accordance with the laws and regulations in force at the time this authorization is used (currently 10% of the share capital), it being specified that (i) this amount will be increased by the nominal amount of the capital increase resulting from the issue of shares, if any, in accordance with legal and regulatory provisions and, where applicable, with specific contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities giving access to the capital and that (ii) the nominal amount of capital increases that may be carried out immediately or in the future under this resolution (excluding adjustments) will be deducted from :
 - a. the ceiling provided for in this resolution and in the 23rd and 24th resolutions of this General Meeting, such that the maximum nominal amount of capital increases that may be carried out immediately or in the future under this resolution and the 23rd and 24th resolutions of this General Meeting may not exceed 10% of the capital, and
 - b. the overall ceiling provided for in the 30th resolution of this General Meeting;
4. resolves that the maximum aggregate par value of debt securities issued by the Company under this authorization may not exceed €200 million (or the equivalent value in another currency or currency unit), it being specified that the aggregate par value of debt securities issued under this authorization will be deducted from :
 - a. the ceiling provided for in the 23rd and 24th resolutions of this General Meeting, such that the maximum nominal amount of debt securities issued under this resolution and the 23rd and 24th resolutions of this General Meeting may not exceed 200 million euros (or the equivalent value in another currency or monetary unit), and
 - b. the overall ceiling provided for in the 30th resolution of this General Meeting;
5. specifies that, in accordance with the law, the Board of Directors will act on the report of the contribution auditor(s) referred to in Article L. 225-147 of the French Commercial Code;
6. resolves that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this authorization and, in particular, to :
 - a. set the terms and conditions of the capital increase(s) and/or issue(s),
 - b. determine the number of shares and/or securities to be issued, their issue price and the amount of the premium,
 - c. decide on the valuation of the contributions and their remuneration, and record the completion of the contributions,

- d. determine the dates and terms of issue, the nature and form of the securities to be created, which may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and in particular, in the case of the issue of debt securities, their interest rate, term, fixed or variable redemption price, with or without a premium, and the terms of redemption,
 - e. fix, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, set the date, which may be retroactive, as from which the new shares to be issued will carry dividend rights, as well as all other terms and conditions for carrying out the issue(s),
 - f. fix the terms and conditions under which the Company may, if necessary, purchase or exchange, at any time or during specific periods, the shares issued or to be issued,
 - g. provide for the possibility of suspending the exercise of the rights attached to these securities,
 - h. Allocate all fees, charges and rights to the premiums, with the balance available for any appropriation decided by the Board of Directors,
 - i. fix the terms and conditions according to which the rights of holders of securities giving future entitlement to shares in the Company will be preserved, in accordance with legal and regulatory provisions and, where applicable, applicable contractual stipulations, and
 - j. generally, enter into any and all agreements, in particular to ensure the successful completion of the proposed transaction(s), take any and all measures and carry out any and all formalities required for the financial servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto, record the completion of each capital increase, and
7. resolves that the Board of Directors may not make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares and throughout the offer period.

This authorization (i) supersedes the unused portion of the authorization given in the 29th resolution of the Combined General Meeting of June 30, 2022 and (ii) is given for a period of twenty-six (26) months from the date hereof.

28. Twenty-eighth resolution (*Delegation of authority to the Board of Directors, for a period of 26 months, to carry out a share capital increase, without shareholders' pre-emptive subscription rights, reserved for members of a group savings plan*)

The Annual General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with articles L. 225-129, L. 225-129-1 to L. 225-129-6 and L. 225-129-1 of the French Commercial Code L. 225-138-1 of the French Commercial Code, and Articles L. 3332-18 et seq. of the French Labor Code:

