

EXOSSENS

Public Limited Company with a Board of Directors
Share capital: €21,582,584.60
Registered office: Domaine de Pelus – Axis Business Park
Building 5 E – 18 Avenue de Pythagore
33700 Mérignac
Bordeaux Trade and Companies Register: 895 395 101

ANNUAL GENERAL MEETING

23 MAY 2025

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Ladies and Gentlemen,

We have convened this Annual General Meeting to submit to your approval the proposed resolutions concerning the following items:

I. Financial statements for the year ended 31 December 2024 and allocation of results

(1st to 3rd resolutions as ordinary matters)

The 1st resolution concerns the approval of the annual financial statements. The net income for the year ended 31 December 2024 is negative, amounting to €-7,728,540.14. Detailed comments on the annual financial statements are included in the Company's 2024 Universal Registration Document.

The 2nd resolution concerns the approval of the consolidated financial statements, which show a profit of €30,679,878. Detailed comments on the consolidated financial statements are included in the Company's 2024 Universal Registration Document.

The 3rd resolution concerns the allocation of results. We propose to allocate the net loss of €7,728,540.14 to the "Retained Earnings" account and, noting a distributable net income of €7,627,826.81, we propose to distribute an ordinary cash dividend of €0.10 per share, taken from the retained earnings account. Based on the 50,782,552 ordinary shares making up the share capital, this amounts to €5,078,255.20.

The dividend detachment date is set for 28 May 2025, and this dividend will be paid as of 30 May 2025.

We also remind you that no dividends have been paid during the two preceding financial years.

II. Approval of the Statutory Auditors' report on regulated agreements (4th resolution as an ordinary matter)

We remind you that only new regulated agreements authorised and concluded during the financial year ended and at the beginning of the current financial year are subject to the approval of the General Meeting.

In the 4th resolution, we ask you to approve the agreement entitled "Underwriting Agreement" concluded between the Company, HLD Europe, Invest Prince Henri, Invest Gamma, BNP Paribas and the members of the placement syndicate associated with the Company's initial public offering during the financial year ended 31 December 2024, as well as the special report of the Statutory Auditors relating to this agreement, as provided for in Articles L. 225-38 et seq. of the French Commercial Code.

III. Appointment of a director (5th resolution as an ordinary matter)

In the 5th resolution, we ask you to appoint Bpifrance Investissement as an independent director for a term of four years, i.e. until the end of the General Meeting called to approve the financial statements for the year ending in 2028, to replace Madame Constance LANEQUE, who is resigning with effect from the date of the Annual General Meeting.

Bpifrance Investissement has informed the Company of its intention to appoint Madame Dorianne BONFILS as its permanent representative following her appointment. The biographical details of Madame Dorianne BONFILS and Bpifrance Investissement are presented in the notice of meeting.

Bpifrance Participations exercised the purchase option associated with its investment made during the initial public offering, thereby increasing its stake in Exosens to 7.2%. This development strengthens its position as the second-largest shareholder, behind the HLD Group, as a strategic investor committed to the long term.

The appointment of Bpifrance Investissement to the Board of Directors as a legal entity, represented by Madame Dorianne BONFILS, will enable the Company to be supported in its future strategic directions.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, considered, in accordance with the AFEP-MEDEF Code, that Bpifrance Participations' capital holding in Exosens, which is less than 10%, does not affect the independence of Bpifrance Investissement according to the criteria of the AFEP-MEDEF Code.

IV. Remuneration (6th to 9th resolutions as ordinary matters)

In the 6th resolution, we ask you, in accordance with Article L. 22-10-8 of the French Commercial Code, to approve the remuneration policy for corporate officers as presented in the Corporate Governance Report established by the Board of Directors in accordance with Article L. 225-37 of the French Commercial Code.

The remuneration policy describes all the components of the fixed and variable remuneration of corporate officers and explains the decision-making process for determining, reviewing and implementing it. It concerns the directors (6th resolution) and the Chief Executive Officer (7th resolution) in accordance with the provisions of Order No. 2019-1234 of 27 November 2019 relating to the remuneration of corporate officers of listed companies.

