

# CONNECTED FOR PROGRESS

## NOTICE OF MEETING 2026

(Translation of official French version for information only)

COMBINED GENERAL SHAREHOLDERS' MEETING

**TUESDAY, JUNE 30, 2026, AT 2 P.M.**

VANTIVA AUDITORIUM

10, BOULEVARD DE GRENELLE - 75015 PARIS



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## Key Dates

**06/12/2026, 9 A.M. (PARIS TIME)**

Opening of Société Générale Vote platform (VOTACCESS)

**06/23/2026, 00:00 (PARIS TIME)**

Deadline for registering your shares in order to participate in the General Meeting

**06/24/2026**

Deadline for submitting written questions

**06/27/2026**

Deadline for receipt of vote paper forms

**06/29/2026, 3 P.M. (PARIS TIME)**

Electronic voting deadline (closing of VOTACCESS)

**06/30/2026, 2 P.M. (PARIS TIME)**

Annual General Meeting

Online on website <https://www.vantiva.com/investor-center/shareholders-meeting/> (without participation or online voting rights)

### **CHANGE IN THE PROCEDURES FOR CONVENING SHAREHOLDERS AS FROM JULY 1, 2026**

For future shareholders' meetings, Vantiva may convene its registered shareholders by e-mail without their prior consent being required, as now provided for by Article R. 225-63 of the French Commercial Code, as amended by Decree No. 2026-94 of February 13, 2026, applicable as from July 1, 2026.

Accordingly, shareholders are invited to check the e-mail address registered in their account with Société Générale (for pure registered shareholders) or with their financial intermediary (for administered registered shareholders or bearer shareholders).

# Message to shareholders



**Katleen Vandeweyer**  
Independent Chairperson  
of Board of Directors

Dear Shareholders

2025 was another year of progress and positive transformation for Vantiva. Now fully focused on connectivity products—and bolstered by the successful integration of CommScope’s Home Networks business—the Group achieved its key financial objectives for the fourth consecutive year.

Decisive financial milestones were also reached: for the first time since the spin-off of the Creative Studios business unit, Vantiva generated positive free cash flow after financial charges, taxes and restructuring costs, and the term sheets related to the refinancing of our debt have been successfully negotiated. Together, these achievements give us the financial means to continue rolling out our strategy.

These results were only possible due to the incredibly hard work of Vantiva teams and their deep relationships with customers around the world. Every day, we challenge ourselves to put customers at the center of everything we do, and these results reflect that relentless focus.

Throughout the year, the Group executed its transformational plan by streamlining operations while enhancing performance. We delivered our best for all stakeholders in a volatile and sometimes uncertain economic environment.

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« Every day, we challenge ourselves to put customers at the center of everything we do, and these results reflect that relentless focus. »

## Message to shareholders (continued)

The year ahead is filled with opportunities and challenges. Thus far, we are seeing underlying resilience in wireline broadband demand across multiple regions. The long-term effort to connect consumers to faster broadband continues, and Vantiva expects to benefit from this trend. The Video business will remain challenging, with notable exceptions in the Indian and Western European markets. The Company will continue to expand its presence in the 5G fixed wireless access (FWA) market, with foundational first shipments in North America and Europe. Markets, however, may be challenged by supply chain tensions. We are seeing unprecedented cost increases in multiple component categories, especially in memory. The Company will meet these and other upcoming market shifts with resolve and pragmatic optimism.

Our course remains the same, as do our objectives. We will continue to improve operational performance, restore our financial position by generating positive free cash flow, and leverage our new financing. Innovation remains equally central, as we evolve our products to open new opportunities. You can count on the executive management team and all Vantiva employees to do everything possible to achieve the ambitious goals we have set.

Thank you for your support.  
Sincerely

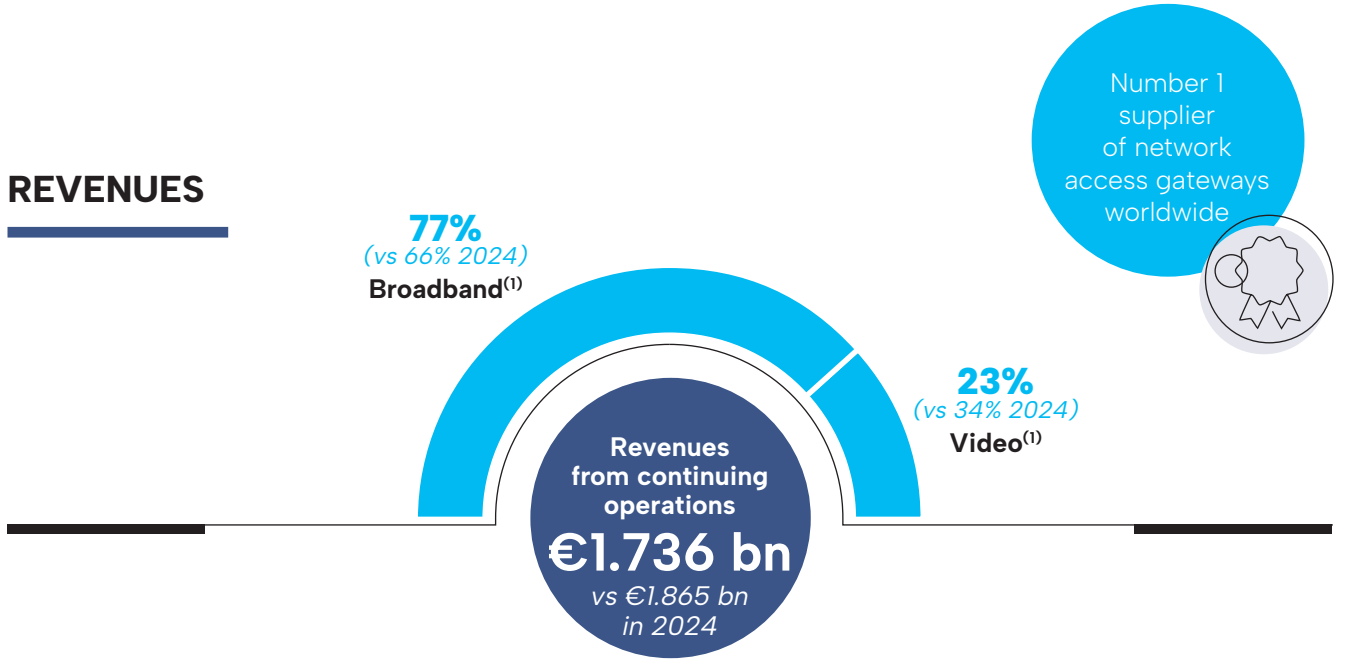


**Tim O'Loughlin**  
Chief Executive  
Officer

# 1 Vantiva in 2025

## 1.1 OVERVIEW OF VANTIVA IN 2025

### REVENUES



(1) The 2024 revenue breakdown was adjusted to reflect organizational changes within Connected Home, with diversification activities now allocated between the Broadband and Video segments.

### Revenues BY CURRENCY

**71%**

**USD**

VS 68% in 2024

**14%**

**Euros**

VS 12% in 2024

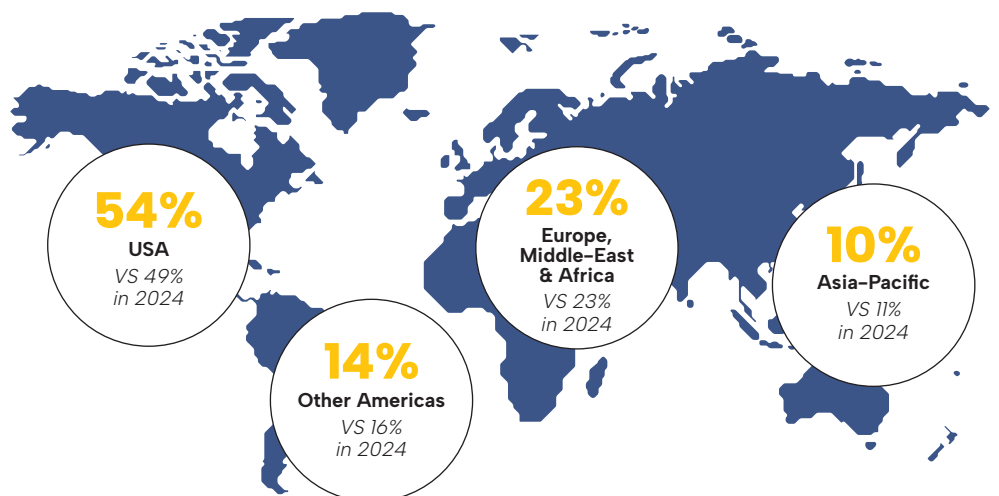
**15%**

**Others**

VS 20% in 2024

### Revenues BY DESTINATION

Total above 100% due to rounding.



**22 Countries**



**1,560 Employees**



## GOVERNANCE – BOARD OF DIRECTORS

As of publication of the 2025 Universal Registration Document



**Katleen Vandeweyer** ●●●  
Independent Chairperson of Board of Directors



**Timothy O'Loughlin** ●  
Chief Executive Officer

**Bpifrance Participations** ●●  
Represented by Thierry Sommelet  
Independent Director

**Dylan Hallerberg** ●●  
Independent Director

**Laurence Lafont** ●●  
Independent Director

**Karine Brunet** ●  
Independent Director

**Tony Werner**  
Independent Director

**Vistance Networks** formerly known as **CommSope, Inc.** ●●  
Represented by Krista Bowen  
Director

**Angelo, Gordon & Co., L.P.** ●  
Represented by Nicola von Moeller  
Director

**Thierry Amarger** ●  
Independent Director

**Barclays Bank Ireland Plc**  
Represented by Shabab Ditta  
Board Observer

**14**  
Board meetings  
in 2025

**70%**  
Independent  
Directors

**90%**  
Attendance rate  
at Board of Directors  
in 2025

On **January 21, 2026**, the Board reorganized its committees into two new permanent bodies: the **Audit & CSR Committee** and the **Governance & Remuneration Committee**.

In addition, in December 2025, the Board set up an **Ad Hoc Committee** dedicated to the debt refinancing of the Company.

For further details, see sections 4.1.1.2 *Composition and expertise of the Board of Directors* and 4.1.2.6 *Composition and activities of the Board committees of the 2025 Universal Registration Document*.

### COMMITTEES IN 2026

**AUDIT & CSR  
COMMITTEE**

**GOVERNANCE &  
REMUNERATION  
COMMITTEE**

**AD HOC  
COMMITTEE DEBT  
REFINANCING**

### COMMITTEES IN 2025

**AUDIT  
COMMITTEE**

In 2025  
**10**  
Meetings

**90%**  
Participation

**GOVERNANCE  
& SOCIAL  
RESPONSIBILITY  
COMMITTEE**

In 2025  
**4**  
Meetings

**93.75%**  
Participation

**REMUNERATION  
& TALENT  
COMMITTEE**

In 2025  
**6**  
Meetings

**100%**  
Participation



## SHAREHOLDING

(on 31 December 2025)

**VANTIVA SA**  
Parent Company  
of the Group

**27.5%**

Arris Holding Company LLC

**20.7%**

Briarwood Chase Management LLC

**16.2%**

Angelo, Gordon & Co., L.P

**7.8%**

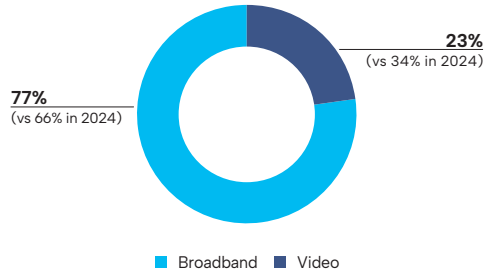
Bpifrance Participations S.A.

**27.8%**

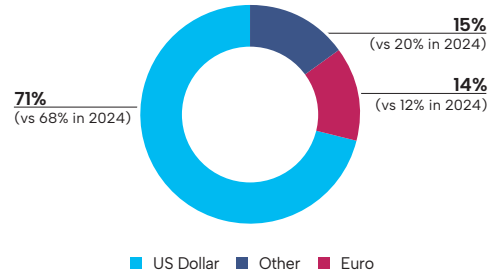
Other Shareholders

## KEY FIGURES

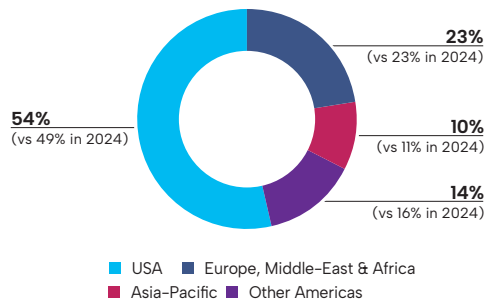
2025 revenues of continuing operations



2025 revenues of continuing operations by currency



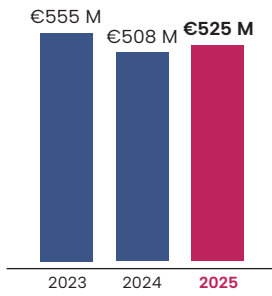
2025 revenues of continuing operations by destination



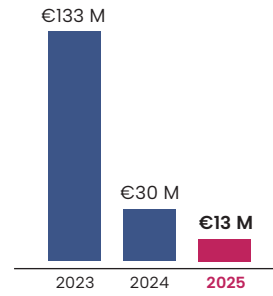
2025 adjusted EBITDA



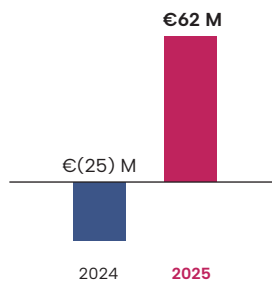
Gross debt evolution (IFRS)



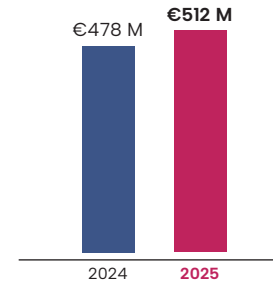
Cash position evolution



Free cash flow of continuing operations<sup>(1)</sup>



Net debt



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(1) After interest, tax and restructuring.

## 1.2 BUSINESS MODEL

### OUR VISION

The market for connectivity technology is complex and challenging. We empower our customers to reach beyond their technological needs by leveraging our expertise and services.

### OUR MISSION

We design, manufacture, and deliver best-in-class solutions, enabling the connectivity that will change the game, reducing the complexity and risk of our customers' business.