1. delegates to the Board of Directors, with power to subdelegate, the authority to decide to increase the share capital, on one or more occasions, by a maximum nominal amount of 1% of the share capital on the date of any decision by the Board to carry out such a transaction, it being precised that this ceiling will be deducted from the overall issue ceiling referred to in the 30th resolution, by issuing shares or securities giving access to the capital reserved for members of one or more company 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 the group comprising the Company and French or foreign companies included in the Company's consolidated or combined financial statements pursuant to Article L. 3344-1 of the French Labor Code;
2. resolves that the issue price of the new shares or securities giving access to the capital will be determined in accordance with Article L. 3332-19 of the French Labor Code and may be equal to 70% of the Reference Price (as this term is defined below) or 60% of the Reference Price when the lock-in period provided for by the plan is equal to or greater than ten years; however, the General Meeting expressly authorizes the Board of Directors, if it sees fit, to reduce or eliminate the above-mentioned discounts, within the legal and regulatory limits, in order to take account, *inter alia*, of locally applicable legal, accounting, tax and social security regimes (for the purposes of this paragraph, the "Reference Price" is defined as the price at which the shares or securities will be issued).
"Reference Price" means the average of the prices quoted for the Company's shares on Euronext Paris over the twenty trading days preceding the date of the decision setting the opening date for subscriptions by members of a company savings plan;

3. authorizes the Board of Directors, pursuant to Article L. 3332-21 of the French Labor Code, to allocate, free of charge, to the beneficiaries indicated above, in addition to the shares or securities giving access to the capital to be subscribed for in cash, shares or securities giving access to the capital to be issued or already issued, in substitution for all or part of the discount to the Reference Price and/or as a top-up, it being understood that the benefit resulting from this allocation may not exceed the legal or regulatory limits pursuant to Articles L. 3332-11 and L. 3332-19 of the French Labor Code;
4. resolves to cancel shareholders' pre-emptive rights to subscribe for the shares to be issued under this authorization in favor of the beneficiaries indicated above, with said shareholders also waiving all rights to shares or bonus securities giving access to the capital that may be issued pursuant to this resolution;
5. resolves that the Board of Directors will have full powers to implement this authorization, with the option to delegate such powers in accordance with the law, within the limits and subject to the conditions specified above, and in particular to:
 - a. to determine, in accordance with legal and regulatory conditions, the list of companies whose employees, early retirees and pensioners may subscribe to the shares or securities giving access to the capital thus issued and benefit, where applicable, from the shares or securities giving access to the capital;
 - b. decide that subscriptions may be made directly or through corporate mutual funds or other structures or entities permitted by the applicable laws and regulations;
 - c. determine the conditions, in particular length of service, to be met by beneficiaries of capital increases;
 - d. set the opening and closing dates for subscriptions;
 - e. fix the amounts of the issues to be carried out under this authorization and, in particular, set the issue prices, dates, deadlines, terms and conditions of subscription, payment, delivery and dividend entitlement (including retroactively), as well as the other terms and conditions of the issues, within the legal and regulatory limits in force;
 - f. make any adjustments to take account of the impact of transactions affecting the Company's capital, fix the terms and conditions under which any rights of holders of securities giving or that may give access to the Company's capital are to be preserved;
 - g. in the event of the free allotment of shares or securities giving access to the capital, to fix the number of shares or securities giving access to the capital to be issued and allotted to each beneficiary, and to set the dates, deadlines, and to set the dates, deadlines, terms and conditions of allotment of these shares or securities giving access to the capital within the legal and regulatory limits in force and, in particular, to choose either to fully or partially substitute the allotment of these shares or securities giving access to the capital for the discounts to the Reference Price provided for above, or to deduct the equivalent value of these shares or securities from the total amount of the employees' contribution, or to combine these two possibilities;
 - h. record the completion of the capital increases up to the amount of shares subscribed (after any reduction in the event of oversubscription);
 - i. where applicable, deduct the costs of the capital increases from the related premiums, and deduct from this amount the sums required to increase the legal reserves to one-tenth of the new capital resulting from these capital increases, enter into any and all agreements, carry out any and all transactions and procedures, either directly or through an agent, including completing any and all formalities arising from the capital increases and amending the bylaws accordingly, in general, enter into any and all agreements, in particular to ensure the successful completion of the proposed issues, take any and all measures and decisions and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued under this authorization and for the exercise of the rights attached thereto or resulting from the capital increases carried out.
6. Acknowledged that, should the Board of Directors decide to use the authorization granted in this resolution, it will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorization granted under this resolution.

