



**Text and summary of proposed  
resolutions for the Combined  
General Meeting of July 25, 2024**

## Ordinary General Meeting resolutions

### Resolution 1: Approval of the annual reports and financial statements for the fiscal year ended March 31, 2024

#### Summary of Resolution 1:

##### Purpose:

*Approve the company's individual financial statements at March 31, 2024, showing net income of €32,627,888.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors, approves the annual financial statements for the fiscal year ended March 31, 2024, showing net income of €32,627,888, as well as the transactions reflected in these financial statements and summarized in these reports.

Pursuant to article 223 quater of the French General Tax Code, the Annual Shareholders' Meeting approves the total non-tax-deductible expenditure and charges referred to in article 39-4 of the aforementioned Code, which amounted to €7,275, as well as the theoretical tax for these expenses and charges, for a total of €1,879.

### Resolution 2: Approval of the consolidated annual reports and financial statements for the fiscal year ended March 31, 2024

#### Summary of Resolution 2:

##### Purpose:

*Approve the company's consolidated financial statements at March 31, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors, approves the consolidated financial statements for the fiscal year ended March 31, 2024, as well as the transactions reflected in these financial statements and summarized in these reports.

### Resolution 3: Appropriation of earnings for the fiscal year ended March 31, 2024, setting the dividend and the dividend payment date

#### Summary of Resolution 3:

##### Purpose:

*Allocate income amounting to €32,627,888 and pay a dividend of €9,342,542, or €0.38 per share to eligible shareholders.*

*Ex-dividend date: 7/31/2024.*

*Dividend payment date: 8/2/2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, of distributable profit of €265,864,913, on a proposal of the Board of Directors,

Net income for the fiscal year:	€32,627,888
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Allocation to the legal reserve:	€11,775
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Dividends:	€9,342,542
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Retained earnings account:	€23,273,571

As a result, the dividend per eligible share amounts to €0.38 (please note: as at March 31, 2024, the company held 320,695 treasury shares). The retained earnings are now €256,522,371.

If, on the dividend payment date, the number of shares eligible for the dividend differs, the total dividend will be adjusted to take this difference into account and the amount allocated to retained earnings shall be determined based on the dividends effectively paid.

The ex-dividend date is 7/31/2024 and dividends will be paid on 8/2/2024.

Dividends paid to French tax residents who are natural persons are automatically subject to the single flat-rate withholding tax (PFU) at a global rate of 30% (12.8% for income tax and 17.2% for social security contributions) in accordance with Article 200 A of the French General Tax Code. However, at the express and irrevocable choice of the taxpayer, the dividend may be subject to the progressive income tax scale and will thus be eligible for the 40% deduction provided for in Article 158, 3.2 of the French General Tax Code. This option must be exercised each year when filing the income tax return and is global. It therefore covers all income falling within the scope of the PFU.

This dividend will remain subject to social security contributions at the rate of 17.2% and, if the taxpayer opts for the application of the progressive scale, they can deduct from their overall income a proportion of the CSG applied to dividends (up to 6.8%). Finally, taxpayers whose taxable income exceeds certain thresholds will also be subject to the exceptional contribution on high incomes at a rate of 3% or 4%, depending on the case, in accordance with article 223 sexies of the French General Tax Code. This regime does not apply to legal entities.

Shareholders who are not French tax residents are invited to review their own tax situations to notably take into consideration the applicable tax regime in France, in their country of tax domiciliation and the rules applicable by virtue of any tax agreement signed, where appropriate, between France and the State of tax domiciliation.

The following table gives the dividends paid for the last three fiscal years, as required by law:

Fiscal year	Number of shares <sup>(1)</sup>	Dividend per share <sup>(2)</sup>	Portion of the dividend eligible for the 40% relief <sup>(3)</sup>
March 31, 2023	19,981,237	€0.38	100%
March 31, 2022	20,032,695	€0.38	100%
March 31, 2021	20,053,458	€0.23	100%

(1) After deduction of treasury shares

(2) Before deduction of taxes and social charges

(3) All of the dividends paid by the company are eligible for the reduction

#### Resolution 4: Related-party agreements

##### Summary of Resolution 4:

###### **Purpose:**

*Acknowledge that no new agreements were authorized, concluded or entered into during the fiscal year ended March 31, 2024.*

*Approve the Statutory Auditors' special report on the previously approved agreement which was still in effect during the fiscal year ended March 31, 2024 and acknowledge the information related to this agreement.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, and having reviewed the Statutory Auditors' special report, pursuant to Article L.225-40 of the French Commercial Code:

- acknowledges that no new agreements were authorized, concluded or entered into during the fiscal year ended March 31, 2024;
- acknowledges the information relating to the previously approved agreement, which remained in effect during the fiscal year ended March 31, 2024.