### OUR VALUES

#### Customers at the Center

We focus on customers and their needs

#### Winning Together

We grow through trust and teamwork



#### Innovate and Simplify

We create with purpose

#### Responsibility

We keep our commitments and consider our impact

## RESOURCES

### Human resources: Diverse, experienced and qualified employees

- **1,560** employees
- Multicultural teams: **22** countries represented
- Dedicated teams focused on Security operations, Business continuity, Data and IP protection
- Multidimensional competence

### Market position & ecosystem

- Strong commercial position:
  - **A leading** supplier of network access gateways and Android TV set-top boxes worldwide
- Strong ecosystem of strategic partnerships with key customers and suppliers

### Industrial & organization

- Footprint in key geographies: Americas and Eurasia
- An agile organization and a robust supply chain:
  - Organizational footprint near suppliers and factories
  - Flexible manufacturing – Ability to move between manufacturing locations rapidly
  - Supply chain mapping, logistics excellence, ...

### Innovation

- A strong innovative ecosystem: diversification in IoT and TeleHealth
- **608** engineers
- Existing know-how applied to new domains
- **4.4%** R&D expenses (vs 5.8% in 2024)

### Environmental resources

- Environment, Health and Safety Charter available in **9** languages
- Eco/sustainable design rules for European market incorporated in all new products
- Circular economy projects increasing for recycled content and for elimination of single-use plastics

### Finance & Governance

- Rigorous management of Capex and working capital requirements
- On December 23, 2025, Katleen Vandeweyer took on her new role as Chairperson while Brian Shearer transitioned off Vantiva's Board of Directors



## OUR STRATEGY



## VALUE CREATION FOR ALL STAKEHOLDERS

### Economic impact / societal impact

- Through Network Service Providers and the communities in which Vantiva operates:
  - Enabling digital transformation of end customers
  - Enabling teleworking
  - Improving experience at home
- An improved protection of Data and Content

### Customers

- > **Network Service Providers**
- > **Home Care Providers**

#### Transforming a connection into value-added use

- Unlocking product potential providing knowledge and skills
- Bringing significant investments in R&D, hardware, software, ...
- Empowering organizations with robust Wi-Fi Connectivity

#### Competitive edge in supply chain management

- Streamlining the supply chain thanks to strategic relationships with key suppliers
- Making ESG and regulatory compliance easier

### CSR

- A strong commitment to sustainability and responsible business practices:
  - Multiple Gold and Platinum Medals from EcoVadis for environmental, labor & human rights, ethics and sustainable procurement performance. Vantiva among the top 1% of organizations in its category evaluated globally
  - Vantiva's targets for Net-Zero Greenhouse Gas Emissions by 2040 validated by the Science Based Targets initiative
  - New environmentally friendly products: ONYX smart media device (recycled plastics and power consumption) and New Vodafone Fiber Router and Wi-Fi 6 Mesh Extender (95% recycled plastic, and packaging using 85% recycled paper and printed with soy ink and uses no plastics)

### Employees

- **27.4%** female employees
- Adjusted gender pay gap (average pay) **-0.3%** for all of 2025

### Financial performance

- **€145** million of adjusted EBITDA from continuing activities
- Management initiatives to secure future profitable growth
- Permanent focus on profitability and cash generation

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## 1.3 FINANCIAL RESULTS IN 2025

### 1.3.1 Summary of results

Revenues from continuing operations totaled €1,736 million in 2025, down 7.0% as reported and down 3.1% at constant currency compared to 2024. For more information, please refer to section 2.2.1 “Analysis of revenues from continuing operations” of the 2025 Universal Registration Document.

Adjusted EBITDA from continuing operations reached €145 million in 2025, up 33.4% as reported and 39.2% at constant currency compared with 2024. The adjusted EBITDA margin stood at 8.3%, representing an improvement of 252 basis points year-on-year on a reported basis.

The profit increase in 2025 arises mainly from the continued extraction of operational efficiencies and synergies following the integration of Home Networks, which progressed at a rapid pace since the acquisition in January 2024. Overall, the integration reinforced Group-wide economies of scale and supported additional cost-base optimization.

For more information, please refer to sections 2.2.2 “Analysis of adjusted EBITDA and adjusted EBITA” and 2.2.10 “Alternative Performance Measures” of the 2025 Universal Registration Document.

EBIT from continuing operations before tax and financial result was a loss of €(47) million in 2025, compared to a loss of €(48) million in 2024. For more information, please refer to section 2.2.3: “Analysis of operating expenses and EBIT from continuing operations” of the 2025 Universal Registration Document.

The Group’s net financial result was an expense of €(84) million in 2025, compared to an expense of €(92) million in 2024. For more information, please refer to section 2.2.4 “Net financial expense” of the 2025 Universal Registration Document.

The Group’s total income tax expense was €(14) million in 2025 compared to an expense of €(16) million in 2024. For more information, please refer to section 2.2.6: “Income tax” of the 2025 Universal Registration Document.

The Group’s loss from associates was nil in 2025 compared to a loss of €(1) million in 2024. For more information, please refer to section 2.2.5 “Loss from associates” of the 2025 Universal Registration Document.

Loss from continuing operations was €(145) million in 2025 compared to a loss of €(157) million in 2024. For more information, please refer to section 2.2.7: “Income (loss) from continuing operations” of the 2025 Universal Registration Document.

Loss from discontinued operations was €(248) million in 2025, compared to a loss of €(125) million in 2024. This arises mostly from the cumulative translation adjustment following the sale of the SCS division. For more information, please refer to section 2.2.8 “Income (loss) from discontinued operations” of the 2025 Universal Registration Document.

The Group’s consolidated net loss was €(393) million in 2025, compared to a net loss of €(282) million in 2024. For more information, please refer to section 2.2.9 “Net income (loss) of the Group” of the 2025 Universal Registration Document.

## 1.3.2 Results of operations for 2025 and 2024

Driven by its innovation strategy, Vantiva saw strong commercial success with Wi-Fi 7, Fiber, and FWA 5G products in North America, Asia and certain European markets. Meanwhile, sales in Latin America declined as Fiber demand remained focused on highly commoditized entry level-products, and the video CPE segment remained soft. In this context, Vantiva's sales reached 1,736 million euros, a 7.0% decrease on a reported basis (3.1% at constant exchange rates).

Adjusted EBITDA was 145 million euros, compared to 109 million euros in 2024. In percentage terms, the margin stood at 8.3% of revenues, up from 5.8% in 2024. The continued cost adjustments and productivity gains generated following the successful integration of Home Networks contributed to a continued improvement of the EBITDA margin.

Adjusted EBITA of 76 million euros in 2025 (4.4% to revenue), compared to 46 million euros in 2024 (2.5% as a percentage of revenue).

Free cash flow after restructuring costs, financial expenses and taxes is positive at €62 million, compared with negative €25 million in 2024; this €87 million improvement arises from the improved EBITDA, together with each of capital expenditure, financial expenses and taxes, also contributing positively.

In 2024, the Supply Chain Solution ("SCS") division was presented as asset held for sale in accordance with IFRS 5. This division has been sold as planned at the end of March 2025. Consequently, no IFRS 5 disclosure or pro forma accounts are needed in 2025.

To ensure comparability of continuing operations, the minor losses from an IoT business discontinued in 2025 are presented under discontinued operations for both 2024 and 2025.

## 1.3.3 Analysis of revenues from continuing operations

(in million euros)

	FY 2025	FY 2024	Change <sup>(1)</sup>
<b>Total revenues from Vantiva Continuing</b>	<b>1,736</b>	<b>1,865</b>	<b>(3.1)%</b>

(1) Change at constant currency.

The connectivity business benefited from a strong recovery in the beginning of the 2025 and faced more challenging trading conditions and component supply delays by the end of 2025. The recovery of the Broadband CPE equipment benefitted from the launch of new products with the Condor 5G, Falcon 5G, GPON Wi-Fi7, and a new Wi-Fi 7 fiber gateway and extender.

The end of the year was slower with some sales opportunities sliding from 2025 to early 2026 as activities were penalized by economic uncertainties and supply constraints.

2025 revenues were €1,736 million, representing a 7.0% decrease (-3.1% at constant currency). The United States remained the Group's largest market with 54% of revenues, consistent with the previous year.

The Broadband business grew by 9.1% year-over-year and accounted for 77% of total revenues in 2025, up from 66% in 2024. This percentage increase was primarily driven by increased demand and new product introductions. The share of Video revenue, decreased to 23% of total revenues in 2025 compared to 34% in 2024. Diversification activities are now embedded in Broadband and Video, where they belong.

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## Revenue breakdown by product

<i>(in million euros)</i>	Full Year			Change at constant rate
	FY 2025	FY 2024	Actual Change	
<b>Revenues</b>	<b>1,736</b>	<b>1,865</b>	<b>(7.0)%</b>	<b>(3.1)%</b>
By product				
Broadband	1,336	1,224	9.1%	13.6%
Video	400	641	(37.7)%	(35.0)%

## 1.3.4 Analysis of adjusted EBITDA and adjusted EBITA

For the purpose of analyzing the Group's performance, Vantiva publishes an adjusted EBITDA in addition to its published results in accordance with IFRS. This indicator excludes factors the Group considers to be less representative of Vantiva's normal operating performance. For a comprehensive definition

of adjusted indicators and a description of their limitations as performance indicators please refer to section 2.2.10: "Alternative Performance Measures" of the 2025 Universal Registration Document.

<i>(in million euros)</i>	FY 2025	FY 2024	Change <sup>(1)</sup>
<b>Total Adjusted EBITDA from continuing operations</b>	<b>145</b>	<b>109</b>	<b>39.2%</b>

(1) Change at constant currency.

2025 Adjusted EBITDA was €145 million, up 33.4% year-on-year and 39.2% at constant currency. The EBITDA margin increased by 254 basis points to 8.3% of revenues.

<i>(in million euros)</i>	FY 2025	FY 2024	Change <sup>(1)</sup>
<b>Total Adjusted EBITA from continuing operations</b>	<b>76</b>	<b>46</b>	<b>73.6%</b>

(1) Change at constant currency.

2025 Adjusted EBITA amounted to €76 million, up 66.6% year-on-year and 73.6% at constant currency. The EBITA margin increased by 195 basis points to 4.4% of revenues.

## 1.3.5 Analysis of operating expenses and EBIT from continuing operations

### Cost of sales

Cost of sales was €1,483 million in 2025 or 85.4% of revenues, compared to €1,573 million in 2024 or 84.3% of revenues.

The cost of sales decreased by €90 million compared to 2024. As a percentage of revenue, the cost of sales increased by 111 basis points.

The principal components of the Group's cost of sales were the costs of materials, freight and duties, and labor costs.

While freight and duty costs improved year-on-year, direct materials, which represent the bulk of cost of sales, increased as a percentage of revenues.

### Gross margin

Gross margin from continuing operations was €253 million in 2025, or 14.6% of revenues, compared to €293 million in 2024, or 15.7% of revenues.

### Selling and administrative expenses

Selling and marketing expenses amounted to €50 million in 2025, or 2.9% of revenues, compared to €76 million in 2024, or 4.1% of revenues; this represents a year-on-year improvement of 118 basis points.

General and administrative expenses amounted to €58 million in 2025, or 3.4% of revenues compared to €105 million in 2024, or 5.6% of revenues (a year-on-year improvement of 226 basis points).

The decrease in selling and marketing expenses as compared to revenue was achieved thanks to improved efficiency leveraged after the successful integration of CommScope's Home Networks activity, acquired in early 2024. These efforts provided further benefits over the course of 2025.

### Net research and development expenses

Net research and development ("R&D") expenses amounted to €81 million in 2025, or 4.7% of revenues, compared to €85 million in 2024, or 4.6% of revenues.

For more information, please refer to note 3.3.1 to the Group's consolidated financial statements as presented in the 2025 Universal Registration Document.

### Restructuring costs

In 2025, the Group continued its efforts to reduce costs through facilities and headcount optimizations.

Restructuring costs for continuing operations amounted to €43 million in 2025, or 2.5% of revenues, compared to €93 million, representing 5.0% of revenues, in 2024. In 2025,

Vantiva continued to adjust its structures and benefitted from the full year effect of the transformation initiated in 2024 (for the record, the duplicated structures arising from the acquisition of Home Networks in January 2024 were rationalized in the course of 2024).

### Net impairment losses on non-current operating assets

In 2025, a €(4) million impairment charge was recorded.

In 2024, a €(5) million impairment charge had been incurred primarily due to the write-off of R&D costs and assets related to a Wi-Fi 7 project. In 2025, Vantiva was nevertheless able to launch Wi-Fi 7 + 5G and Wireless-Fiber convergence offerings.

For more information, please refer to note 4.5 to the Group's consolidated financial statements as presented in the 2025 Universal Registration Document.

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## Other income (expense)

Other income (expense) reached €(63) million in 2025, compared to a net income of €23 million in 2024.

In 2025, this mostly reflects the settlement costs and provisions recognized in respect of the Entropic litigations. The income of

2024 reflected the release of the earn out booked with respect to the Home Network acquisition.

For further information, please refer to note 3.3.3 to the Group's consolidated financial statements as presented in the 2025 Universal Registration Document.

## EBIT from continuing operations

EBIT was a loss of €(47) million in 2025, or (3.6)% of revenues, compared to a loss of €(48) million, or (2.6)% of revenues, in 2024. This €(14) million deterioration is due to the non-

recurring items outweighing the aggregate improvement of EBITDA and restructuring costs.

## 1.3.6 Net financial expense

The Group's net financial result from continuing operations was an expense of €(84) million in 2025 compared to an expense of €(92) million in 2024.

### Net interest expense

Net interest expense amounted to €(59) million in 2025 compared to €(72) million in 2024.

### Other financial income (expense)

Other financial expenses amounted to €(25) million in 2025 compared to €(20) million in 2024.

2024 had benefited from a one off income (final dividend distribution of an equity investment previously held by the Group).

For further information, please refer to note 3.4 to the Group's consolidated financial statements as presented in the 2025 Universal Registration Document.

## 1.3.7 Profit (loss) from associates

In 2025, profit from associates was nil compared to a loss of €(1) million in 2024, which was mostly resulting from the final depreciation of the Group's stake Technicolor Group (being the

legal successor of TCS where Vantiva was a 35% shareholder when the Technicolor spin of took place, in September 2022).

## 1.3.8 Income tax

The Group's total income tax expense from continuing operations, including both current and deferred taxes, amounted to €(14) million compared to €(16) million in 2024.