This authorization (i) supersedes the unused portion of the authorization given in the 30th resolution of the Combined General Meeting of June 30, 2022 and (ii) is given for a period of twenty-six (26) months from the date hereof.

29. Twenty-ninth resolution (*Delegation of authority to the Board of Directors, for a period of 26 months, to carry out a share capital increase, without shareholders' pre-emptive subscription rights, reserved for certain categories of beneficiaries - Employee shareholding transactions outside the Group savings plan*)

The Annual General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129, L. 225-129-1 to L. 225-129-6 and L. 225-129-2 of the French Commercial Code
L. 225-138 of the French Commercial Code :

1. delegates to the Board of Directors the authority to decide to increase the Company's share capital, on one or more occasions, in the proportions and at the times it sees fit, by issuing shares or any other securities giving immediate or future access to the Company's capital, such issue being reserved for persons meeting the characteristics of the categories (or one of the categories) defined below;
2. resolves that the nominal amount of capital increases that may be carried out under this resolution may not exceed 1% of the share capital as at the date of this General Meeting, this limit being increased by the number of shares required for adjustments that may be made in accordance with applicable laws and regulations, and where applicable, with contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of marketable securities or other securities giving entitlement to shares in the Company, it being specified that (i) this limit is shared with the limit set out in the 28th resolution above, and (ii) the nominal amount of capital increases that may be carried out immediately or in the future under this resolution will be deducted from the overall limit set out in the 30th resolution of this Annual General Meeting;
3. resolves to cancel shareholders' pre-emptive rights to subscribe for any shares or securities issued under this resolution, and to reserve the right to subscribe for such shares or securities for categories of beneficiaries meeting the following criteria: (i) employees and corporate officers of Technicolor group companies that are affiliated with the Company under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code; (ii) and/or UCITS or other entities, with or without legal personality, dedicated to employee shareholding and invested in the Company's shares, whose unitholders or shareholders will be the persons mentioned in (i) of this paragraph; (iii) and/or any banking institution or subsidiary of such an institution acting at the request of the Company for the purposes of setting up a share ownership or savings plan for the benefit of the persons referred to in (i) of this paragraph, insofar as recourse to the subscription of the person authorized in accordance with this resolution would be necessary or desirable to enable the employees or corporate officers referred to above to benefit from employee share ownership or savings formulas equivalent in terms of economic advantage to those available to the other employees of the Vantiva Group;
4. resolves that the issue price of each share will be set by the Board of Directors as follows:
 - a. the subscription price(s) will be fixed, under the same conditions as those provided for in article L. 3332-21 of the French Labor Code; the discount will be set at a maximum of 30% of the average of the prices quoted over the twenty trading days preceding the date of the decision fixing the opening date of the subscription period under this resolution or a subscription carried out under the 28th resolution of this General Meeting,
 - b. expressly authorizes the Board of Directors to reduce or cancel the discount thus applied, if it sees fit, in particular to take account, *inter alia*, of the legal, accounting, tax and social security regimes applicable in the countries of residence of the members of a savings plan who are the beneficiaries of the capital increase,
 - c. by way of derogation, the Board of Directors may decide that the issue price of the new shares shall be, in accordance with the provisions of Section 423 of the U.S. Tax Code or comparable legislation in another country, at least equal to 85% of the Company's share price on Euronext Paris (i) at the start of the subscription period for the capital increase or (ii) at the close of this period, as determined in accordance with local legislation.

5. resolves that the Board of Directors will have full powers, which it may in turn delegate in accordance with the law, to implement this authorization, and in particular to record the capital increase, issue the shares and amend the bylaws accordingly.