With regard to the directors, the 6th resolution recalls that the remuneration policy is described in the Corporate Governance Report included in Section 3.3.1.3 of the Company's 2024 Universal Registration Document. We propose to maintain the amount of this remuneration at five hundred thousand euros (€500,000), this annual fixed amount being able to be allocated among the directors according to the terms to be defined by the Board of Directors. This decision will be deemed to be renewed, in principle and in amount, by the General Meeting at the beginning of each new financial year until the adoption of a new resolution relating to the modification of the annual fixed amount allocated to the remuneration of the directors.

We remind you that the Chairman of the Board of Directors does not receive any remuneration for his mandate.

With regard to the remuneration of the Chief Executive Officer, the 7th resolution recalls that the remuneration policy is described in the Corporate Governance Report included in Section 3.3.1.4 of the Company's 2024 Universal Registration Document.

In the 8th resolution, we ask you, in accordance with Article L. 22-10-34 II of the French Commercial Code, to approve the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid or awarded during the past financial year or attributed for the same financial year for Jérôme CERISIER.

These remuneration components are described in Section 3.3.2.3 of the Corporate Governance Report established by the Board of Directors in accordance with Article L. 225-37 of the French Commercial Code.

In the 9th resolution, we ask you, in accordance with Article L. 22-10-34 I of the French Commercial Code, to approve the information referred to in I of Article L. 22-10-9 I of the French Commercial Code, which is described in the Corporate Governance Report included in Section 3.3.5 of the Company's 2024 Universal Registration Document.

V. Authorisation granted to the Company to proceed with the buyback of its own shares (share buyback programme) - (10th resolution as an ordinary matter and 11th resolution as an extraordinary matter)

In the 10th resolution, the Board of Directors proposes that your General Meeting authorise it to purchase a number of the Company's shares not exceeding 10% of the total number of shares making up the share capital. However, the maximum number of own shares that may be purchased will be limited to 5% of the total number of shares making up the share capital if the shares are acquired by the Company for the purpose of holding them and subsequently delivering them as consideration or in exchange in connection with a merger, demerger or contribution.

The share purchases could be made in order to: a) ensure the liquidity and animate the market for the Company's securities through an investment service provider acting independently under a liquidity contract in accordance with the market practice accepted by the French Financial Markets Authority on 22 June 2021, b) allocate shares to the Company's corporate officers and employees and those of other entities in the Group, c) deliver the Company's shares upon the exercise of rights attached to securities giving right, directly or indirectly, through redemption, conversion, exchange, the presentation of a warrant or any other means, to the allocation of the Company's shares, d) hold the Company's shares and deliver them subsequently as consideration or in exchange in connection with potential external growth transactions, mergers, demergers or contributions, e) cancel all or part of the shares thus purchased, f) implement any market practice that may be accepted by the French

Financial Markets Authority and, more generally, carry out any operation in accordance with the applicable regulations.

The maximum unit purchase price could not exceed eighty euros (€80) per share, excluding fees.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the 8th resolution of the General Meeting of 31 May 2024, be granted for a period of eighteen (18) months from your General Meeting.

In the 11th resolution, the Board of Directors also requests from your General Meeting, for a period of 24 months, authorisation, with the possibility of sub-delegation, to reduce the share capital by cancellation, within the limit of 10% of the share capital per 24-month period, in one or more transactions, of all or part of the Company's shares acquired under an authorised buyback programme.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the 9th resolution of the General Meeting of 31 May 2024, be granted for a period of twenty-four (24) months from your General Meeting.

VI. Delegations of authority and authorisations granted to the Board of Directors to carry out operations on the Company's capital (12th to 23rd resolutions as extraordinary matters)

In the context of the 12th to 23rd resolutions, the Board of Directors proposes that your General Meeting renew certain financial delegations and authorisations granted by the General Meeting of 31 May 2024.