#### Resolution 5: Renewal of term of office of Ms. Marie-Ange Verdickt as Director

##### Summary of Resolution 5:

###### **Purpose:**

*Renewal of Ms Marie-Ange Verdickt as director.*

*Term of office: 4 years, i.e. until the close of the Ordinary General Meeting called to approve the financial statements for the year ending March 31, 2028.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, renews Ms. Marie-Ange Verdickt's appointment as Director for the statutory term of four years, until the close of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending March 31, 2028.

Ms. Marie-Ange Verdickt has declared that she accepts this appointment, that she does not hold any office and that she is not subject to any measure likely to prohibit her from doing so.

#### **Appointment of Ms Graciana Petersen as Director**

##### **Summary of Resolution 6:**

###### **Purpose:**

*Appointing Ms Graciana Petersen as Director.*

*Term of office: 4 years, i.e. until the close of the Ordinary General Meeting called to approve the financial statements for the year ending March 31, 2028.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, appoints Ms. Graciana Petersen as Director, for a period of four years, i.e. until the close of the Ordinary General Meeting called to approve the financial statements for the year ending March 31, 2028.

Ms. Graciana Petersen has declared that she accepts this appointment, that she does not hold any office and that she is not subject to any measure likely to prohibit him from doing so.

#### **Resolution 7: Appointment of Aca Nexia, as statutory auditor in charge of certifying information relative to sustainability**

##### **Summary of Resolution 7:**

###### **Purpose:**

*Appointing Aca Nexia, as statutory auditor in charge of certifying information relative to sustainability.*

*Term of office: remaining term of office as auditor, i.e. until the close of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending March 31, 2025.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report, resolves to appoint Aca Nexia as Statutory Auditor in charge of certifying sustainability information, for the remainder of their term of office as Statutory Auditor, i.e. until the close of the Ordinary General Meeting called to approve the financial statements for the fiscal year ended March 31, 2025.

#### **Resolution 8: Approval of the information mentioned in I of Article L. 22-10-9 of the French Commercial Code for the fiscal year ended March 31, 2024**

##### **Summary of Resolution 8:**

###### **Purpose:**

*Approval of information relative to the remuneration paid or allocated during the year ended March 31, 2024, to each corporate officer and presented in the corporate governance report, pursuant to the provisions of article L.22-10-34 I of the French Commercial Code.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the corporate governance report of the Board of Directors, approves pursuant to article L.22-10-34 I. of the French Commercial Code, the information relative to the compensation of corporate officers mentioned in I of article L. 22-10-9 of the French Commercial Code, as presented in the abovementioned report.

**Resolution 9: Approval of the elements of compensation paid during the year ended March 31, 2024 or allocated in respect of the same year to Mr Pascal Imbert, Chairman and CEO**

**Summary of Resolution 9:**

**Purpose:**

*Approve the fixed and variable components of total compensation and other benefits paid or awarded to Mr. Pascal Imbert, in his role as Chairman and CEO, in respect of the fiscal year ended March 31, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Supervisory Board's report on corporate governance, approves, pursuant to Article 22-10-34 II of the French Commercial Code, the components of compensation and benefits-in-kinds paid or allocated in respect of the fiscal year ended March 31, 2024 to Mr. Pascal Imbert, Chairman and CEO, as presented in the above-mentioned report.

**Resolution 10: Approval of the elements of compensation paid during the year ended March 31, 2024 or allocated in respect of the same year to Mr Patrick Hirigoyen, Chief Operating Officer**

**Summary of Resolution 10:**

**Purpose:**

*Approve the fixed and variable components of total compensation and other benefits paid or awarded to Mr. Patrick Hirigoyen, in his role as COO, in respect of the fiscal year ended March 31, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Supervisory Board's report on corporate governance, approves, pursuant to Article 22-10-34 II of the French Commercial Code, the components of compensation and benefits-in-kinds paid or allocated in respect of the fiscal year ended March 31, 2024 to Mr. Patrick Hirigoyen, Chief Operating Officer, as presented in the above-mentioned report.

**Resolution 11: Approval of the elements of compensation paid during the year ended March 31, 2024 or allocated in respect of the same year to Mr Karsten Höppner, Chief Operating Officer**

**Summary of Resolution 11:**

**Purpose:**

*Approve the fixed and variable components of total compensation and other benefits paid or awarded to Mr. Karsten Höppner, in his role as COO, in respect of the fiscal year ended March 31, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Supervisory Board's report on corporate governance, approves, pursuant to Article 22-10-34 II of the French Commercial Code, the components of compensation and benefits-in-kinds paid or allocated in respect of the fiscal year ended March 31, 2024 to Mr. Karsten Höppner, COO, as presented in the above-mentioned report.

**Resolution 12: Determination of the fixed annual sum allocated to Directors**

**Summary of Resolution 12:**

**Purpose:**

*Set the total annual amount payable to the Directors from the fiscal year starting on April 1<sup>st</sup>, 2024 at €436,116.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance, decided to set, from the fiscal year starting on April 1, 2024, the overall amount that the company allocates to Directors in compensation for their activities, at €436,116, as presented in the above report, and until decided otherwise by the Shareholders' Meeting.