This authorization (i) supersedes the unused portion of the authorization given in the 31st resolution of the Combined General Meeting of June 30, 2022 and (ii) is given for a period of twenty-six (26) months from the date hereof.

30. Thirtieth resolution (*Overall limits on the amount of issues carried out under delegations of authority*)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, resolves to set, in addition to the individual ceilings specified in each of the 22nd, 23rd, 24th, 25th, 27th, 28th and 29th resolutions of this General Meeting, the overall limits on the amounts of the issues that may be decided pursuant to said resolutions, as follows:

1. the maximum aggregate par value of share issues that may be carried out immediately or in the future may not exceed 20% of the share capital, this amount being increased by the par value of any capital increase resulting from the issue of shares to preserve the rights of holders of securities giving access to the capital, in accordance with legal and regulatory provisions and, where applicable, specific contractual stipulations providing for other cases of adjustment;
2. the maximum aggregate par value of debt securities issued by the Company may not exceed €200 million (or the equivalent in another currency or monetary unit).

31. Thirty-first resolution (*Decision to be taken pursuant to Article L. 225-248 of the French Commercial Code - Shareholders' equity less than half the share capital*)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and in accordance with article L. 225-248 of the French Commercial Code :

- notes that the losses recorded in the Company's annual financial statements show shareholders' equity at less than half the share capital, and that it is therefore incumbent on the Board to decide whether or not to dissolve the Company early, it being specified that if dissolution is ruled out, the Company will have a period expiring at the latest at the close of the second financial year following that in which the losses were recorded, to rectify the situation in accordance with the conditions laid down by the applicable laws and regulations,
- resolves, in view of the above, not to dissolve the Company early and to continue its operations,
- formally notes that this decision must be published in accordance with the applicable laws and regulations, and that the Company will be required to reconstitute its shareholders' equity within the aforementioned timeframe.

RESOLUTIONS SUBMITTED TO THE ANNUAL GENERAL MEETING

32. Thirty-second resolution (*Powers to carry out formalities*)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, gives full powers to the bearer of copies or extracts of the minutes of this Meeting recording its deliberations to carry out all publication and filing formalities required by the laws and regulations in force.

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How to take part in Vantiva's Annual General Meeting

1. Prior formalities for attending the Annual General Meeting

All shareholders, regardless of the number of shares they own or how they are held (registered or bearer), are entitled to attend this General Meeting.

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders will be entitled to attend the Meeting if they can prove their status by registering their shares in their name or in the name of the intermediary duly registered on their behalf on the second business day preceding the Meeting, i.e. Monday June 17, 2024, at 00:00 Paris time (hereinafter "**D-2**"), either in the registered share accounts held by the Company's agent, or in the bearer share accounts held by their authorized intermediaries.

For holders of registered shares, this registration on D-2 in the registered share accounts is sufficient to enable them to take part in the Annual General Meeting.

In the case of bearer shareholders, the authorized intermediaries holding the bearer share accounts will provide proof of shareholder status directly to the General Meeting's centralizing office (Société Générale, Service des assemblées, CS 30812, 44308 Nantes Cedex 03), by producing a certificate of participation which they attach to the single postal voting or proxy form.

2. Attend the Annual General Meeting

Shareholders may take part in the Meeting either by attending in person, voting by mail or by appointing a proxy under the conditions described below.

It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against the adoption of all other draft resolutions.

The single postal voting form, proxy voting form or admission card request form (hereinafter referred to as the **"Single Form"**) allows shareholders to choose between these different forms of participation. All the shareholder has to do is complete, date and sign the form.

Registered shareholders will receive the Single Form at their home address, together with the brochure and a prepaid envelope to return their Single Form. Bearer shareholders will be able to obtain the Single Form:

- with the financial intermediary who manages their securities;
- by ordinary letter addressed to Société Générale, Service des assemblées, CS 30812, 44308 Nantes Cedex 03 (this request can only be met if received at this address at least six days before the date of the meeting, i.e. Thursday June 13, 2024);
- by downloading it from the Company's website www.vantiva.com, in the General Meeting section (it should be noted that the single form must be accompanied by a certificate of participation for the vote to be considered valid).