It is specified that the Board of Directors may not, without the prior authorisation of your General Meeting, use the delegations and authorisations presented below from the filing by a third party of a public offer for the Company's securities and until the end of the offer period.

The table below presents a summary of the financial delegations whose adoption is proposed to your General Meeting:

Resolution	Type of delegation	Maximum duration	Deadline	Maximum nominal amount
12è	Delegation of authority to the Board of Directors to increase the share capital by capitalisation of reserves, profits, premiums or any other amount that may be capitalised	26 months	23 July 2027	4.31 million euros (i.e. approximately 20% of the share capital)
13e	Delegation of authority to the Board of Directors to increase the share capital by issuing, with pre-emptive subscription rights, shares and/or equity securities giving access to other equity securities and/or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued	26 months	23 July 2027	10.79 million euros ⁽¹⁾ (i.e. approximately 50% of the share capital) 500 million euros for debt securities ⁽²⁾
14e	Delegation of authority to the Board of Directors to decide to increase the share capital by issuing shares and/or equity securities giving access to other equity securities and/or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued, with a compulsory priority subscription period, in the context of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, with cancellation of preferential subscription rights	26 months	23 July 2027	4.31 million euros ⁽¹⁾ (i.e. approximately 20% of the share capital) 500 million euros for debt securities ⁽²⁾

Resolution	Type of delegation	Maximum duration	Deadline	Maximum nominal amount
15e	Delegation of authority to the Board of Directors to decide to increase the share capital by issuing shares and/or equity securities giving access to other equity securities and/or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued, with an optional priority period, in the context of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, with waiver of pre-emptive subscription rights ⁽⁴⁾	26 months	23 July 2027	4.31 million euros ⁽¹⁾ (i.e. approximately of the share capital) 500 million euros for debt securities ⁽²⁾
16e	Delegation of authority to the Board of Directors to increase the Company's capital by issuing, without pre-emptive subscription rights, shares and/or equity securities giving access to other equity securities and/or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued, in connection with public offerings as referred to in section 1 of Article L. 411-2 of the French Monetary and Financial Code.	26 months	23 July 2027	4.31 million euros ⁽¹⁾ (i.e. approximately 20% of the share capital) 500 million euros for debt securities ⁽²⁾
17e	Authorisation for the Board of Directors to increase the amount of issues, with or without pre-emptive subscription rights	26 months	23 July 2027	Limit provided for by applicable regulations (currently 15% of the initial issue) ⁽¹⁾ 500 million euros for debt securities ⁽²⁾
18e	Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities giving access to other equity securities and/or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued, without pre-emptive subscription rights, as consideration for contributions in kind	26 months	23 July 2027	20% of capital ⁽¹⁾ 500 million euros for debt securities ⁽²⁾
19e	Authorisation given to the Board of Directors to allot shares in the Company to officers and employees of the Company and related companies, automatically entailing the waiver by shareholders of their pre-emptive subscription rights,	[38] months	[July 23, 2028]	108,000 (approximately 0.5% of the share capital) ⁽¹⁾⁽⁵⁾
20e	Authorisation given to the Board of Directors to grant options to subscribe for or purchase ordinary shares in the Company to officers and employees of the Company and related companies (the "Options") in accordance with the provisions of Articles L. 225-177 et seq. of the Commercial Code, automatically entailing the waiver by shareholders of their pre-emptive subscription rights.	38 months	23 July 2028	108,000 (approximately 0.5% of the share capital) ⁽¹⁾⁽⁵⁾
21e	Authorisation granted to the Board of Directors to issue warrants to subscribe for ordinary shares (the "BSAs"), in accordance with the provisions of Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code, to the corporate officers and employees of the Company and related companies, implying the waiver by shareholders of their pre-emptive subscription rights.	26 months	23 July 2027	108,000 (approximately 0.5% of the share capital) ⁽¹⁾⁽⁵⁾
22e	Delegation of authority to the Board of Directors to increase the share capital by issuing shares reserved for members of a company savings scheme, without pre-emptive subscription rights for such members	26 months	23 July 2027	647,400 euros ⁽¹⁾⁽³⁾ (i.e. approximately 3% of the share capital)
23e	Delegation of authority to the Board of Directors to increase the share capital by issuing shares without pre-emptive subscription rights for a specified category of beneficiaries	18 months	23 November 2026	647,400 euros ⁽¹⁾⁽³⁾ (i.e. approximately 3% of the share capital)

(1) The maximum aggregate par value of capital increases that may be carried out under this authorisation shall be deducted from the overall ceiling of €10.79 million for immediate and/or future capital increases.