## 1.3.9 Income (loss) from continuing operations

The loss from continuing operations amounted to €(145) million in 2025 compared to a loss of €(157) million in 2024 (adjusted to exclude the IoT activity, as described at the end of paragraph 2.2 of the 2025 Universal Registration Document).

## 1.3.10 Income (loss) from discontinued operations

The loss from discontinued operations amounted to €(248) million in 2025 compared to a loss of €(125) million in 2024 (adjusted to exclude the IoT activity, as described at the end of paragraph 2.2) of the 2025 Universal Registration

Document). This mainly reflects the cumulative foreign currency translation adjustment arising from the disposal of SCS which had accumulated since the acquisition of this division by Thomson in 2000.

## 1.3.11 Net income (loss) of the Group

Net loss totaled €(393) million in 2025 compared to a net loss of €(282) million in 2024. There was no net loss attributable to non-controlling interests in 2025, as in 2024. Accordingly, the net loss attributable to the shareholders of Vantiva SA

amounted to €(393) million in 2025 compared to a loss of €(282) million in 2024.

Basic and diluted net loss per share were €(0.80) in 2025 compared to net loss per share of €(0.58) in 2024.

## 1.3.12 Alternative Performance Measures

In addition to its published results under IFRS, the Group presents a set of adjusted indicators with the aim of providing a more comparable view of the changes in its operating performance.

Adjusted EBIT excludes impairment charges, restructuring charges and other income and expenses, while adjusted EBITDA also excludes amortization charges, as well as the impact of provisions for risks, warranties, and litigation.

Vantiva considers that this information may help investors in their analysis of the Group's performance by excluding factors it

considers to be non-representative of Vantiva's normal operating performance.

Vantiva uses adjusted EBIT and adjusted EBITDA to evaluate its trading performance. This definition of adjusted EBITDA is comparable to the definition used in Vantiva's borrowing agreements and is used in calculating applicable financial covenants after deducting all IFRS 16 expenses.

The adjustments for 2025 and 2024 are directly identifiable in the Group's consolidated financial statements, except for the heading "depreciation and amortization."

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The additional indicators have inherent limitations as performance indicators. Adjusted earnings before interest, tax, depreciation and amortization (adjusted EBITDA) and adjusted earnings before interest and tax (adjusted EBIT) are not indicators recognized by IFRS and are not representative of the cash generated by these activities for the periods indicated.

In particular, adjusted EBITDA does not reflect the Group's working capital needs for its operations, interest charges incurred, payment of taxes, or the capital expenditures required to replace depreciated assets. Adjusted EBITDA and adjusted EBIT indicators do not have standard definitions and, as a result, Vantiva's definition of adjusted EBITDA and adjusted EBIT may not correspond to the definitions given to these terms by other companies.

In evaluating these indicators, please note that Vantiva may incur similar charges in future periods. The presentation of these indicators does not mean that Vantiva considers its future results will not be affected by exceptional or non-recurring events. Due to these limitations, these indicators should not be used exclusively or as a substitute for IFRS measures.

These adjustments, which are detailed in the table below, had a total impact on EBIT from continuing operations of €110 million in 2025 compared to €75 million in 2024.

Vantiva defines "free cash flow" as net operating cash generated from continuing activities plus proceeds from sales of property, plant, and equipment ("PPE") and intangible assets, minus purchases of PPE and purchases of intangible assets including the capitalization of development costs.

(In € millions, unless otherwise stated)

	<b>2025</b>	<b>2024</b>
<b>Earnings before interest and tax EBIT (a)</b>	<b>(47)</b>	<b>(48)</b>
<i>As a % of revenues</i>	<i>(2.7)%</i>	<i>(2.6)%</i>
Total adjustments to EBIT (b)	110	75
<i>of which Restructuring costs (net)</i>	43	93
<i>Net impairment losses on non-current non operating assets</i>	4	5
<i>Other income/expense</i>	63	(23)
<b>Adjusted EBIT for continuing operations (a)+(b)</b>	<b>63</b>	<b>27</b>
<i>As a % of revenues</i>	<i>3.6%</i>	<i>1.4%</i>
Depreciation and amortization <sup>(1)</sup>	82	82
<b>Adjusted EBITDA for continued operations</b>	<b>145</b>	<b>109</b>
<i>As a % of revenues</i>	<i>8.3%</i>	<i>5.8%</i>

(1) Including reserves (reserves for risks, litigations and warranties).

(in million euros)

	<b>FY2025</b>	<b>FY2024</b>
<b>Adjusted EBITDA from continuing operations (a)</b>	<b>145</b>	<b>109</b>
Changes in working capital and other assets and liabilities (b)	78	91
Cash outflows in relation to pension provisions (c)	(27)	(23)
Cash outflows in relation to restructuring provisions (d)	(44)	(65)
Interest paid	(29)	(47)
Interest received	-	1
Income tax paid	(2)	(18)
Other financial cash out	(3)	(3)
Other items (e)	(2)	1
<b>Net operating cash generated from continuing operations <sup>(1)</sup></b>	<b>115</b>	<b>46</b>
Purchase of property, plant and equipment (PPE) (f)	(8)	(12)
Proceeds from sale of PPE and intangible assets (g)	1	0
Purchase of intangible assets including capitalization of development costs (h)	(44)	(58)
<b>Free cash flow before Financial &amp; Tax (a+b+c+d+e+f+g+h)</b>	<b>95</b>	<b>42</b>
<b>Free cash flow after Financial &amp; Tax <sup>(1)</sup></b>	<b>62</b>	<b>(25)</b>
Operating cash generated (used) in discontinued operations	(29)	(8)
Investing and financing cash used in discontinued operations	(26)	(7)
<b>Net cash from discontinued operations</b>	<b>(55)</b>	<b>(15)</b>

(1) In the 2024 column, the difference of €6 million compared to the cash-flow statement is related to the reclassification of TQ Delta €(14) million and HN integration fees €20 million from operating to investing.

# 2 Strategy and 2026 outlook

## 2.1 STRATEGY

### Recent strategic evolutions

Vantiva's strategy aims to strengthen its leading market position by offering high-quality products and services to customers while generating sufficient cash flow to finance its future endeavors.

To achieve these objectives, the Group's main priorities are to:

- Deliver state-of-the-art products and services, offering high reliability and quality at competitive prices;
- Design innovative, eco-friendly, and cost-effective products and ensure efficient production;
- Develop strong partnerships with key customers and suppliers;
- Expand addressable markets by adding products and services linked to core competencies and markets;

### Vantiva key objectives

Continue to develop its broadband leadership. The Company is consolidating its market leadership in cable and fiber while stepping up on wireless/5G technologies. Vantiva is also at the forefront of the new generation of Wi-Fi.

Identify specialized opportunities in the smaller but potentially lucrative video market, e.g. soundbars, IPTV upgrade cycles, geographic exceptions.

### Outlook

The memory market remains volatile, with ongoing uncertainty over pricing and availability. Customer cooperation on memory continues to provide a measure of stability.

While the Company has no direct exposure to the conflict in the Middle East, the situation introduces indirect risks across supply chains, petroleum prices, and trade flows.

- Improve profitability and cash generation through business expansion and rigorous management;
- Invest in new opportunities to secure future growth for the Group.

The deployment of this strategy is based on key management pillars:

- Customer at the center of everything;
- Innovation and simplification;
- Responsibility;
- Teamwork.

These key pillars will allow the Company to deliver products and services on time, with the requested quality, and at the right cost to achieve the margin needed to offer a fair return to all stakeholders.

Focus on growth by targeting high-volume customers through a platform-based model.

Leverage the Group's expertise in connectivity to penetrate adjacent segments.

The Company is targeting a positive free cash flow for 2026, but given the uncertainties mentioned above, it is not providing EBITDA guidance at this stage.

This free cash flow projection is based on the assumption of a €/€ parity of 1.15.

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## 2.2 FIRST QUARTER 2026 SALES AND REFINANCING

*(The full press release is available on our website in the Investor Relations section.)*

*Revenues down 14.1% YoY (-4.0% at constant exchange rate)*

*Refinancing agreement reached*

*Guidance maintained*

**Group sales declined by 14.1% year-on-year (YoY) in the first quarter, primarily due to the depreciation of the U.S. dollar. At constant exchange rates, revenues decreased by 4%, mainly driven by lower demand for video devices.**

- Group sales amounted to 349 million euros, down 14.1% YoY (-4% at constant exchange rates).
- Broadband revenues increased by 1.4% (+13.2% at constant exchange rates), while Video revenues declined by 46.7% (-40.4% at constant exchange rates).
- Vantiva and its current lenders have agreed on committed term sheets for the refinancing of the group's debt for a period of 4 years.
- The Group maintains its guidance for positive free cash flow for 2026.

### Tim O'Loughlin, CEO, comments:

"Q1 followed the pattern we saw in the previous quarter: broadband momentum building in North America, and continued pressure in most markets for video. Importantly, we worked throughout the quarter on our debt refinancing activity, and we recently agreed favorable term sheets with the lenders. The agreed term sheets give us a solid foundation to continue executing our strategy and pursuing growth opportunities. Our environment remains dynamic, but we're staying focused, and we will continue to deliver on our commitments."

## Q1 2026 Sales

### CPE / Customer Premises Equipment

<i>In millions of euros, continuing operations</i>	Q1 2026	Q1 2025	Exchange Rates	Exchange Rates
			Actual	Constant
<b>Revenue</b>	<b>349</b>	<b>406</b>	<b>(14.1)%</b>	<b>(4.0)%</b>
<i>By product type</i>				
Broadband	279	276	1.4%	13.2%
Video	70	131	(46.7)%	(40.4)%

## First Quarter Highlights

Revenues declined by 14.1% primarily reflecting an unfavorable \$/€ exchange rate which has decreased by about 10% over the period.

In the Americas, activity was supported by an acceleration in demand from several major customers, while Eurasia

experienced softer market conditions. Demand for video devices continued to weaken, although some regional exceptions were observed.

Overall, this revenue performance is in line with management's expectations.

## Outlook

The Group maintains its full year 2026 guidance for a positive free cash flow.

## Refinancing

Lenders have agreed to committed term sheets to refinance the capital structure extending the maturities by 4 years, at favorable terms, compared to the existing terms and favorable versus the credit market.

## Warning: Forward Looking Statements

This press release contains certain statements that constitute "forward-looking statements", including but not limited to statements that are predictions of or indicate future events, trends, plans or objectives, based on certain assumptions or which do not directly relate to historical or current facts. Such forward-looking statements are based on management's current expectations and beliefs and are subject to a number of risks and uncertainties that could cause actual results to differ

materially from the future results expressed, forecasted, or implied by such forward-looking statements. For a more complete list and description of such risks and uncertainties, refer to Vantiva's filings with the French Autorité des marchés financiers (AMF). The Universal Registration Document (Document d'enregistrement universel) for fiscal year 2025 was filed with the Autorité des marchés financiers on April 29, 2026, under no. D.26-0304.

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# 3

## Vantiva's governance

### 3.1 BOARD COMPOSITION AS OF THE DATE OF RELEASE OF THIS NOTICE



**10**  
Directors



**Katleen Vandeweyer**     
*Independent Chairperson of Board of Directors*



**Timothy O'Loughlin**   
*Chief Executive Officer and Non-independent Director*



**Laurence Lafont**    
*Independent Director*



**Bpifrance Participations**    
*Represented by Thierry Sommelet  
Independent Director*



**Karine Brunet**   
*Independent Director*



**Angelo, Gordon & Co., L.P.**   
*Represented by Nicola von Moeller  
Non Independent Director*



**Thierry Amarger**   
*Independent Director*



**Tony Werner**  
*Independent Director*



**Dylan Hallerberg**    
*Independent Director*



**Vistance Networks (formerly CommScope Holdings)**    
*Represented by Krista Bowen  
Non Independent Director*



**Barclays Bank Ireland Plc**  
*Represented by Shabab Ditta as Board Observer*

**14**

MEETINGS  
IN 2025

**70%**

OF INDEPENDENT  
DIRECTORS

**50%**

OF WOMEN  
DIRECTORS

**90%**

ATTENDANCE RATE AT BOARD  
OF DIRECTORS IN 2025

 Committee's chair  Government & Remuneration Committee  Audit and CSR Committee  Ad Hoc Committee

## 3.2 INFORMATION ON DIRECTORS WHOSE TERMS OF OFFICE ARE SUBJECT TO RATIFICATION AND/OR RENEWAL AT THE NEXT SHAREHOLDERS' MEETING



### Dylan Hallerberg

*Independent Director*

**Main position:** Chairman Photocure ASA

**Length of service (on Vantiva Board of Directors):** 2 months

**Attendance rate at the Board of Directors' meetings:** N/A

**Skills:** Strategy ● / Mergers & Acquisitions ●

**Committee's memberships:** *Ad Hoc* Committee on refinancing, effective March 26, 2026, Governance & Remuneration Committee, effective April 15, 2026.

#### Biography

Dylan Hallerberg began his career in investment banking at Moelis & Company before moving to the The Carlyle Group and subsequently to GoldenTree Asset Management. In 2018, Mr. Hallerberg transitioned to operating and board roles, serving as a full-time Executive Board Member of Arcturus UAV. He currently serves as Chairman of Photocure ASA, Vice Chairman of Veterans Exploring Treatment Solutions (VETS), and President and Owner of Fortress Marine Anchors and runs his own family office. Mr. Hallerberg has extensive experience across various financial services and operating environments, with a focus on operational excellence, governance and strategic oversight through both executive and non-executive roles in a diverse range of industries in the US/UK/EU and other geographies.

#### Current offices

##### IN FRANCE

N/A

##### ABROAD

- Chairman Photocure ASA (Norway OSE publicly listed)
- President and Owner Fortress Marine Anchors
- Vice Chairman Veterans Exploring Treatment Solutions (VETS)

#### Offices held during the past five years

##### IN FRANCE

N/A

##### ABROAD

- Executive Board Member Arcturus UAV

<b>MAIN BUSINESS ADDRESS:</b>
1386 West McNab Rd, Fort Lauderdale, FL 33309
<b>NATIONALITY:</b>
USA/UK
<b>AGE</b>
38
<b>START OF TERM OF OFFICE:</b>
February 26, 2026
Ratification proposed
<b>EXPIRATION OF TERM OF OFFICE:</b>
2027 AGM
<b>NUMBER OF SHARES HELD AS OF THE DATE OF PUBLICATION OF THE 2025 URD:</b>
0 <sup>(1)</sup>

(1) In accordance with the provisions of Article 14.1 of the Internal Board Regulations, he has until February 2027 to acquire the shares required by this same article.