Physical attendance at the meeting

Shareholders must request an admission card.

Registered shareholders should apply for a card by completing the Single Form attached to the Notice of Meeting brochure (ticking the **"I wish to attend this meeting"** box), and returning it, using the prepaid envelope provided, or by ordinary mail to the following address: Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3.

Bearer shareholders should request their admission card from the financial intermediary managing their shares, who will forward the request to Société Générale. Société Générale will then send it to the shareholder by post. If the shareholder has not received an admission card 2 working days before the date of the Meeting, he/she should ask his/her financial intermediary to issue a certificate of participation, which will enable him/her to prove his/her status as a shareholder on D-2 in order to be admitted to the Meeting.

In order to be taken into account, Single Forms must be received by Société Générale, Service des Assemblées, no later than three calendar days prior to the Meeting, i.e. by Saturday June 15, 2024.

Postal or proxy voting

The single form also allows shareholders to choose between distance voting and giving their proxy to the Chairman of the General Meeting or to a named proxy. All the shareholder has to do is complete, date and sign the form. Powers of attorney may be revoked in the same way as for the appointment of a proxy.

➤ Vote by post or by proxy to the Chairman of the General Meeting

Registered shareholders should use the prepaid envelope enclosed with the notice of meeting to return the Form duly completed (by ticking either the **"I vote by post"** box or the **"I give my proxy to the Chairman of the General Meeting"** box) and signed to Société Générale.

Holders of bearer shares must return the duly completed Single Form (ticking either the **"I vote by post"** box or the **"I give my proxy to the Chairman of the General Meeting"** box) to the financial intermediary managing their shares, who will forward it to Société Générale, together with a certificate of participation showing the number of shares held.

In accordance with the provisions of Article L. 225-106, III of the French Commercial Code, any proxy given to the Chairman of the Annual General Meeting will be voted in favor of the resolutions presented or approved by the Board of Directors, and against all other resolutions.

In order to be taken into account, Single Forms sent by post must be received by the Company or Société Générale, Service des assemblées, no later than three calendar days before the General Meeting, i.e. Saturday June 15, 2024 at the latest.

In accordance with Articles R. 225-79 and R22-10-24 of the French Commercial Code, the proxy given to the Chairman via the Single Form may also be sent electronically by sending an e-mail to assembleesgeneralesvantiva@vantiva.com and including the following information:

– for registered shareholders: a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and Société Générale nominative identifier (figured at the top left of the account statement) for pure registered shareholders, or full bank details for administered registered shareholders,

– for bearer shareholders: a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and full bank details; shareholders must ask their financial intermediary who manages their share account to send confirmation to Société Générale's Meetings Department, whose contact details they know.

In order to validly take into account electronically-expressed appointments or revocations of mandates, confirmations must be received no later than three calendar days prior to the Meeting, i.e. Saturday June 15, 2024.

➤ Voting by proxy to a third party

Shareholders may give their proxy to another shareholder, to their spouse or to a partner with whom they have entered into an agreement.

a civil solidarity pact, or to any other person (natural or legal) of their choice under the applicable legal and regulatory conditions (articles L. 225-106 and L. 22-10-39 of the French Commercial Code).

Powers of attorney must be written and signed, and must include the shareholder's surname, first name and address, as well as the Société Générale nominative identifier (figured at the top left of the account statement) for pure registered shareholders or full bank references for administered registered shareholders or bearer shareholders, and the surname, first name and address of the proxy. The revocation of a proxy is carried out under the same formal conditions as those used for its creation.

Registered shareholders must return the duly completed Single Form (by ticking the **"I give power to"** box) and signed to Société Générale.

Holders of bearer shares must return the duly completed Single Form (ticking the **"I give my proxy"** box).

The intermediary will forward it to Société Générale, together with a certificate of participation showing the number of shares held.