(2) The maximum aggregate nominal amount of debt securities that may be issued under this authorisation shall be deducted from the overall ceiling of €500 million for debt securities.

(3) 647,400 common to the capital increases that may be carried out pursuant to the 22th and 23th resolutions.

(4) Including in the context of a public exchange offer initiated by the Company (article L.22-10-54 of the French Commercial Code).

(5) The maximum aggregate par value of capital increases that may be carried out under this authorisation shall be deducted from the overall sub-ceiling set at €108,000 in the 21st resolution.

Increase in capital through the incorporation of reserves, profits or premiums (12th resolution as an extraordinary matter)

In the 12th resolution, your Board of Directors requests from your General Meeting a delegation of authority to increase the capital through the incorporation of reserves, profits or premiums, within the limit of a maximum nominal amount of four million three hundred and ten thousand euros (€4,310,000), an autonomous and distinct ceiling from the ceiling of the other resolutions submitted to the vote of your General Meeting. The capital increases that may result from this resolution could be carried out, at the choice of the Board of Directors, either through the free allocation of new shares, or through the increase in the par value of the existing shares or according to a combination of these two methods of implementation according to the terms that it would determine.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the 10th resolution of the General Meeting of 31 May 2024, be granted for a period of twenty-six (26) months from the present General Meeting.

Issuance, with maintenance of the preferential subscription right, of shares and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued (13th resolution as an extraordinary matter)

In the 13th resolution, your Board of Directors requests from your General Meeting a delegation of authority to issue shares and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued, with maintenance of the preferential subscription right, within the limit of a maximum nominal amount of ten million seven hundred and ninety thousand euros (€10,790,000), it being specified that the nominal amount of the capital increases carried out under this resolution as well as the 14th to 23rd resolutions submitted to the present General Meeting will be deducted from this ceiling.

The shares and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued that may be issued under this delegation could notably consist of debt securities or be associated with the issuance of such securities, or even allow for their issuance, as intermediate securities. The nominal amount of the debt securities that could be issued under this delegation could not exceed five hundred million euros (€500,000,000) at the date of the issuance decision.

The shareholders could exercise, under the conditions provided for by law, their preferential subscription right on an irreducible basis and, where applicable, on a reducible basis if the Board of Directors so provides, to subscribe for the shares or securities issued.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the 16th resolution of the General Meeting of 31 May 2024, be granted for a period of twenty-six (26) months from the present General Meeting.

Issuance, with waiver of the preferential subscription right, of shares and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued, in the context of public offerings (14th, 15th, 16th and 17th resolutions as extraordinary matters)

The Board of Directors requests from your General Meeting delegations of authority to issue shares and/or securities giving access to other securities and/or securities giving access to securities to be issued, with waiver of the preferential subscription right of the shareholders to the shares or securities

thus issued. These operations could be carried out by means of public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code (14th and 15th resolutions) or by means of public offerings reserved to a restricted circle of investors acting on their own account or to qualified investors (16th resolution).

In order to be able to seize the opportunities offered by the market and have diversified financing methods to finance its development strategy (and in particular its dynamic external growth policy), your Board of Directors considers it useful to have the possibility of carrying out capital increases without preferential subscription right, while setting more restricted ceilings than for capital increases with maintenance of the preferential subscription right.

In the context of the 14th resolution relating to the issuance of shares, with waiver of the preferential subscription right, by means of public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, the Board of Directors will have the obligation to institute, for the benefit of the shareholders, a priority subscription right on an irreducible and/or reducible basis under the conditions provided for by the regulations.