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## Katleen Vandeweyer

*Chairperson of the Board of Directors and Independent Director*

**Main position:** Company Director

**Length of service (on Vantiva Board of Directors):** 3 years

**Attendance rate at the Board of Directors' meetings:** 92.86%

**Skills:** Connected Home ● / Finance ● / Telecoms ● / Strategy ● / Corporate Social Responsibility ● / Technology ● / Mergers & Acquisitions ●

**Committees membership:** Audit Committee (independent chairwoman), Governance & Social Responsibility Committee up until January 21, 2026. With effect from January 21, 2026, Audit and CSR Committee (independent chairwoman), and Governance & Remuneration Committee. Ad Hoc Committee on Refinancing (Independent Chairwoman) from December 22, 2025.

### MAIN BUSINESS ADDRESS:

Vantiva  
10, boulevard  
de Grenelle  
75015 Paris

### NATIONALITY:

Belgian

### AGE

56

### START OF TERM OF OFFICE:

April 27, 2023

### EXPIRATION OF TERM OF OFFICE:

2026 AGM

Renewal proposed

### NUMBER OF SHARES HELD AS OF THE DATE OF PUBLICATION OF THE 2025 URD:

26,000<sup>(2)</sup>

### Biography

Katleen Vandeweyer, Director of several listed and private companies in Europe (in Belgium), has a strong and extensive experience in governance and audit areas, and CSR. On sustainability matters, she obtained in 2022 a Certificate from the Cambridge Business School on "Circular economy and business strategies", and as Board member of several listed companies which must comply with the CSR regulation, she receives regular trainings on this topic.

She holds a Master's degree in Economics from the Catholic University of Leuven (Belgium) and started her career with Arthur Andersen, an international audit firm, between 1991 and 1997 as an auditor. She then joined Worldline as audit manager, before becoming Head of Controlling in 2000 and then Chief Financial Officer from 2003 until 2017. Katleen Vandeweyer was part of the Proximus Group from 2017 to 2022, a major Belgian listed telecom operator, first as Group Finance Director, before being appointed Chief Financial Officer/Deputy CFO in 2020.

Besides Vantiva, she is currently Director of two companies: Euroclear SA/Holding, a global financial market infrastructure provider headquartered in Brussels. Its core role is to act as a central securities depository (CSD), as well as the multinational insurance company Ageas (listed on the Belgian Stock Exchange).

### Current offices

#### IN FRANCE

None

#### ABROAD

- Euroclear Holding SA/NV and Euroclear SA/NV: independent Director
- Ageas<sup>(1)</sup>: Director
- AG Insurance: Director

### Offices held during the past five years

#### IN FRANCE

None

#### ABROAD

- IBA<sup>(1)</sup>: Director
- Renewi Plc<sup>(1)</sup>: Director
- Connectimmo: Director
- Fedrus International: Director

(1) Listed companies.

(2) In accordance with the provisions of Article 14.1 of the Internal Board Regulations, and as temporarily extended by the Board, she has until October 2026 to acquire the shares required by this same article.



## Karine Brunet

*Independent Director*

**Main position:** Capgemini Chief Operation and Delivery Officer (member of Group Executive Board)

**Length of service (on Vantiva Board of Directors):** 2 years & 10 months

**Attendance rate at the Board of Directors' meetings:** 85.71%

**Skills:** Telecoms ● / Connected Home ● / Technology ● / In-depth Group knowledge ● / Cybersecurity ● / Strategy ● / Mergers & Acquisitions ●

**Committees memberships:** Audit Committee and Remuneration & Talent Committee up until January 21, 2026. Audit & CSR Committee with effect from January 21, 2026.

### MAIN BUSINESS ADDRESS:

Vantiva  
10, boulevard  
de Grenelle  
75015 Paris

### NATIONALITY:

French

### AGE:

55

### START OF TERM OF OFFICE:

June 20, 2023

### EXPIRATION OF TERM OF OFFICE:

2026 AGM - Renewal proposed

### NUMBER OF SHARES HELD AS OF THE DATE OF PUBLICATION OF THE 2025 URD:

70,000

### Biography

Karine Brunet is an accomplished Technology executive with 25 years career in telecommunications and technology services. She is an expert in shared services and outsourcing, with extensive experience in delivery, operations and general management. She has also strong international experience with a good knowledge of the European markets in particular, but also in India and other countries.

She graduated from the Paris Graduate School of Management in 1993 with a Master's degree in Business and Marketing and started her career at NCR, where she spent 3 years in Amsterdam as General Manager EMEA Managed Services before becoming Head of Services in France. She then joined Alcatel as Vice President to set up the ICT European delivery model and develop their offshore and onshore capabilities.

Attracted by her experience in restructuring, Steria (now SopraSteria) approached Karine Brunet in 2006. After several promotions, she became IT Services Line Director and member of the Executive Committee, responsible for defining the strategy for all IT service lines of the Company.

She left Steria after nearly 7 years to join Vodafone where she spent nearly 6 years as Technology Shared Services Director for the UK telecom operator. She grew her remit from 1,000 to 10,000 people and led the global implementation of "follow-the-sun" operations. She also set up the Artificial Intelligence Centre of Excellence.

She then joined Capgemini in 2019 and became the CEO of Cloud Infrastructure Services in 2024.

Since January 2026, she has been the Chief Operation and Delivery Officer of Capgemini Group and has joined the Group Executive Board.

### Current offices

#### IN FRANCE

None

#### ABROAD

None

### Offices held during the past five years

- Sogetrel: Director

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## 03 Vantiva's governance

INFORMATION ON DIRECTORS WHOSE TERMS OF OFFICE ARE SUBJECT TO RATIFICATION AND/OR RENEWAL AT THE NEXT SHAREHOLDERS' MEETING



### Laurence Lafont

*Independent Director*

**Main position:** Non-Executive Director / Investor / CEO ASSILVA

**Length of service (on Vantiva Board of Directors):** 3 years & 8 months

**Attendance rate at the Board of Directors' meetings:** 92.86%

**Skills:** Finance ● / Corporate Social Responsibility ● / Cybersecurity ● / Strategy ● / Technology ● / In-depth Group knowledge ● / Telecoms ●

**Committees membership:** Governance & Remuneration Committee (Chair) up until January 21, 2026. Governance & Remuneration Committee (Chairwoman) with effect from January 21, 2026. Ad Hoc Committee on refinancing from December 22, 2025.

#### MAIN BUSINESS ADDRESS:

Vantiva  
10, boulevard  
de Grenelle  
75015 Paris

#### NATIONALITY:

French

#### AGE:

55

#### START OF TERM OF OFFICE:

August 20, 2022

#### EXPIRATION OF TERM OF OFFICE:

AGM 2026 - Renewal proposed

#### NUMBER OF SHARES HELD AS OF THE DATE OF PUBLICATION OF THE 2025 URD:

101,000

#### Biography

Laurence Lafont is a C-suite executive with 25+ years driving transformational growth in global technology leaders (Google Cloud, Microsoft, Oracle, Nokia) and Private Equity-backed scale-ups. Laurence was until mid-2025, Chief Operating Officer at Septeo, one of the top 10 French SaaS companies. She is cofounder and CEO of Assilva, a recently created French AI company. With deep expertise in B2B software, technology services, AI and digital transformation with a proven ability to deliver superior returns through operational excellence and strategic growth initiatives. Committed to leading with Diversity Equity and Inclusion as a foundation, Laurence is also an investor in European startups as a Business Angel.

Laurence also serves as Independent Director at the board of Centrale Supélec, a leading French Engineering School. and at Silver Valley a non-profit organization supporting startup innovation in the aging economy. Laurence has been awarded Knight in the French Order of Merit in 2021.

She is a graduate of Centrale Supélec (1993).

#### Current offices

##### IN FRANCE

- Centrale Supélec Engineering School: Member of the Board of Directors
- Silver Valley: Member of the Board of Directors

##### ABROAD

None

#### Offices held during the past five years

President at Silver Valley



## Tony Werner

*Independent Director*

**Main position:** Company Director

**Length of service:** 2 years & 10 months

**Attendance rate at the Board of Directors' meetings:** 71.43%

**Skills:** Connected Home ● / Telecoms ● / Supply Chain Solutions ● / Strategy ● / Technology ● / In-depth Group knowledge ●

**Committees membership:** None

**MAIN BUSINESS ADDRESS:**

Vantiva  
10, boulevard  
de Grenelle  
75015 Paris

**NATIONALITY:**

American

**AGE:**

69

**START OF TERM OF OFFICE:**

June 20, 2023

**EXPIRATION OF TERM OF OFFICE:**

2026 AGM - Renewal proposed

**NUMBER OF SHARES HELD AS OF THE DATE OF PUBLICATION OF THE 2025 URD:**

6,667

**Biography**

Tony G. Werner is a well known telecom and technology veteran. Tony spent the last 16 years of his career with Comcast Cable. His legacy as Chief Technology Officer and then President, Technology, Product, Experience, accelerated the pace of innovation within Comcast, shrinking time to market for new products and features from months to weeks, and in some cases, days. In addition, under his leadership, the team developed the X1 platform which won Emmy Awards for both user experience and the groundbreaking X1 voice remote. In 2016, Tony was awarded a Lifetime Achievement Emmy Award in honor of his distinguished career as a technologist, innovator, and leader.

Prior to Comcast, Tony served as Senior Vice President and Chief Technology Officer for Liberty Global, Inc., in Englewood, CO, where he led the Company's global strategy for video, voice and data services. Tony has also held Senior management positions with Aurora Networks, Tele-Communications, Inc. (TCI)/AT&T Broadband, and Rogers Communications.

Tony served as President and Chairman of the Board of Directors of the Society of Cable Telecommunications Engineers (SCTE) and the SCTE Foundation from 2025-2017. Tony was chairman of the CableLabs Technical Action Committee (TAC) from 2007-2022 and is still a board member of Kyrlo, the profit arm of CableLabs.

Tony was inducted into the Cable and Broadcast Hall of Fame as well as the Cable Center Hall of Fame. In 2000, Tony received the NCTA Vanguard award for Science and Technology and in 2016 he received the Technical Emmy award for lifetime achievement.

Tony holds numerous patents and earned his degree in Telecommunications from Dakota County Technical College in Rosemount, MN (USA).

Tony also serves on several boards as an independent director, including Liberty Global, Plume Design, Technetix and the Cable Center.

Current offices	Offices held during the past five years
<p><u>IN FRANCE</u></p> <p>None</p> <p><u>ABROAD</u></p> <ul style="list-style-type: none"> <li>Plume (Private Company): Independent Board Member</li> </ul>	<p><b>Current offices</b></p> <p>None</p> <p><b>Offices held during the past five years</b></p> <p><u>ABROAD</u></p> <ul style="list-style-type: none"> <li>Liberty Global: Independent Board Member</li> <li>The Cable Center: Independent Board Member</li> </ul>

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# 03 Vantiva's governance

INFORMATION ON DIRECTORS WHOSE TERMS OF OFFICE ARE SUBJECT TO RATIFICATION AND/OR RENEWAL AT THE NEXT SHAREHOLDERS' MEETING



## Angelo, Gordon & Co. represented by Nicola von Moeller

*Non-independent Director*

**Main position:** Director, Credit Solutions at TPG Angelo Gordon

**Length of service:** 2 years & 6 months

**Attendance rate at the Board of Directors' meetings:** 100%

**Skills:** Finance ● / Technology ● / Strategy ● / Mergers & Acquisitions ●

**Committees membership:** None, up until January 21, 2026. Governance & Remuneration Committee with effect from January 21, 2026.

### MAIN BUSINESS ADDRESS:

Angelo, Gordon  
Europe LLP  
23 Savile Row  
London W1S 2ET  
United Kingdom

### NATIONALITIES:

German

### AGE:

32

### START OF TERM OF OFFICE:

October 26, 2023

### EXPIRATION OF TERM OF OFFICE:

2026 AGM - Renewal proposed

### NUMBER OF SHARES HELD AS OF THE DATE OF PUBLICATION OF THE 2025 URD:

Angelo, Gordon & Co., LLP holds 79,671,524 shares

### Biography

Nicola von Moeller joined Angelo Gordon in 2019. She is a Director in the Angelo Gordon Credit Solutions team in Europe where she has acquired a strong knowledge in finance and strategy. Throughout her time at Angelo Gordon, she has worked on complex M&A transactions, while navigating intricate capital structures.

Prior to joining Angelo Gordon, Nicola was at Oaktree Capital Management and previously worked with the Fundamental Strategies Group at Goldman Sachs.

Nicola holds a B.Sc. degree from WHU – Otto Beisheim School of Management and is a native German speaker.

Offices held as permanent representative of Angelo, Gordon & Co., LP	Offices held in her own name
<p><u>CURRENT OFFICES</u></p> <p>None</p>	<p><u>CURRENT OFFICES</u></p> <p>None</p>
<p><u>Offices held during the past five years</u></p> <p><u>IN FRANCE</u></p> <p>None</p>	<p><u>Offices held during the past five years</u></p> <p>None</p>

### 3.3 CORPORATE OFFICER'S COMPENSATION AND BENEFITS PAID DURING FISCAL YEAR 2025

Details of the compensation paid or awarded to corporate officers in respect of the 2025 financial year are given in Chapter 4 "Corporate governance and compensation" in section 4.2 "Compensation" (pages 128 to 132) of the 2025 Universal Registration Document, filed with the Autorité des marchés financiers on April 29, 2026, and available on the company's website: <https://www.vantiva.com/en/InvestorCenter>.

These items are submitted for your approval at the next general meeting, in resolutions 11 and 12.

### 3.4 COMPENSATION POLICY FOR CORPORATE OFFICERS

The remuneration policy for corporate officers is set out in Chapter 4, "Corporate governance and remuneration" in section 4.2 "Compensation" (pages 119 to 127) of the 2025 Universal Registration Document, filed with the Autorité des marchés financiers on April 29, 2026, and available on the company's website: <https://www.vantiva.com/en/InvestorCenter>.

These items are submitted for your approval at the next general meeting, in resolutions 13, 14 and 15.