To be taken into account, Single Forms sent by post must, in all cases, be received by the Company or Société Générale, Service des assemblées, no later than three calendar days before the meeting, i.e. Saturday June 15, 2024 at the latest.

In accordance with articles R. 225-79 and R22-10-24 of the French Commercial Code, the power of attorney given to a third party via the

Single forms can also be submitted electronically by sending an e-mail to assembleesgeneralesvantiva@vantiva.com and including the following information:

– for registered shareholders: a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and Société Générale nominative identifier (figured at the top left of the account statement) for pure registered shareholders, or complete bank references for administered registered shareholders, as well as the surname, first name and address of the designated proxy ;

– for bearer shareholders: a scanned version of the Single Form, duly completed and signed, and containing the following information: full name, address and bank details, as well as the name and address of the appointed proxy; the shareholder must ask his financial intermediary who manages his securities account to send a confirmation to Société Générale's Meetings Department, whose contact details he knows. In order for electronic proxy appointments or revocations to be validly taken into account, confirmations must be received no later than three calendar days prior to the meeting (i.e. Saturday June 15, 2024).

It is specified that :

- shareholders who have already cast a postal vote, sent in a proxy or requested an admission card may no longer choose another method of participation, but may sell all or some of their shares:
 - if the sale takes place before midnight Paris time on Monday June 17, 2024, the postal vote, proxy, admission card or certificate of share ownership will be invalidated or amended accordingly. To this end, the authorized intermediary holding the share account must notify the Company or its agent of the transfer and provide the necessary information;
 - if the sale or any other transaction is carried out after midnight (Paris time) on Monday June 17, 2024, regardless of the means used, it will not be notified by the authorized intermediary or taken into consideration by the Company.
- duly completed and signed Single Forms can only be taken into account if they reach the Company's registered office or Société Générale by post or electronically no later than three calendar days prior to the meeting, i.e. Saturday June 15, 2024.

Vote by mail or by proxy through VOTACCESS

Shareholders also have the option of sending voting instructions and appointing or revoking proxies via the Internet before the Annual General Meeting, on the VOTACCESS website, under the conditions described below.

The VOTACCESS site will be open from Friday May 31 at 9 a.m. to Tuesday June 18, 2024 at 3 p.m., Paris time. **To avoid any possible congestion of the VOTACCESS site, shareholders are advised not to wait until the day before the General Meeting to vote.**

➤ Postal voting by VOTACCESS

Shareholders will be able to vote by Internet until the day before the Annual General Meeting, i.e. Tuesday June 18, 2024 at 3pm Paris time.

For registered shareholders: holders of pure or administered registered shares who wish to vote by Internet will access the VOTACCESS site via the www.sharinbox.societegenerale.com website, using their usual access codes or their login e-mail (if you have already activated your Sharinbox by SG Markets account), together with the password already in their possession. Once connected, registered shareholders should follow the on-screen instructions to access the VOTACCESS platform and vote. If you have any queries, please do not hesitate to contact SGSS from 9:00 am to 6:00 pm on + 33 (0)2 51 85 67 89.

For bearer shareholders: only holders of bearer shares whose account-keeper has subscribed to the VOTACCESS system and offers them this service for this General Meeting will be able to access it. It is the responsibility of shareholders whose shares are held in bearer form to find out whether or not their account-keeper is connected to the VOTACCESS platform, and if so, whether this access is subject to special conditions of use. The custodian of the bearer shareholder's securities account, who is not connected to VOTACCESS or whose access to the secure platform is subject to specific conditions of use, will inform the shareholder how to proceed.

Holders of bearer shares should use their usual login and password to access the VOTACCESS website, and follow the procedure indicated on the screen.

➤ Voting by proxy through VOTACCESS

The shareholder may notify the appointment of a proxy (the Chairman of the General Meeting or any other member of the Board of Directors).

person) or its revocation by VOTACCESS.

For registered shareholders: by logging on to www.sharinbox.societegenerale.com as described above.

For bearer shareholders: on the website of their financial intermediary, using their usual login and password to access the VOTACCESS website, as described above.