In the context of the 15th resolution relating to the issuance of shares, with waiver of the preferential subscription right, by means of public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, the Board of Directors will have the option of instituting, for the benefit of the shareholders, a priority subscription right on an irreducible and/or reducible basis under the conditions provided for by the regulations.

The nominal amount of the capital increases with waiver of the preferential subscription right with a mandatory or optional priority period by means of public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, that may be carried out under the 14th or 15th resolution, could not exceed four million three hundred and ten thousand euros (€4,310,000) for each of the two resolutions, it being recalled that the nominal amount of any capital increase carried out under the 14th or 15th resolution will be deducted from the overall nominal ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the 13th resolution of the present General Meeting.

The total nominal amount of the capital increases with waiver of the preferential subscription right by means of public offerings to a restricted circle of investors acting on their own account or to qualified investors, that may be carried out under the 16th resolution, could not exceed four million three hundred and ten thousand euros (€4,310,000), nor exceed 30% of the share capital over a 12-month period, it being recalled that the nominal amount of the capital increases carried out under the 16th resolution will be deducted from the overall nominal ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the 13th resolution of the present General Meeting.

The Board of Directors could, by means of public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code (14th and 15th resolutions) and/or public offerings to a restricted circle of investors acting on their own account or to qualified investors (16th resolution), issue shares and/or securities giving access to other securities and/or securities giving access to securities to be issued that could notably consist of debt securities or be associated with the issuance of such securities, or even allow for their issuance as intermediate securities. The nominal amount of the debt securities that could be issued under the 14th, 15th and 16th resolutions could not exceed five hundred million euros (€500,000,000) at the date of the issuance decision and would be deducted from the overall ceiling of five hundred million euros (€500,000,000) set by the 13th resolution.

In accordance with the provisions of Article L.22-10-52 of the French Commercial Code, the issue price of capital securities without preferential subscription right by means of a public offering may, upon delegation by the extraordinary general meeting, be freely set by the Board of Directors.

However, it is proposed that the issue price of the shares whose issuance would be decided by the Board of Directors on the basis of the 14th, 15th and 16th resolutions would be at least equal, at the choice of the Board of Directors, (i) to the weighted average of the Company's share prices over the three last trading sessions on the regulated market of Euronext Paris preceding the start of the offering in accordance with usual market practices, possibly reduced by a maximum discount of 10%, or (ii) to the volume-weighted average price of the Company's share on the regulated market of Euronext Paris on the day preceding the date on which the issue price is set or the volume-weighted average price of the Company's share on the regulated market of Euronext Paris, weighted by the volumes recorded during the session at the time when the issue price is set, in both cases possibly reduced by a maximum discount of 10%.

The Board of Directors proposes that these delegations, which would cancel and replace those granted by the 17th, 18th and 19th resolutions of the General Meeting of 31 May 2024, be granted for a period of twenty-six (26) months from your General Meeting.

Authorisation granted to the Board of Directors to increase the amount of the issuances with or without maintenance of the preferential subscription right (17th resolution as an extraordinary matter)

Subject to the adoption of the 13th, 14th, 15th and 16th resolutions relating to capital increases with or without maintenance of the preferential subscription right of the shareholders, it is proposed, in the 17th resolution, that your General Meeting authorise the Board of Directors, for a period of 26 months and with the possibility of sub-delegation under the legal and regulatory conditions, to decide to increase the number of securities to be issued for each of the issuances that would be decided under the 13th, 14th, 15th and 16th resolutions of your General Meeting under the conditions provided for by the applicable legislative and regulatory provisions at the time of the issuance (i.e., at this time, within thirty days of the close of the subscription, within the limit of 15% of each issuance and at the same price as that retained for the initial issuance). It is specified that the total nominal amount of the capital increases that may be carried out under the 17th resolution will be deducted from the amount of the ceiling stipulated in the resolution under which the issuance is decided and from the overall nominal ceiling provided for capital increases in the 13th resolution.