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# 4

# Agenda

Combined General Meeting of June 30, 2026

## 4.1 ORDINARY RESOLUTIONS

### Results 2025

#### First resolution

Approval of the parent company financial statements for the year ended December 31, 2025

#### Second resolution

Approval of the consolidated financial statements for the year ended December 31, 2025

#### Third resolution

Appropriation of net income for the year ended December 31, 2025

### Approval of agreements with related parties

#### Fourth resolution

Statutory auditors' special report on regulated agreements

### Directorships

#### Fifth resolution

Ratification of Mr. Dylan Hallerberg, as director

#### Sixth resolution

Renewal of Ms. Katleen Vandeweyer, as director

#### Seventh resolution

Renewal of Ms. Laurence Lafont, as director

#### Eighth resolution

Renewal of Ms. Karine Brunet, as director

#### Ninth resolution

Renewal of Mr. Tony Werner, as director

#### Tenth résolution

Renewal of Angelo Gordon & Co., L.P., as director

## Say on Pay (ex post)

### **Eleventh 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, 2025 to Mr. Timothy O’Loughlin, Chief Executive Officer

### **Twelfth resolution**

Vote on the information concerning the remunerations paid during the 2025 financial year or allocated in respect of the same financial year to all corporate officers

## Say on Pay (ex ante)

### **Thirteenth resolution**

Approval of the remuneration policy applicable to the Chairman of the Board of Directors for the 2026 financial year

### **Fourteenth resolution**

Approval of the remuneration policy for the Chief Executive Officer for fiscal year 2026

### **Fifteenth resolution**

Approval of the Directors’ remuneration policy for fiscal year 2026

## Share buyback program

### **Sixteenth resolution**

Authorization granted to the Board of Directors for a period of 18 months to implement a share buyback program

## 4.2 EXTRAORDINARY RESOLUTIONS

### **Seventeenth 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

### **Eighteenth 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

### **Nineteenth resolution**

Delegation of authority granted for 26 months to the Board of Directors to issue, 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 giving immediate or future access to the Company’s capital

### **Twentieth 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

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#### **Twenty-first 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

#### **Twenty-second resolution**

Delegation of authority to the Board of Directors to increase share capital by capitalizing additional paid-in capital, reserves or profits

#### **Twenty-third resolution**

Delegation of authority granted for a period of 26 months to the Board of Directors 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

#### **Twenty-fourth resolution**

Delegation of powers to be granted to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or securities giving access to ordinary shares, without preferential subscription rights, in favor of one or more persons to be designated by the Board of Directors

#### **Twenty-fifth 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

#### **Twenty-sixth resolution**

Delegation of authority granted for 18 months to the Board of Directors to carry out a share capital increase, without shareholders' pre-emptive subscription rights, reserved for certain categories of beneficiaries – shareholding transactions in favor of employees not covered by the Group savings plan

#### **Twenty-seventh resolution**

Overall limits on the amount of issues carried out under delegations of authority

## **4.3 ORDINARY RESOLUTION**

#### **Twenty-eighth resolution**

Powers for formalities

# 5 Explanatory comments and text of the resolutions proposed vote

Combined General Meeting of June 30, 2026

## 5.1 ORDINARY RESOLUTIONS

### Approval of financial statements and appropriation of net income (1st, 2nd and 3rd resolutions)

#### Explanatory comments

Under the terms of the **first three resolutions**, you are invited to approve the parent company and consolidated financial statements for the year ended December 31, 2025. The activity and results for this year are presented in this Notice of Meeting and in the Company's Universal Registration Document, which is available on the Company's website.

With regard to the appropriation of net income, having noted that the Company's net income for the year ended December 31, 2025 is a loss of €93,980,090.35, we ask you to allocate this net income, i.e. a loss of €93,980,090.35, in full to "Retained earnings", which amounted to €(525,272,060.84), to be increased to €(619,252,151.19).

#### First resolution

##### (APPROVAL OF THE PARENT COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025)

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' 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, 2025, comprising the balance sheet, income statement and notes to the financial statements, as presented, together with the transactions reflected in these financial statements and summarized in these reports.

Pursuant to Article 223 *quater* of the French General Tax Code, the General Meeting acknowledges that the sum of €0 has been incurred in respect of the expenses and charges referred to in Article 39-4 of said Code for the year ended December 31, 2025.

#### Second resolution

##### (APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025)

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' 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, 2025, as presented, and the transactions reflected in these financial statements and summarized in these reports.

#### Third resolution

##### (APPROPRIATION OF NET INCOME FOR THE YEAR ENDED DECEMBER 31, 2025)

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, notes that the year ended December 31, 2025 showed a loss of €93,980,090.35, and resolves:

- allocate the entire loss for the year, i.e. €93,980,090.35, to retained earnings.

As a result of the above, the "Retained earnings" account, which amounted to € (525,272,060.84), will be reduced to € (619,252,151.19).

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

## Approval of the statutory auditors' report on related-party agreements (4th resolution)

### Explanatory comments

Under the terms of the **fourth resolution**, you are invited to approve the Statutory Auditors' special report on related-party agreements, in accordance with Articles L. 225-38 *et seq.* of the French Commercial Code.

### Fourth resolution (STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS)

The General Meeting acting in accordance with the quorum and majority requirements for ordinary shareholders' meetings and having reviewed the report of the Board of Directors and the

Statutory Auditors' special report on related-party agreements presented to it, notes the terms of said report and approves it.

## Composition of the Board of Directors (5th, 6th, 7th, 8th, 9th and 10th resolutions)

### Explanatory comments

At our meeting on February 26, 2026 Dylan Hallerberg was appointed as a provisional director to replace Brian Shearer, who resigned, for the remainder of Brian Shearer's term of office, i.e. until the close of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2026.

In the **fifth resolution**, you are asked to ratify this provisional appointment and to appoint Dylan Hallerberg as director for the remainder of his predecessor's term.

In the **sixth resolution**, shareholders are asked to approve the reappointment of Katleen Vandeweyer as a Director of the Company for a three-year term, expiring at the close of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2028.

In the **seventh resolution**, shareholders are asked to approve the reappointment of Laurence Lafont as a Director of the Company for a three-year term, expiring at the close of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2028.

In the **eighth resolution**, shareholders are asked to approve the reappointment of Karine Brunet as a Director of the Company for a three-year term, expiring at the close of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2028.

In the **ninth resolution**, shareholders are asked to approve the reappointment of Tony Werner as a Director of the Company for a three-year term, expiring at the close of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2028.

In the **tenth resolution**, shareholders are asked to approve the reappointment of Angelo Gordon & Co., LP as a Director of the Company for a three-year term, expiring at the close of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2028.

These renewals are proposed by the Board of Directors in line with the recommendations of the Governance and Remuneration committee.

Assuming approval of these resolutions by the Annual General Meeting of June 30, 2026, your Company's Board of Directors would comprise ten members, including sept independent members, representing 70% of Directors, i.e. more than one-third in accordance with the recommendations of the AFEP-MEDEF corporate governance code for listed companies, adopted by your Company as its corporate governance reference code.

It would include five women, representing 50% of the Board, higher than the 40% required by the relevant regulations.

### Fifth resolution (RATIFICATION OF MR. DYLAN HALLERBERG, AS DIRECTOR)

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, ratifies the provisional appointment made by the Board of Directors at its meeting of February 26, 2026, of Mr. Dylan Hallerberg as

Director to replace Mr. Brian Shearer, resigning, for the remainder of his predecessor's term of office, i.e. until the close of the annual general meeting to be held in 2027 to approve the financial statements for the year ending December 31, 2026.

### Sixth resolution (RENEWAL OF MS. KATLEEN VANDEWEYER, AS DIRECTOR)

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, notes the expiry of the term of office as Director of Ms. Katleen Vandeweyer, at the close of this Meeting, and resolves to

reappoint Ms. Katleen Vandeweyer as a Director for a term of three (3) years, expiring at the close of the annual general meeting to be held in 2029 to approve the financial statements for the year ending December 31, 2028.

**Seventh resolution**

**(RENEWAL OF MS. LAURENCE LAFONT, AS DIRECTOR)**

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, notes the expiry of the term of office as Director of Ms. Laurence Lafont, at the close of this Meeting, and resolves to reappoint

Ms. Laurence Lafont as a Director for a period of three (3) years, expiring at the close of the annual general meeting to be held in 2029 to approve the financial statements for the year ending December 31, 2028.

**Eighth resolution**

**(RENEWAL OF MS. KARINE BRUNET, AS DIRECTOR)**

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, notes the expiry of the term of office as Director of Ms. Karine Brunet, at the close of this Meeting, and resolves to reappoint

Ms. Karine Brunet as a Director for a period of three (3) years, expiring at the close of the annual general meeting to be held in 2029 to approve the financial statements for the year ending December 31, 2028.

**Ninth resolution**

**(RENEWAL OF MR. TONY WERNER, AS DIRECTOR)**

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, notes the expiry of the term of office as Director of Mr. Tony Werner, at the close of this Meeting, and resolves to reappoint Mr. Tony

Werner as a Director for a period of three (3) years, expiring at the close of the annual general meeting to be held in 2029 to approve the financial statements for the year ending December 31, 2028.

**Tenth resolution**

**(RENEWAL OF ANGELO GORDON & CO., LP, AS DIRECTOR)**

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, notes the expiry of the term of office as Director of Angelo Gordon & Co., LP, at the close of this Meeting, and resolves to

reappoint Angelo Gordon & Co., LP as a Director for a period of three (3) years, expiring at the close of the annual general meeting to be held in 2029 to approve the financial statements for the year ending December 31, 2028.

**Approval of the remuneration and benefits of any kind paid during or awarded in respect of the 2025 financial year to corporate officers (11th and 12th resolutions)**

**Explanatory comments**

Under the terms of the **eleventh resolution**, you are asked, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, to approve the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted in respect of the 2025 financial year, to Mr. Timothy O'Loughlin, Chief Executive Officer ("ex post" say on pay).

Under the terms of the **twelfth resolution**, you are asked, as in previous years, to vote on all remuneration paid or awarded to corporate officers in respect of the past year.

**Eleventh 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, 2025 TO MR. TIMOTHY O'LOUGHLIN, CHIEF EXECUTIVE OFFICER)**

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, having reviewed the Board of Directors' Report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II of said Code, the fixed, variable and exceptional items making

up the total compensation and benefits of any kind paid during the year ended December 31, 2025 or awarded in respect of the same year to Mr. Timothy O'Loughlin, in respect of his office as Chief Executive Officer, as presented in the 2025 Universal Registration Document, Chapter 4, section 4.2.

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### Twelfth resolution

#### (VOTE ON THE INFORMATION CONCERNING THE REMUNERATIONS PAID DURING THE 2025 FINANCIAL YEAR OR ALLOCATED IN RESPECT OF THE SAME FINANCIAL YEAR TO ALL CORPORATE OFFICERS)

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, having reviewed the Board of Directors' Report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information concerning

the remunerations paid during the 2025 financial year or allocated in respect of the same financial year to all corporate officers referred to in I of Article L. 22-10-9 of said Code, as presented in the 2025 Universal Registration Document, Chapter 4, Section 4.2.

## Approval of the corporate officers' compensation policy for the 2026 fiscal year (13th, 14th, and 15th resolutions)

### Explanatory comments

Under the terms of the **thirteenth, fourteenth and fifteenth resolutions**, you are asked to approve the compensation policies applicable in respect of 2026 to the Chair of the Board of Directors, the Chief Executive Officer and the Directors respectively, as presented in the Board of Directors' report on corporate governance, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code.

These policies describe the principles and criteria for determining, allocating and granting the fixed, variable and exceptional items making up the total compensation and benefits of any kind attributable, where applicable, to the various corporate officers in respect of the 2026 financial year, respectively to the Directors, the Chair of the Board of Directors, and the Chief Executive Officer (say on pay "ex ante").

All these items were decided by the Board of Directors on the recommendations of the Governance and Remuneration Committee, and are described in the Board of Directors' corporate governance report in section 4.2 of the Company's 2025 Universal Registration Document.

### Thirteenth resolution

#### (APPROVAL OF THE REMUNERATION POLICY APPLICABLE TO THE CHAIR OF THE BOARD OF DIRECTORS FOR THE 2026 FINANCIAL YEAR)

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, having reviewed the Board of Directors' Corporate Governance Report referred to in Article L. 225-37 of the French Commercial

Code, approves, pursuant to Article L. 22-10-8 of said Code, the remuneration policy for the Chair of the Board of Directors for the 2026 financial year, as presented in the 2025 Universal Registration Document, Chapter 4, Section 4.2.

### Fourteenth resolution

#### (APPROVAL OF THE REMUNERATION POLICY FOR THE CHIEF EXECUTIVE OFFICER FOR FISCAL YEAR 2026)

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, having reviewed the Board of Directors' Corporate Governance Report referred to in Article L. 225-37 of the French Commercial

Code, approves, pursuant to Article L. 22-10-8 of said Code, the remuneration policy for the Chief Executive Officer for the 2026 financial year, as presented in the 2025 Universal Registration Document, Chapter 4, Section 4.2.

### Fifteenth resolution

#### (APPROVAL OF THE DIRECTORS' REMUNERATION POLICY FOR FISCAL YEAR 2026)

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, having reviewed the Board of Directors' Corporate Governance Report referred to in Article L. 225-37 of the French Commercial

Code, approves, pursuant to Article L. 22-10-8 of said Code, the Directors' remuneration policy for the 2026 financial year, as presented in the 2025 Universal Registration Document, Chapter 4, Section 4.2.

## Share buyback program (16th resolution)

### Explanatory comments

Under the terms of the **sixteenth resolution**, you are asked to grant the Board of Directors, for a period of eighteen months, the necessary powers to purchase, on one or more occasions and at times of its choosing, shares of the Company up to a maximum of 10% of the share capital.

This authorization will supersede, with immediate effect, any unused portion of any previous authorization given to the Board of Directors by the Annual General Meeting, in particular the authorization given in the 19th resolution of the Combined General Meeting of June 30, 2025.

If implemented, it would enable the Company to buy back shares for the following purposes in particular:

- cancellation;
- issued on exercise of rights attached to securities giving access to the Company's capital;
- allocation to employees and corporate officers as part of long-term compensation packages;
- made available within the framework of a liquidity contract in accordance with the practice allowed by the regulations in force.

You are asked to set the maximum purchase price at €0.50 per share and the maximum amount of the transaction at €10,000,000.

The Board of Directors may not, without the prior authorization of the Annual General Meeting, make use of this authorization to buy back the Company's own shares during a public offer period initiated by a third party for the Company's shares, until the end of the offer period.

It is specified that any implementation of this authorization will require the Company to have sufficient equity to comply with the legal provisions in force.

At December 31, 2025, the Company held no own shares.