If the account-holding institution has not joined the VOTACCESS system, notification of designation and revocation of a proxy can be made electronically by sending an e-mail to assemblees.generales@sgss.socgen.com. This e-mail must include an attachment containing a scanned copy of the Single Form giving the full name, address and bank details of the shareholder, together with the name and address of the appointed or revoked proxy, and the certificate of participation issued by the authorized intermediary. In addition, shareholders must ask their bank or financial intermediary managing their share account to send written confirmation to Société Générale, Service Assemblées Générales, at the above address.

Only notifications concerning the appointment or revocation of proxies may be sent to the above-mentioned e-mail address; any other request or notification concerning any other subject will not be taken into account and/or processed.

Shareholders will be able to give their proxy via VOTACCESS until the day before the Annual General Meeting, i.e. Tuesday June 18, 2024 at 3 p.m. Paris time.

Revocations of mandates must be received by the same deadline.

3. Requests for the inclusion of items or draft resolutions

Requests for the inclusion of items or draft resolutions on the agenda from shareholders meeting the conditions set out in Article R. 225-71 of the French Commercial Code must be received no later than the twenty-fifth day prior to the date of the Meeting, i.e. Saturday May 25, 2024, in accordance with Articles R. 22-10-22 and R. 225-71 of the French Commercial Code.

R. 225-73 of the French Commercial Code :

– to the Company's registered office, for the attention of the Chairman of the Board of Directors, by registered letter with return receipt requested;

– by e-mail to the following address: assembleesgeneralesvantiva@vantiva.com

Requests to add items to the agenda must state the reasons for the request. Requests for the inclusion of draft resolutions must be accompanied by the text of the proposed resolutions, which may be accompanied by a brief explanatory statement. Requests must be accompanied by a certificate of participation, either in the registered share accounts held on behalf of the Company by its agent Société Générale Securities Services, or in the bearer share accounts held by an authorized financial intermediary. The consideration of items or draft resolutions is subject to the submission, by those making the request, of a new certificate evidencing the registration of the shares in the same accounts on the second business day prior to the Meeting, i.e. Monday June 17, 2024 at 00:00 Paris time.

The text of the draft resolutions submitted by shareholders, together with their explanatory memoranda, and the list of items added to the agenda, will be brought to the attention of shareholders in accordance with applicable regulations, and will be published without delay on the Company's website: www.vantiva.com.

4. Written questions and shareholder dialogue

In accordance with Article R. 225-84 of the French Commercial Code, shareholders may submit written questions, accompanied by a certificate of share ownership, no later than the fourth business day prior to the Meeting, i.e. by Thursday June 13, 2024 :

– to the registered office, for the attention of the Chairman of the Board of Directors, by registered letter with acknowledgement of receipt;

– by e-mail to the following address: assembleesgeneralesvantiva@vantiva.com

The Company reminds shareholders that questions may be answered jointly if they have the same content or subject matter, and that a written question will be deemed to have been answered if it appears on the Company's website in a section devoted to questions and answers.

In order to encourage shareholder dialogue, shareholders will also have the opportunity, until Tuesday June 18, 2024 at 3:00 p.m. Paris time, to submit questions that are not in the form of written questions to the following address: assembleesgeneralesvantiva@vantiva.com . These questions, which have been pre-selected by theme, will be answered during the Annual General Meeting, which will be broadcast on the Internet.

5. Communication rights

The information and documents specified in article R. 22-10-23 of the French Commercial Code will be published on the Company's website www.vantiva.com/fr/rerelations-investisseurs/assemblee-generale, under the heading "General Meeting of June 19, 2024", no later than the twenty-first day prior to the meeting. Shareholders will be able to request, within the legal and regulatory deadlines, communication of the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code and consultation of the other documents to be made available to shareholders in connection with this General Meeting at the Company's registered office, by e-mail to assembleesgeneralesvantiva@vantiva.com, or by request addressed to the Company's registered office.

Board of Directors