The Board of Directors proposes that this authorisation be granted for a period of twenty-six (26) months from your General Meeting.

Issuance of shares and/or securities giving access to other securities and/or giving right to the allocation of debt securities and/or securities giving access to securities to be issued, as consideration for contributions in kind (18th resolution as an extraordinary matter)

In the 18th resolution, the Board of Directors requests from your General Meeting a delegation of authority to issue shares and/or securities giving access to other securities and/or securities giving access to securities to be issued, as consideration for contributions in kind made to the Company and consisting of capital securities or securities giving access to the capital, within the limit of a nominal capital increase amount of 20% of the Company's share capital, deducted from the overall nominal ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in paragraph 2 of the 13th resolution of the present General Meeting.

The use of this delegation would enable the Group, where applicable, to diversify the financing method for its acquisition operations, in the context of its dynamic external growth strategy.

The nominal amount of the debt securities that could be issued under this resolution would be deducted from the overall ceiling of five hundred million euros (€500,000,000) set by the 13th resolution.

This delegation would entail the waiver, for the benefit of the holders of the securities or securities that are the subject of the contributions in kind, of the preferential subscription right of the shareholders to the shares or securities thus issued.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the 21st resolution of the General Meeting of 31 May 2024, be granted for a period of twenty-six (26) months from the present General Meeting.

Free allocation of shares to employees and/or corporate officers of the Company or affiliated companies; allocation of options giving right to the subscription or purchase of ordinary shares of the Company to the benefit of corporate officers and employees of the Company and affiliated companies; and issuance of share subscription warrants for ordinary shares to the benefit of corporate officers and employees of the Company and affiliated companies (19th to 21st resolutions as extraordinary matters)

Free allocation of shares

In accordance with the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code, we propose, in the 19th resolution as an extraordinary matter, to authorise the Board of Directors, with the possibility of sub-delegation, for a period of [38] months from the date of your General Meeting, to allocate free of charge, in one or more transactions, existing or to-be-issued shares of the Company to the benefit of certain employees and corporate officers of the Company and affiliated companies within the meaning of Article L. 225-197-2 of the French Commercial Code. The final allocation of these shares will be subject, in whole or in part, to performance conditions.

The total number of shares allocated under this authorisation could not result in the capital increases that may be carried out at a later date under this delegation exceeding one hundred and eight thousand euros (€108,000), representing approximately 0.5% of the number of shares making up the Company's share capital at the date of the decision of their allocation by the Board of Directors (which ceiling constitutes a common ceiling for the capital increases carried out under resolutions 19 to 21), and would be deducted from the overall nominal ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in the 13th resolution of your General Meeting. In addition, the maximum total number of shares that may be allocated free of charge to the Company's corporate officers under this authorisation could not represent more than twenty per cent (20%) of all the shares allocated by the Board of Directors under this authorisation.

The allocations of performance shares that would occur under the proposed resolution would become final at the end of an acquisition period, the duration of which will be set by the Board of Directors, this duration not being able to be less than three years for executive corporate officers and two years for beneficiaries other than executive corporate officers. The minimum duration of the obligation to hold the Company's shares for the beneficiaries will also be set by the Board of Directors, this duration not being able to be less than one year from the final allocation of the shares (for the shares allocated whose acquisition period would be at least three years, the obligation to hold the shares could be reduced or eliminated). However, the final allocation of the shares and the possibility of freely disposing of them will be acquired by the beneficiary if he or she is classified in the second or third categories provided for in Article L.341-4 of the French Social Security Code.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the 24th resolution of the General Meeting of 31 May 2024, be granted for a period of thirty-eight (38) months from your General Meeting.