### Sixteenth resolution

#### (AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS FOR A PERIOD OF 18 MONTHS TO IMPLEMENT A SHARE BUYBACK PROGRAM)

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors, in accordance with (i) Articles 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 all or some of the shares bought back in accordance with a resolution adopted by the General Meeting currently in force;
- deliver shares following the exercise of rights attached to securities giving entitlement by redemption, conversion, exchange, presentation of a warrant or in any other way to the allocation of shares in the Company;
- implement (i) all stock option plan, or (ii) all free share allocation plan, or (iii) all employee shareholding plan reserved for members of a company savings scheme, carried out under the terms of 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 the free allotment of such shares as a top-up in Company shares and/or in substitution for the discount, or (iv) all other allocations of shares to employees and/or executive officers of the Company and related companies;
- support the market-making 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 by the market authorities.

The General Meeting sets the maximum purchase price at €0.50 (excluding acquisition costs) per share with a par value of €0.01, and sets the maximum number of shares to be purchased 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 €10,000,000.

These shares may be acquired at any time, excluding periods of public tender offers for the Company's capital, on one or more occasions and by any means, on any market, off-market, with systematic internalizers or over-the-counter, including by block purchases, or through the use of derivative financial instruments, possibly 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 General 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, do whatever is necessary to implement the decisions taken by it under this authorization.

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This authorization is given for a period of 18 months from the date of this Meeting and replaces the previous unused authorization for the same purpose given by the Combined

General Meeting of June 30, 2025 in its 19th resolution. It will take effect on the date of the Board of Directors' meeting called to approve the implementation of the share buyback program.

## 5.2 EXTRAORDINARY RESOLUTIONS

### Authorization for the Board of Directors to reduce the share capital by canceling shares purchased under the share buyback program (17th resolution)

#### Explanatory comments

Under the terms of the **seventeenth resolution**, we invite you to authorize the Board of Directors, in conjunction with the proposed sixteenth resolution and subject to its prior approval, to cancel all or some of the shares that the Company may acquire under a share buyback program, up to a limit of 10% of the shares comprising the Company's share capital at the date of the transaction.

The cancellation of shares held by the Company could be used for a variety of financial purposes, in particular to offset the dilution that could result from a capital increase.

This authorization would be granted for a period of eighteen (18) months. It would supersede the previous unused authorization for the same purpose granted by the Joint Shareholders' Meeting of June 30, 2025 in its 20th resolution.

#### Seventeenth 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 under the quorum and majority conditions required for extraordinary shareholders' 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 adopted by the present Ordinary General Meeting in its 16th 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 deduct the difference between the book value of the shares cancelled and their par value from any reserves and 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 this Meeting. It replaces the previous authorization for the same purpose and unused granted by the Combined General Meeting of June 30, 2025, in its 20th resolution.

### Delegations of authority to the Board of Directors to carry out capital increases (18th to 24th resolutions)

#### Explanatory comments

In the **eighteenth to twenty-fourth resolutions**, you are asked to approve a series of delegations of authority to the Board of Directors to carry out capital increases, immediately or in the future, with or without pre-emptive subscription rights, through the issue of shares and/or securities, for a limited period.

These resolutions concern financial delegations enabling the Board of Directors to choose, at any time, from among a wide range of securities giving access to the capital, the most appropriate transaction for the future needs and development of the Company, taking into account the characteristics of the markets at the time in question.

It is specified that the use of all or part of these delegations will be carried out, where applicable, in accordance with the legal provisions in force concerning the amount of shareholders' equity required for such transactions.

## Capital increase with preferential subscription rights (18th resolution)

### Explanatory comments

The purpose of the **eighteen resolution** is to give the Board of Directors full powers to issue ordinary shares and/or ordinary shares giving entitlement to the allotment of other ordinary shares to be issued or debt securities and/or securities giving access to ordinary shares to be issued. Under this authorization, issues would be carried out with shareholders' pre-emptive subscription rights maintained.

It is proposed that the maximum aggregate par value of ordinary shares that may be issued under this authorization be set at 20% of the Company's capital stock, i.e. approximately 980,588 euros at the date of the Annual General Meeting.

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares, until the end of the offer period.

This authorization would be granted for a period of twenty-six (26) months. It would supersede the previous unused authorization for the same purpose granted by the Joint Shareholders' Meeting of June 19, 2024 in its 22nd resolution.

### Eighteenth 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 General Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, having reviewed the Board of 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 decide 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, with subscription for these shares and securities being possible 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 this authorization may not exceed 20% of the Company's capital stock, to which will be deducted, where applicable, the issues made under the 21st resolution below in the event of oversubscription, it being specified (i) that 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 (ii) that the nominal amount of capital increases that may be carried out under this authorization will be deducted from the overall ceiling provided for in the 27th 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 the overall ceiling provided for in the 27th resolution of this General Meeting;
4. if the Board of Directors uses this authorization:
  - a. decides 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. resolves 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,

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- 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 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. set, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, determine 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. set 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
- g. provide for the possibility of suspending the exercise of rights attached to these securities,
  - h. set 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, applicable contractual stipulations,
  - i. deduct the costs, expenses, duties and fees of 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;
- 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 is valid for a period of twenty-six (26) months from the date of this General Meeting.

This authorization (i) supersedes the unused portion of the authorization given to the Board of Directors by the Combined General Meeting of June 19, 2024, in its 22nd resolution, and (ii) is given for a period of twenty-six (26) months from the date hereof.

## Capital increase without preferential subscription rights (19th resolution)

### Explanatory comments

The purpose of the **nineteenth resolution** is to grant full powers to the Board of Directors to carry out issues by way of public offering (excluding offers covered by Article L. 411-2.1 of the French Monetary and Financial Code).

Shareholders' pre-emptive rights to subscribe for ordinary shares and/or securities carrying rights to shares in the Company would be waived, with the Board of Directors having the option of granting shareholders priority subscription rights.

The issue price of the ordinary shares would be at least equal, at the discretion of the Board of Directors or the Chief Executive Officer:

- either to the last closing price of the Company's shares on the day preceding the setting of the issue price, possibly reduced by a maximum discount of 10%;
- either to the volume-weighted average price of the Company's shares on the regulated market of Euronext in Paris over a period chosen by the Board of Directors or, as the case may be, the Chief Executive Officer, comprising between one and five consecutive trading sessions among the last thirty trading sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 10%.

Since the entry into force of French Law no. 2024-537 of June 13, 2024, issuers are no longer legally required to set a maximum discount. However, the Board proposes to maintain a maximum discount of 10%, in line with prevailing market practice and the recommendations of proxy advisory firms.

The maximum nominal amount of debt securities that may be issued under this authorization may not exceed €200 million.

The Board of Directors would have the necessary powers to implement this delegation.

This authorization would be granted for a period of twenty-six (26) months. It would supersede the previous unused authorization for the same purpose granted by the Joint Shareholders' Meeting of June 19, 2024 in its 23rd resolution.

### Nineteenth resolution

#### **(DELEGATION OF AUTHORITY GRANTED FOR 26 MONTHS TO THE BOARD OF DIRECTORS TO ISSUE, 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 GIVING IMMEDIATE OR FUTURE ACCESS TO THE COMPANY'S CAPITAL)**

The General Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, having reviewed the Board of 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. 22-10-54 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, by means of a public offer 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. 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 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 21st 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 20th and 23rd 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 20th and 23rd resolutions of this General Meeting may not exceed 10% of the capital, and
  - b. the overall ceiling provided for in the 27th resolution of this General Meeting;

3. 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 20th and 23rd resolutions of this General Meeting, such that the maximum nominal amount of debt securities that may be issued under this resolution and the 20th and 23rd resolutions of this General Meeting may not exceed €200 million (or the equivalent value in another currency or monetary unit), and
  - b. the overall ceiling provided for in the 27th 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, in accordance with Article L. 225-135 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. decides that the issuance price of the ordinary shares that may be issued under this delegation of authority shall be at least equal to, at the discretion of the Board of Directors or the Chief Executive Officer:
  - a. either to the last closing price of the Company's shares on the day preceding the setting of the issue price, possibly reduced by a maximum discount of 10% ,
  - b. either to the volume-weighted average price of the Company's shares on the regulated market of Euronext in Paris over a period chosen by the Board of Directors or, as the case may be, the Chief Executive Officer, comprising between one and five consecutive trading sessions among the last thirty trading sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 10%,
8. decides that the issue price of the securities giving access to the share capital, as the case may be, issued pursuant to this delegation shall be equal to the amount received immediately by the Company, increased by the amount likely to be received by the Company upon the exercise or conversion of such securities, or, for each share issued as a result of the issuance of these securities, at least equal to the amount mentioned in the preceding paragraph;
9. 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. set, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, determine 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. set 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 rights attached to these securities,
  - h. set 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, applicable 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. 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;

10. 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 by the Combined General Meeting of June 19, 2024, in its 23rd resolution, and (ii) is given for a period of twenty-six (26) months from the date hereof.

## Capital increase without pre-emptive subscription rights through a public offering governed by article L. 411-2, paragraph 1 of the French Monetary and Financial Code (20th resolution)

### Explanatory comments

The purpose of the **twentieth resolution** is to give the Board of Directors full powers to carry out issues by way of private placement (offer governed by article L. 411-2, paragraph 1 of the French Monetary and Financial Code).

Shareholders' pre-emptive rights to subscribe for ordinary shares and/or securities carrying rights to shares in the Company would be cancelled.

The aggregate par value of ordinary shares that may be issued may not exceed 10% of the share capital.

The maximum nominal amount of debt securities that may be issued under this authorization may not exceed €200 million.

The issue price of the ordinary shares would be at least equal, at the discretion of the Board of Directors or the Chief Executive Officer:

- either to the last closing price of the Company's shares on the day preceding the setting of the issue price, possibly reduced by a maximum discount of 10%;
- either to the volume-weighted average price of the Company's shares on the regulated market of Euronext in Paris over a period chosen by the Board of Directors or, as the case may be, the Chief Executive Officer, comprising between one and five consecutive trading sessions among the last thirty trading sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 10%.

Since the entry into force of French Law no. 2024-537 of June 13, 2024, issuers are no longer legally required to set a maximum discount. However, the Board proposes to maintain a maximum discount of 10%, in line with prevailing market practice and the recommendations of proxy advisory firms.

The Board of Directors would have the necessary powers to implement this delegation.

This authorization would be granted for a period of twenty-six (26) months. It would supersede the previous unused authorization for the same purpose granted by the Joint Shareholders' Meeting of June 19, 2024 in its 24th resolution.

### Twentieth 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 General Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, having reviewed the Board of 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 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, by means of a public offer referred to in paragraph 1 of 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, 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 value 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 will be deducted, where applicable, the issues made under the 21st 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 under this resolution (excluding adjustments) will be deducted from:
  - a. the ceiling provided for in the 19th and 23rd 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 19th and 23rd resolutions of this General Meeting may not exceed 10% of the capital, and
  - b. the overall ceiling provided for in the 27th resolution of this General Meeting;
3. 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 19th and 23rd resolutions of this General Meeting, such that the maximum nominal amount of debt securities that may be issued under this resolution and the 19th and 23rd resolutions of this General Meeting may not exceed €200 million (or the equivalent value in another currency or monetary unit), and
  - b. the overall ceiling provided for in the 27th resolution of this General Meeting;
4. resolves to waive shareholders' pre-emptive rights to subscribe for shares and/or other securities to be issued pursuant to this resolution, and to offer these securities as part of an offering governed by Article L. 411-2 1° of the French Monetary and Financial Code, in accordance with the conditions and limits stipulated by the applicable laws and regulations;
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 these reach at least three-quarters of the issue initially decided, and/or
  - 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 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. decides that the issuance price of the ordinary shares that may be issued under this delegation of authority shall be at least equal to, at the discretion of the Board of Directors or the Chief Executive Officer:
  - a. either to the last closing price of the Company's shares on the day preceding the setting of the issue price, possibly reduced by a maximum discount of 10%,
  - b. either to the volume-weighted average price of the Company's shares on the regulated market of Euronext in Paris over a period chosen by the Board of Directors or, as the case may be, the Chief Executive Officer, comprising between one and five consecutive trading sessions among the last thirty trading sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 10%,
8. decides that the issue price of the securities giving access to the share capital, as the case may be, issued pursuant to this delegation shall be equal to the amount received immediately by the Company, increased by the amount likely to be received by the Company upon the exercise or conversion of such securities, or, for each share issued as a result of the issuance of these securities, at least equal to the amount mentioned in the preceding paragraph;
9. 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. set, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, determine 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. set 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. set 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, applicable contractual stipulations,
  - i. deduct the costs, expenses, duties and fees of 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;
- 10.** 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 by the Combined General Meeting of June 19, 2024, in its 24th resolution and (ii) is given for a period of twenty-six (26) months from the date hereof.

## Increase in the number of shares to be issued in the event of a capital increase with or without preferential subscription rights (21st resolution)

### Explanatory comments

In the **twenty-first resolution**, shareholders are invited to give the Board of Directors the power to increase the number of shares to be issued under the 18th, 19th and 20th resolutions, in accordance with Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, and subject to the ceilings set by the Annual General Meeting.

Accordingly, the number of shares may be increased within 30 days of the close of the subscription period by up to 15% of the initial issue, at the same price as the initial issue, subject to the ceilings set by the General Meeting.

This authorization would be granted for a period of twenty-six (26) months. It would supersede the previous unused authorization for the same purpose granted by the Joint Shareholders' Meeting of June 19, 2024 in its 25th resolution.

### Twenty-first 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 General Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, having reviewed the Board of 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 18th, 19th and 20th resolutions of this General Meeting, its authority to decide to increase the number of shares to be issued at the same price as that used for the initial issue, within the time frames 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 a limit of 15% of the initial issue, in accordance with Articles L. 225-135-1 et 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 provided for in the 28th resolution of this General Meeting;
3. 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 I 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 securities 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 by the Combined General Meeting of June 19, 2024, in its 25th resolution, and (ii) is given for a period of twenty-six (26) months from the date hereof.

## Increase in share capital by incorporation of premiums, reserves, profits or other items (22nd resolution)

### Explanatory comments

In the **twenty-second resolution**, shareholders are invited to give the Board of Directors full powers to increase the Company's capital by capitalizing reserves, profits, premiums or any other amounts that may be authorized for capitalization, by issuing and allotting bonus shares or by increasing the par value of existing ordinary shares, or by a combination of these two methods.