Options to subscribe for or purchase ordinary shares

In accordance with the provisions of Articles L. 225-177 to L. 225-185 of the French Commercial Code, we propose, in the 20th resolution as an extraordinary matter, to authorise the Board of Directors, with the possibility of sub-delegation, for a period of [38] months from the date of your General Meeting, to allocate options giving right to the subscription or purchase of ordinary shares of the Company to the benefit of corporate officers and employees of the Company and affiliated companies ("Options"), in one or more transactions, to the benefit of certain employees and corporate officers of the Company and affiliated companies within the meaning of Article L.225-180-I 1° of the French Commercial Code. The Board of Directors will determine the identity of the beneficiaries of the Options as well as the conditions and criteria for the allocation of these Options, in order to build the loyalty of the beneficiaries.

The total number of Options allocated under this authorisation could not result in the capital increases that may be carried out at a later date under this delegation exceeding one hundred and eight thousand euros (€108,000), representing approximately 0.5% of the number of shares making up the Company's share capital at the date of the decision of their allocation by the Board of Directors (which ceiling constitutes a common ceiling for the capital increases carried out under resolutions 19 to 21), and would be deducted from the overall nominal ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in the 13th resolution of your General Meeting. In addition, the maximum total number of Options that may be allocated to the Company's corporate officers under this authorisation could not represent more than twenty per cent (20%) of all the shares allocated by the Board of Directors under the global envelope authorised by the present General Meeting.

The subscription price of the shares upon exercise of the Options would be determined by reference to the volume-weighted average of the prices over the five (5) last trading sessions preceding the decision of the Board of Directors to allocate the Options. However, the purchase or subscription price per Option could not be less than eighty per cent (80%) of the average of the prices quoted over the twenty trading sessions preceding the day of the decision of the Board to allocate the Options. In addition, the exercise period of the Options would be set at ten (10) years from their allocation; it being specified, however, that this period could be reduced by the Board of Directors for the beneficiaries residing in a given country to the extent that this would be necessary in order to comply with the law of said country.

The Board of Directors proposes that this authorisation be granted for a period of thirty-eight (38) months from your General Meeting.

Issuance of share subscription warrants for ordinary shares

In accordance with the provisions of Articles L. 228-92 and L. 225-135 of the French Commercial Code, we propose, in the 21st resolution as an extraordinary matter, to authorise the Board of Directors, with the possibility of sub-delegation, for a period of twenty-six (26) months from the date of your General Meeting, to issue share subscription warrants for ordinary shares ("BSAs"), in one or more transactions, to the benefit of members of the personnel or certain categories of them, among the employees and corporate officers of the Company or affiliated companies, in accordance with the conditions defined in Article L.225-135 of the French Commercial Code. The Board of Directors would determine the identity of the beneficiaries of the Options as well as the conditions and criteria for the allocation of these BSAs in accordance with Article L. 233-32 of the French Commercial Code.

The total number of BSAs allocated under this authorisation could not result in the capital increases that may be carried out at a later date under this delegation exceeding one hundred and eight thousand euros (€108,000), representing approximately 0.5% of the number of shares making up the Company's share capital at the date of the decision of their allocation by the Board of Directors (which ceiling constitutes a common ceiling for the capital increases carried out under resolutions 19 to 21), and would be deducted from the overall nominal ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in the 13th resolution of your General Meeting. In addition, the maximum total number of BSAs that may be allocated to the Company's corporate officers under this authorisation could not represent more than twenty per cent (20%) of all the shares allocated by the Board of Directors under this authorisation.

The issue price of a BSA would be equal to €0.01 per BSA and the subscription price of the shares upon exercise of the BSAs would be determined by the Board of Directors by reference to the volume-weighted average of the prices over the five (5) last trading sessions preceding the decision of the Board of Directors to allocate the BSAs, reduced, where applicable, by a maximum discount of 30%, in accordance with usual market practices. In addition, the exercise period of the BSAs would be set at ten (10) years from their allocation; it being specified, however, that this period could be reduced by the Board of Directors for the beneficiaries residing in a given country to the extent that this would be necessary in order to comply with the law of said country.

The Board of Directors proposes that this authorisation be granted for a period of twenty-six (26) months from your General Meeting.

Capital increases reserved for employees (22nd and 23rd resolutions as extraordinary matters)

In the 22nd resolution, we propose to delegate to the Board of Directors, for a period of 26 months, with the possibility of sub-delegation, your authority to increase the share capital through the issuance of the Company's shares reserved for participants in an employee share ownership plan, within the limit of a maximum nominal amount of six hundred and forty-seven thousand four hundred euros (€647,400), it being specified that the nominal amount of any capital increase carried out under this delegation will be deducted from the overall nominal ceiling provided for capital increases in the 13th resolution of your General Meeting and that the ceiling of this delegation will be common with that of the 23rd resolution.

The subscription price of the shares issued will be determined under the conditions provided for by the provisions of Article L. 3332-19 of the French Labour Code, it being specified that the maximum discount in relation to the average of the quoted prices of the share over the twenty trading sessions preceding the decision setting the opening date of the subscription could not exceed 30%. The Board of Directors could reduce or eliminate the above-mentioned discount, if it deems it appropriate, notably in order to take into account the legal, accounting, tax and social regimes applicable in the country of residence of certain beneficiaries. The Board of Directors could also decide to allocate shares free of charge to the subscribers of new shares, in substitution for the discount and/or as part of the matching contribution.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the 22nd resolution of the General Meeting of 31 May 2024, be granted for a period of twenty-six (26) months from the present General Meeting.

In continuation of the 22nd resolution, we propose, in the 23rd resolution, to delegate to the Board of Directors, for a period of 18 months, with the possibility of sub-delegation under the conditions provided for by law, the power to proceed with one or more capital increases reserved for the benefit of (i) the employees and/or corporate officers of the Company and/or affiliated companies within the

meaning of the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code and having their registered office outside France; (ii) one or more investment funds or other entities, with or without legal personality, under French or foreign law, subscribing on behalf of the persons designated in the preceding paragraph (i), and (iii) one or more financial institutions mandated by the Company to offer the persons designated in the preceding paragraph (i) a shareholding scheme comparable to those offered to the Company's employees in France.

Such a capital increase would have the objective of enabling the employees, former employees and corporate officers of the Group residing in certain countries to benefit, taking into account the regulatory or tax constraints that may exist locally, from schemes as close as possible, in economic profile terms, to those that would be offered to the Group's other collaborators in the context of the use of the 22nd resolution.

The nominal amount of the capital increase that may be issued under this delegation would be limited to a nominal amount of six hundred and forty-seven thousand four hundred euros (€647,400), it being specified that the nominal amount of any capital increase carried out under this delegation will be deducted (i) from the nominal ceiling of six hundred and forty-seven thousand four hundred euros (€647,400) provided for capital increases reserved for employees in the 22nd resolution of the present General Meeting as well as (ii) from the overall nominal ceiling of ten million seven hundred and ninety thousand euros (€10,790,000) provided for capital increases in the 13th resolution of the present General Meeting.

The subscription price of the securities issued under this delegation could not be less than 30% of the average of the quoted prices of the share over the twenty trading sessions preceding the date of the decision setting the opening date of the subscription, nor greater than this average, and the Board of Directors could reduce or eliminate the above-mentioned discount, if it deems it appropriate, in order, notably, to take into account the legal, accounting, tax and social regimes applicable in the country of residence of certain beneficiaries. In addition, in the event of an operation carried out under this resolution concomitantly with an operation carried out under the 22nd resolution, the subscription price of the shares issued under this resolution could be identical to the subscription price of the shares issued on the basis of the 22nd resolution.

The Board of Directors proposes that this authorisation, which would cancel and replace that granted by the 23rd resolution of the General Meeting of 31 May 2024, be granted for a period of eighteen (18) months from the present General Meeting.

VII. Amendment of Article 17 of the Company's Articles of Association (resolution as an extraordinary matter)

In the 24th resolution, the Board of Directors proposes that your General Meeting amend the Company's Articles of Association to reflect certain provisions of the Attractiveness Law of 13 June 2024 and Decree No. 2024-904 of 8 October 2024, to allow the written consultation of directors, including by electronic means (subject to the possibility for a director to object), and the possibility of voting by correspondence, including by electronic vote.