The nominal amount of the capital increase resulting from this authorization may not exceed 400,000,000 euros, not including the nominal amount of the capital increase required to preserve the rights of holders of rights or securities giving access to the Company's capital, in accordance with the law and, where applicable, any contractual stipulations providing for other methods of preservation.

This authorization would be granted for a period of twenty-six (26) months. It would supersede the previous unused authorization for the same purpose granted by the Joint Shareholders' Meeting of June 19, 2024 in its 26th resolution.

### Twenty-second resolution

#### (DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY CAPITALIZING ADDITIONAL PAID-IN CAPITAL, RESERVES OR PROFITS)

The General Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, having reviewed the Board of Directors' Report and in accordance with Articles L. 225-129, L. 225-129-2 and L. 225-130 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 whose capitalization will be legally and statutorily possible, in the form of an increase in the par value of existing shares or the free allotment of new shares, or by the combined use of these two processes, 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, 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 Article L. 225-130 of the French Commercial Code, that in the event the Board of Directors uses this authorization, fractional rights will not be negotiable or transferable and 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 measures and carry out all formalities required for the successful completion of each capital increase, formally acknowledge the completion thereof and amend the Company's bylaws accordingly.

This authorization (i) supersedes the unused portion of the authorization given by the Combined General Meeting of June 19, 2024, in its 26th resolution, and (ii) is given for a period of twenty-six (26) months from the date hereof.

## Capital increase in return for contributions in kind (23rd resolution)

### Explanatory comments

To facilitate external growth transactions, the **twenty-third resolution** proposes that you grant the Board of Directors a delegation of authority to increase the share capital by issuing ordinary shares or securities giving access to the share capital in consideration for any contributions in kind made to the Company in the form of shares or securities giving access to the share capital.

The aggregate par value of ordinary shares or securities giving access to ordinary shares that may be issued under this authorization may not exceed the limit set by the laws and regulations in force at the time the authorization is used by the Board of Directors (currently 20% of the share capital).

This authorization would be granted for a period of twenty-six (26) months. It would supersede the previous unused authorization for the same purpose granted by the Joint Shareholders' Meeting of June 19, 2024 in its 27th resolution.

### Twenty-third resolution

#### **(DELEGATION OF AUTHORITY GRANTED FOR A PERIOD OF 26 MONTHS TO THE BOARD OF DIRECTORS 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 General Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-147 and L. 228-91 to 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 equity securities or securities giving immediate or future access to the capital of third-party companies, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply, ordinary shares in the Company and/or securities governed by Articles L. 228-92 paragraph 1 or L. 228-92 paragraph 2 of the French Commercial Code. L. 22-10-54 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 authorization automatically entails shareholders' preferential subscription rights to the shares and/or securities giving access to the share capital that will be issued by virtue of this delegation in favor of the holders of the equity securities that are the subject of the contributions in kind;
3. formally notes that this delegation automatically entails the waiver by shareholders of their pre-emptive right to subscribe to the 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;
4. 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, it being specified that (i) 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, (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 19th and 20th 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 19th and 20th resolutions of this General Meeting may not exceed 10% of the share capital, and
  - b. the overall ceiling provided for in the 27th resolution of this General Meeting;
5. 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 19th and 20th resolutions of this General Meeting, such that the maximum nominal amount of debt securities that may be issued under this resolution and the 19th and 20th resolutions of this General Meeting may not exceed €200 million (or the equivalent value in another currency or monetary unit), and
  - b. the overall ceiling provided for in the 27th resolution of this General Meeting;
6. 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;

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7. 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 premium, and the terms of redemption,
  - e. determine the method of payment for the shares and/or securities issued,
  - f. set, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, determine 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),
  - g. set 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,
  - h. provide for the possibility of suspending the exercise of rights attached to these securities,
  - i. allocate all expenses, charges and duties to the premiums, with the balance available for any appropriation decided by the Board of Directors,
  - j. set the terms and conditions according to which the rights of holders of securities giving future entitlement to shares in the Company will be preserved, where applicable, in accordance with legal and regulatory provisions and, where applicable, applicable contractual stipulations, and
  - k. 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
8. 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 by the Combined General Meeting of June 19, 2024, in its 27th resolution, and (ii) is given for a period of twenty-six (26) months from the date hereof.

## Capital increase in favor of one or more persons to be designated by the Board of Directors (24th resolution)

### Explanatory comments

In the **twenty-fourth resolution**, shareholders are invited to give the Board of Directors full powers to carry out issues in favor of one or more persons to be designated by the Board of Directors.

Shareholders' pre-emptive rights to subscribe for ordinary shares and/or securities carrying rights to shares in the Company would be waived.

The aggregate par value of ordinary shares that may be issued may not exceed 10% of the share capital.

The maximum nominal amount of debt securities that may be issued under this authorization may not exceed €200 million.

The issue price of the ordinary shares would be determined by the Board of Directors in accordance with the provisions set out in the applicable regulations in force on the date this delegation is used.

The Board of Directors would have the necessary powers to implement this delegation.

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares, until the end of the offer period.

This authorization would be granted for a period of eighteen (18) months.

## Twenty-fourth resolution

### (DELEGATION OF POWERS TO BE GRANTED TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES OR TO THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO ORDINARY SHARES, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, IN FAVOR OF ONE OR MORE PERSONS TO BE DESIGNATED BY THE BOARD OF DIRECTORS).

The General Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and acting in accordance with the provisions of the French Commercial Code, especially Articles L. 225-129-2, L. 22-10-51-1, L. 22-10-52-1, L. 225-138 et L. 225-92 of said Code:

1. delegates to the Board of Directors, with the option to sub-delegate under the conditions provided for by law, its power to issue, without preferential subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, either in euros, or in any other currency or currency units established by reference to several currencies, with or without a premium, for consideration or free of charge:
  - a. ordinary shares, and/or
  - b. securities that are equity securities giving access to other equity securities or to the allocation of debt securities, and/or
  - c. securities, including debt securities, giving access to equity securities to be issued, it being specified that, in accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the Company and/or any company that directly or indirectly owns over than half of its share capital or in which it directly or indirectly owns over than half of the share capital;

the subscription of which may be made either in cash or by offsetting claims;

2. sets the term of validity of this delegation at eighteen (18) months, starting from the date of this Meeting;
3. decides to set the following limits on the amounts of capital increases authorized in the event that the Board of Directors exercises this delegation of authority may not exceed 10% of the share capital, it being specified that (i) it will be added to this cap, as the case may be, the nominal value of the ordinary shares to be issued to preserve, in accordance with applicable laws and, as the case may be, contractual provisions that provide for other cases of adjustments, the rights of the holders securities giving access to the Company's share capital and that (ii) the maximum nominal amount of capital increases that may be performed under this delegation (excluding adjustments) count toward the overall limit provided for in the 27th resolution of this Meeting;
4. decides that the maximum nominal amount of debt securities of the Company that may be issued pursuant to this delegation may not exceed €200 million (or the equivalent in any other currency or currency units); it being specified that the nominal amount of the debt securities that may be issued pursuant to this delegation will be deducted from the overall limit provided for in the 27th resolution of this Meeting;

5. decides, in accordance with the provisions of Article L. 22-10-52-1 of the French Commercial Code, that the issue price of the shares issued under this delegation shall be set by the Board of Directors in accordance with the procedures provided for by the regulations applicable on the date of use of this delegation;
6. decides to waive the preferential subscription rights of shareholders to ordinary shares and securities giving access to capital and/or debt securities, in favor of one or more specifically designated persons, and to delegate to the Board of Directors the designation of such persons;
7. decides that the Board of Directors cannot, except with the prior authorization of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period;
8. decides that the Board of Directors shall have, within the limits set out above, with the option of sub-delegation under the conditions provided for by law, will have full powers to implement this delegation of authority and, in particular to:
  - a. decide on the issue of shares and/or securities and determine their characteristics, in particular the amount of the issue, the issue price and the amount of the premium that may be requested upon issue, the terms and conditions of subscription and payment, and the date on which they will become effective, and determine the dates and terms and conditions of the issue, the nature, the number and characteristics of the shares and/or securities to be created and issued,
  - b. designate the person(s) for whom the issue is reserved in accordance with Article L. 22-10-52-1 of the French Commercial Code,
  - c. in the event of the issue of warrants, to determine the number and characteristics and to decide, if it deems appropriate, under the terms and conditions it shall determine, that the warrants may be redeemed or repurchased, or that they shall be allocated free of charge to the shareholders in proportion to their rights in the share capital,
  - d. more generally, determine the characteristics of all securities and, in particular, the terms and conditions for the allocation of shares, the term of loans that may be issued in the form of bonds, whether or not they are subordinated, the currency of issue, the terms of repayment of the principal, with or without a premium, the terms and conditions of amortization and, as the case may be, purchase, exchange or early redemption, the interest rates, whether fixed or variable, and the payment date; the remuneration may include a variable portion calculated by reference to factors relating to the Company's business and results and a deferred payment in the absence of distributable profits; determine the terms and conditions under which the Company shall, where applicable, have the option to purchase or exchange on the stock exchange, at any time or during specified periods, the securities issued or to be issued immediately or in the future, with a view to cancelling them or not, in accordance with legal provisions,

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- e. provide for the option to suspend the exercise of rights attached to shares or securities giving access to the share capital for a maximum period of three (3) months in accordance with legal and regulatory provisions,
  - f. charge the fees related to the capital increase against the related premiums and deduct from this amount the sums necessary to increase the legal reserve,
  - g. determine and make any adjustments necessary to take into account the impact of transactions on the Company's share capital or shareholders' equity,
  - h. record the completion of each capital increase and make the corresponding amendments to the articles of association,
  - i. in general, enter into any agreement, in particular to ensure the successful completion of the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto;
9. acknowledges that, in the event that the Board of Directors decides to exercise the delegation of authority conferred upon it in this resolution, the Board of Directors will report to the next Ordinary General Meeting, in compliance with the law and the regulations, on the use of the delegation granted under this resolution.

## Employee share ownership (25th and 26th resolutions)

### Explanatory comments

The purpose of the **twenty-fifth and twenty-sixth resolutions** is to enable employees and retired employees of Vantiva and its affiliates, in France and abroad, to subscribe for shares in the Company, within the framework of a group savings plan set up by the Company (25th resolution) or outside such a plan (26th resolution), depending on the constraints applicable in the countries in which the employee share ownership plan is offered.

These two resolutions would enable the Group's employees, pensioners and corporate officers to benefit from direct shareholding arrangements, or through corporate mutual funds or other structures or entities set up for the benefit of employees. The issue price of the shares or securities giving access to the capital would be determined in accordance with legal and regulatory conditions (i.e., to date, at most, the average of the prices quoted over the twenty trading days preceding the date of the decision setting the opening date of the subscription period), possibly reduced by a maximum discount of 30% (or 40% when the lock-up period provided for in the plan is greater than or equal to 10 years).

We remind you that such issues would require you to waive your pre-emptive subscription rights in favor of Group employees for whom the capital increases would be reserved, in accordance with the conditions set out in Article L. 3332-2 of the French Labor Code.

The maximum nominal amount of capital increases and issues of securities giving access to the capital that may be carried out under these two resolutions may not exceed 1% of the share capital. These authorizations would be granted for a period of respectively twenty-six (26) or eighteen (18) months. It would supersede the previous unused authorizations for the same purpose granted by the Combined Shareholders' Meeting of June 19, 2024 in its 28th and 29th resolutions

### Twenty-fifth 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 General Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, having reviewed the Board of 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. 225-138-1 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 specified that this ceiling will be deducted from the overall issue ceiling referred to in the 27th 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 would allow a capital increase to be reserved under equivalent conditions) which would be set up within the group comprising the Company and the 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 defined below) or 60% of the Reference Price when the lock-up period provided for in the plan is ten years or more; 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" refers to 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 of the subscription period for 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, where applicable, benefit from bonus 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. set the amounts of the issues to be carried out pursuant to this authorization and, in particular, determine the issue prices, dates, deadlines, terms and conditions of subscription, payment, delivery and dividend entitlement (including retroactive), as well as the other terms and conditions of the issues, within the legal and regulatory limits in force,
    - f. make any adjustments required to take into account the impact of transactions affecting the Company's capital,
- and set the terms and conditions under which any rights of holders of securities giving or that may give access to the Company's capital will be preserved,
- g. in the event of the free allotment of shares or securities giving access to the capital, to set the number of shares or securities giving access to the capital to be issued and allotted to each beneficiary, and to determine the dates, deadlines, terms and conditions for the 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 substitute the allotment of these shares or securities giving access to the capital in whole or in part for the discounts to the Reference Price provided for above, or to deduct the equivalent value of these shares or securities from the total amount of the employer's 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 successfully complete 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 pursuant to 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 by the Combined General Meeting of June 19, 2024, in its 28th resolution and (ii) is given for a period of twenty-six (26) months from the date of this Meeting.

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### Twenty-sixth resolution

**(DELEGATION OF AUTHORITY GRANTED FOR 18 MONTHS TO THE BOARD OF DIRECTORS TO CARRY OUT A SHARE CAPITAL INCREASE, WITHOUT SHAREHOLDERS' PRE-EMPTIVE SUBSCRIPTION RIGHTS, RESERVED FOR CERTAIN CATEGORIES OF BENEFICIARIES - SHAREHOLDING TRANSACTIONS IN FAVOR OF EMPLOYEES NOT COVERED BY THE GROUP SAVINGS PLAN)**

The General Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, having reviewed the Board of 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. 225-138 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 and 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 any capital increases carried out under this authorization may not exceed 1% of the Company's capital stock at the date of this General Meeting, plus the number of shares required to make any adjustments to the capital stock in accordance with the applicable laws and regulations, and any contractual provisions providing for other adjustments, 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 25th 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 27th resolution of this 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 Vantiva 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 Company share will be set by the Board of Directors as follows:
  - a. the subscription price(s) will be set on the same terms as those set out 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 setting the opening date for subscriptions under this resolution or for subscriptions made under the 25th resolution of this General Meeting,
  - b. expressly authorizes the Board of Directors to reduce or cancel the discount thus granted, 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 US Internal Revenue 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 further delegate in accordance with the law, to implement this authorization, and in particular to record the increase in the Company's capital, issue the shares and amend the bylaws accordingly.

This authorization (i) supersedes the unused portion of the authorization given by the Combined General Meeting of June 19, 2024, in its 29th resolution and (ii) is given for a period of eighteen (18) months from the date of this Meeting.

## Overall limits on the amount of issues carried out under the 18th, 19th, 20th, 21st, 23rd, 24th, 25th and 26th resolutions (27th resolution)

### Explanatory comments

The purpose of the **twenty-seventh** resolution submitted for your approval is to set overall ceilings for the total number of shares or securities issued under the 18th, 19th, 20th, 21st, 23rd, 24th, 25th and 26th resolutions, with the number of shares or securities that may be issued under each of these resolutions being deducted from the total amount. As a result

- the maximum aggregate par value of capital increases that may be carried out immediately or in the future may not exceed 20% of the share capital; and
- the maximum aggregate par value of debt securities issued under this authorization may not exceed €200 million.

### Twenty-seventh resolution

#### (OVERALL LIMITS ON THE AMOUNT OF ISSUES CARRIED OUT UNDER DELEGATIONS OF AUTHORITY)

The General Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, resolves to set, in addition to the individual ceilings specified in each of the 18th, 19th, 20th, 21st, 23rd, 24th, 25th and 26th 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 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;

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).

## 5.3 ORDINARY RESOLUTION

### Powers for formalities

#### Explanatory comments

A final ordinary resolution is proposed in the **28th resolution** to give full powers to the bearer of a copy or extract of the minutes of this meeting to carry out any registration or filing formalities required by applicable laws and regulations.

### Twenty-eighth resolution

#### (POWERS FOR FORMALITIES)

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' 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 participate in the General Meeting

Shareholders of Vantiva are advised that a Combined General Meeting will be held on **Tuesday June 30, 2026 at 2 p.m. in the Auditorium, 10, boulevard de Grenelle, 75015, Paris.**

Any shareholder, regardless of the number of shares he or she owns and the manner in which they are held (registered or bearer), may participate in 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 fifth business day prior to the Meeting, i.e. Tuesday June 23, 2026, at midnight Paris time (hereinafter "*D-5 record date*"), either in the registered share accounts held

by the Company's agent, or in the bearer share accounts held by their authorized intermediaries.

Shareholders may participate in the General Meeting either by attending in person, by voting by mail, or by appointing a proxy under the conditions described below. It is specified that for any proxy granted by a shareholder without designating a proxy holder, the chair of the General Meeting shall cast a vote in favor of adopting the draft resolutions submitted or approved by the Board of Directors and a vote against the adoption of all other draft resolutions. The single form for voting remotely or by proxy or for requesting an admission card allows to choose between these different methods of participation. The shareholder simply needs to complete it, date it and sign it.

### If you wish to attend the meeting

Shareholders wishing to attend the meeting must apply for an admission card.

- **Registered shareholders** should apply for an admission card by completing the single form enclosed with the notice of meeting (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 Assemblées – CS 30812, 44308 Nantes Cedex 3.
- **Bearer shareholders** should request their admission card from the financial intermediary who manages their shares, who will forward the request to the Shareholders Meetings Department of Société Générale Securities Services.

The latter will send it to the shareholder by post. If the shareholder has not received an admission card 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-5 record date* in order to be admitted to the Meeting.

To be taken into account, Single Forms must, in all cases, be received by Société Générale, Service des Assemblées, no later than three calendar days before the Meeting, i.e. by Saturday June 27, 2026 at the latest.

### If you wish to vote by mail or by proxy

#### Voting by post or by proxy to the Chair of the General Meeting

- **Registered shareholders** must return the duly completed Single Form (ticking either the "I vote by post" box or the "I give my proxy to the Chair of the AGM" box) to Société Générale, using the prepaid envelope enclosed with the notice of meeting.
- **Bearer shareholders** must return the duly completed Single Form (by ticking either the "I vote by post" box or the "I give my proxy to the Chair 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 stating 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 Chair of the General Meeting will be voted in favor of the draft resolutions presented or approved by the Board of Directors, and against all other draft resolutions.

In order to be taken into account, Single Forms sent by post must be received by Société Générale, Service des Assemblées, no later than three calendar days prior to the Annual General Meeting, i.e. Saturday June 27, 2026 at the latest.

In accordance with Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, proxies given to the Chair using the Single Form may also be sent electronically, by e-mail to [assembleesgeneralesvantiva@vantiva.com](mailto:assembleesgeneralesvantiva@vantiva.com), and must include 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 (appearing at the top left of the account statement) for pure registered shareholders, or full bank references for administered registered shareholders;

## Voting by proxy to a third party

A shareholder may give a proxy to another shareholder, to his or her spouse, to the partner with whom he or she has entered into a civil solidarity pact, or to any other person (natural or legal) of his or her 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 in writing and signed, and must include the shareholder's surname, first name and address, as well as the Société Générale registered shareholder ID (appearing at the top left of the account statement) for pure registered shareholders, or full bank details for administered registered shareholders or bearer shareholders, and the surname, first name and address of the proxy holder.

- **Registered shareholders** must return to Société Générale the duly completed and signed Single Form (by ticking the "I give my proxy to" box).
- **Bearer shareholders** must return the duly completed and signed Single Form (by ticking the "I give my proxy to" box) to the financial intermediary managing their shares, who will forward it to Société Générale, together with a certificate of participation stating the number of shares held.

In order 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 prior to the meeting, i.e. by Saturday June 27, 2026 at the latest.

In accordance with Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, the proxy given to a third party via the Single Form may also be sent electronically, by sending an e-mail to [assembleesgeneralesvantiva@vantiva.com](mailto: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 (appearing at the top

- **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 references; the shareholder must ask his financial intermediary who manages his securities account to send confirmation to the Société Générale Meetings Department.

In order for electronic proxy designations 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 27, 2026.

left of the account statement) for pure registered shareholders, or full 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: surname, first name, address and full bank details, as well as the surname, first name and address of the appointed proxy; the shareholder must ask her financial intermediary who manages her securities account to send confirmation to the Société Générale Meetings Department. In order for electronic proxy designations 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 27, 2026).
- Shareholders who have already voted by post, sent in a proxy form 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 Tuesday, June 23, 2026, the vote cast by post, the proxy form, the admission card or a certificate of participation will be invalidated or amended accordingly. To this end, the authorized intermediary holding the shares must notify the Company or its agent of the transfer and provide the necessary information;
  - if the transfer or any other transaction is carried out after Tuesday, June 23, 2026 at midnight Paris time, by whatever means, 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 Shareholders Meetings Department of Société Générale by post or electronically ([service.assemblee-generale@sgss.socgen.com](mailto:service.assemblee-generale@sgss.socgen.com)) no later than three calendar days prior to the Meeting, i.e. Saturday June 27, 2026.

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### You wish to vote by internet (via Votaccess)

Shareholders may also send their voting instructions and appoint or revoke a proxy by Internet before the General Meeting, on the VOTACCESS website. The VOTACCESS website will be open from Friday June 12, 2026 at 9 a.m. to Monday June 29, 2026 at 3 p.m., Paris time.

In order to avoid any possible congestion of the VOTACCESS site, shareholders are advised not to wait until the day before the General Meeting to vote.

## Requests for the inclusion of items or draft resolutions

Requests for the inclusion of items or draft resolutions on the agenda by 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. Friday June 5, 2026, in accordance with Articles R. 22-10-22 and R225-73 of the French Commercial Code:

- to the Company's registered office, for the attention of the Chair of the Board of Directors, by registered letter with return receipt requested;
- by e-mail to the following address: [assembleesgeneralesvantiva@vantiva.com](mailto: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 proving that the shares are registered in the same accounts on the fifth business day (*D-5 record date*) prior to the Meeting, i.e. Tuesday, June 23, 2026 at midnight Paris time.

The text of the draft resolutions submitted by shareholders, together with their explanatory comment, 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: <https://www.vantiva.com/investor-center/shareholders-meeting/>.

## Sending written questions and shareholder dialogue

In accordance with Article R. 225-84 of the French Commercial Code, shareholders may send written questions, accompanied by a certificate of account registration, no later than the fourth business day preceding the meeting, i.e., **no later than Wednesday June 24, 2026**:

- at the registered office to the attention of the Chair of the Board of Directors by registered letter with acknowledgement of receipt;
- by e-mail to the following address: [assembleesgeneralesvantiva@vantiva.com](mailto:assembleesgeneralesvantiva@vantiva.com).

They will be answered either on the Company's website in a section dedicated to Questions & Answers, or during the meeting. A common answer may be provided to questions that have the same content or relate to the same subject.

In order to promote shareholder dialogue, shareholders will also have the opportunity, after the regulatory deadline of June 24, 2026, to submit questions until Friday June 26, 2026 at 3:00 p.m., Paris time, at the following address: [assembleesgeneralesvantiva@vantiva.com](mailto:assembleesgeneralesvantiva@vantiva.com).

These questions, grouped by topic in advance, will be answered during the General Meeting.

## Information access

The information and documents provided for in Article R. 22-10-23 of the French Commercial Code will be published on the Company's website <https://www.vantiva.com/investor-center/shareholders-meeting/>, under the heading "Shareholders' Meeting of June 30, 2026," no later than the twenty-first day prior to the meeting, i.e., no later than Tuesday June 9, 2026. Shareholders may request, within the legal and regulatory time limits, electronic communication of the documents provided for in Articles R. 225-81 and R. 225-83 of

the French Commercial Code by email to [assembleesgeneralesvantiva@vantiva.com](mailto:assembleesgeneralesvantiva@vantiva.com), or by request sent to the Company's registered office. Pursuant to the provisions of Article R. 225-88 of the French Commercial Code, the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code posted online on the Company's website, and the Company shall thereby be exempted from sending them to the shareholders.

## Live broadcast

The General Meeting will be broadcast live in its entirety and will be accessible on the day of the Meeting on the Company's website <https://www.vantiva.com/investor-center/shareholders-meeting/> unless technical reasons prevent or materially disrupt such broadcast.

A record of the Meeting will be available on the Company's website no later than seven business days after the date of the Meeting and for at least the minimum legal and regulatory period from the date it is posted online.

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# How to fill in your voting form

If you wish to attend the Shareholders' Meeting: tick here

If you wish to vote by mail: tick here and follow the instructions

If you wish to give your proxy to the Chairperson: follow the instructions

If you wish to give a proxy to a named person: tick here and fill in this person's contact details

**Important :** Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important :** Before selecting please refer to instructions on reverse side  
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - **Which ever option is used, shade box(es) like this ■, date and sign at the bottom of the form**

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form



Société anonyme au capital de 4 902 939,03 €  
Siège social: 10, bd de Grenelle, 75015 PARIS  
333 773 174 RCS PARIS

Décret n°2026-94 du 13 février 2026: retrouvez la documentation sur le site  
<https://www.vantiva.com/fr/reunions-investisseurs/assemblee-generale/>  
Decree No. 2026-94 of 13 February 2026: find the documentation on the website  
<https://www.vantiva.com/investor-center/shareholders-meeting/>

ASSEMBLEE GENERALE MIXTE  
du 30 juin 2026 à 14h00  
A l'Auditorium  
10, bd de Grenelle, 75015 Paris

COMBINED GENERAL MEETING  
June 30, 2026 at 02:00 p.m.  
in Auditorium  
10, bd de Grenelle, 75015 Paris

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST  
Cf. au verso (2) - See reverse (2)

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :  
In case amendments or new resolutions are proposed during the meeting, I vote NON unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'Assemblée Générale / I appoint the Chairman of the general meeting: \_\_\_\_\_

- Je m'abstiens / I abstain from voting: \_\_\_\_\_

- Je donne procuration (cf. au verso renvoi (4)) à M. ou Mme, Raison Sociale pour voter en mon nom  
I appoint (see reverse (4)) Mr or Mrs, Corporate Name to vote on my behalf: \_\_\_\_\_

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE  
Cf. au verso (3)

I HEREBY GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING  
See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée  
I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting

M. ou Mme, Raison Sociale / Mr or Mrs, Corporate Name

Adresse / Address

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION:** As for bearer shares, the present instructions must be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)  
Surname, first name, address of the shareholder (changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Pour être pris en considération, tout formulaire doit parvenir au plus tard :  
To be considered, this completed form must be returned no later than:

sur 1<sup>ère</sup> convocation / on 1st notification sur 2<sup>ème</sup> convocation / on 2nd notification  
à la banque / to the bank 27 juin 2026 / June 27, 2026

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale »  
"If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting"

If you voted by mail, don't forget to mention your choice in case amendments or new resolutions are presented to the General Meeting

Whatever your choice is, please date and sign here

Write down your surname, first name and address or check your details

# 7

# Request for documents and information

Which can also be consulted and downloaded from the company's website



## Combined General Meeting June 30, 2026

Please return this form before June 26, 2026 to:

**Société Générale Securities Services**  
Service des Assemblées Générales  
CS 30812  
44308 Nantes Cedex 3 – France  
(or using the prepaid envelope enclosed for registered shareholders)

I, the undersigned:

Name (or Company name): .....

First name: .....

Address: .....

Location, if different from distributor's office: .....

E-mail address: .....

Owner of: \_\_\_\_\_ registered shares in Vantiva SA

And/or: \_\_\_\_\_ Vantiva SA bearer shares<sup>(1)</sup>

Request that the documents and information concerning the above-mentioned Shareholders' Meeting, as listed in Articles R. 225-81 and R. 225-83 of the French Commercial Code, be sent to me<sup>(2)</sup>.

Done at: \_\_\_\_\_ on: \_\_\_\_\_ 2026

Signature:

(1) Bearer shareholders must attach to their request for documents and information a certificate of registration of their shares in the accounts held by the authorized financial intermediary, proving their status as shareholders on the date of their request.

(2) The documents referred to in Articles R. 225-81 and R. 225-83 of the Commercial Code concerning the combined general meeting of June 30, 2026, are available for viewing and download on the Company's website at the following address: <https://www.vantiva.com/investor-center/shareholders-meeting/>. In accordance with the provisions of Article R. 225-88 of the French Commercial Code, as amended by Decree No. 2026-94 of February 13, 2026, the Company will send these documents exclusively by email (and no longer by regular mail) upon written request from shareholders. In accordance with Article R. 225-88 of the French Commercial Code, holders of registered shares may request that the Company send them the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, at the time of each subsequent General Meeting. To take advantage of this option, please tick the following box:



## **Vantiva**

Société Anonyme  
with a share capital of €4,902,939.03

### **Registered Office**

10, boulevard de Grenelle  
75015 Paris - France

Paris Register of Commerce and Companies No. 333 773 174



Graphic Design and Production  
Contact: FR-Design\_KPMGAdv@kpmg.fr

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**VANTIVA.COM**

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