**Resolution 13: Approval of the compensation policy for Directors in respect of the fiscal year starting on April 1, 2024**

**Summary of Resolution 13:**

**Purpose:**

*Approval of the components of the compensation policy for Directors in respect of the fiscal year starting on April 1, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance, approves the compensation policy for the company's Directors in respect of the fiscal year starting on April 1, 2024, as presented in the above-mentioned report.

**Resolution 14: Approval of the compensation policy for Mr. Pascal Imbert in his role as Chairman-Chief Executive Officer in respect of the fiscal year starting on April 1, 2024**

**Summary of Resolution 14:**

**Purpose:**

*Approval of the components of the compensation policy for Mr. Pascal Imbert in his role as Chairman-Chief Executive Officer in respect of the fiscal year starting on April 1, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance, approves the compensation policy for Mr. Pascal Imbert in his role as Chairman-Chief Executive Officer of the company officers in respect of the fiscal year starting on April 1, 2024, as presented in the above-mentioned report.

**Resolution 15: Approval of the compensation policy for Mr. Patrick Hirigoyen in his role as Chief Operating Officer in respect of the fiscal year starting on April 1, 2024**

**Summary of Resolution 15:**

**Purpose:**

*Approve the compensation policy for Mr. Patrick Hirigoyen in his role as Chief Operating Officer in respect of the fiscal year starting on April 1, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance, approves the compensation policy for Mr. Patrick Hirigoyen in his role as Chairman-Chief Executive Officer of the company officers in respect of the fiscal year starting on April 1, 2024, as presented in the above-mentioned report.

## Resolution 16: Approval of the compensation policy for Mr. Karsten Höppner, Chief Operating Officer, in respect of the fiscal year starting on April 1, 2024

### **Summary of Resolution 16:**

#### **Purpose:**

*Approve the compensation policy for Mr. Karsten Höppner, Chief Operating Officer, in respect of the fiscal year starting on April 1, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance, approves the compensation policy for Mr. Karsten Höppner, Chief Operating Officer, in respect of the fiscal year starting on April 1, 2024, as presented in the above-mentioned report.

## Resolution 17: Authorization delegating power to the Board of Directors to trade in the company's shares

### **Summary of Resolution 17:**

#### **Purpose:**

*Authorize your Board of Directors, to have the company purchase its own shares, except during a public offering period. The maximum purchase price, established using the same formula as in previous fiscal years, is set at €163 (excluding fees) in the context of stimulating the market in Wavestone shares to promote liquidity and €122 (excluding expenses) in other cases. The maximum number of purchases is limited to 10% of the share capital, after deduction of shares already held, including 5% in the context of commitments made in favor of employees and/or corporate officers (free share allocation plans).*

*The company may buy back its shares:*

- *for cancellation by way of a share capital reduction;*
- *to honor obligations related to the issue of shares and other securities giving access to the company's share capital;*
- *for allocation or, as relevant, sale to employees and/or Directors of the company or of group companies;*
- *to make a market in the company's share under a liquidity contract with an investment services provider, in accordance with an ethics charter recognized by the AMF;*
- *to implement all market practices and objectives permitted by law or by competent market authorities.*

*Shares may be purchased, sold or transferred by any means, on one or more occasions, notably on a stock exchange or over the counter, including, in whole or in part, in the form of a block purchase, sale or transfer. These means include, as appropriate, using derivatives and any other financial instruments.*

*This authorization is valid for a period of 18 months as of the Annual General Meeting on July 25, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report, grants authorization to the Board of Directors, with the power to delegate to any legally authorized person, to purchase the company's shares, under the legal and regulatory terms and conditions applicable at the time of trading, and in particular pursuant to the terms and obligations imposed by articles L.22-10-62 et seq. of the French Commercial Code set by the directly applicable provisions of European Commission regulation no. 596/2014 dated April 16, 2014, and the market practices accepted by the AMF.



This authorization may be used by the Board of Directors for the following purposes:

- to make a market in the Wavestone share and boost liquidity, under a liquidity contract with an independent investment services provider, in accordance with an ethics charter recognized by the AMF;
- to honor obligations related to the issue of shares and other securities giving access to the company's share capital;
- to award or sell shares to employees and/or corporate officers of the company or of companies within the group, in accordance with the terms and conditions set by law, especially in respect of profit-sharing, share ownership plans, company and inter-company savings plans, and for the purposes of implementing and covering stock option and free share plans;
- to cancel all or some of the shares purchased to reduce the share capital, within the context of, and subject to a valid authorization granted by the Extraordinary General Meeting;
- to implement all market practices and objectives permitted by law or current regulations or by the AMF concerning share buyback programs and, more generally, to carry out all operations that comply with the regulations in force with regard to these programs.

The annual general meeting hereby decides that:

- the purchase, sale, exchange or transfer of shares may be done by any means, on a stock exchange or over the counter, in the form of a block purchase or sale, without limiting the portion of the buyback program that may be executed by such means, or, if necessary, by way of any form of derivative instrument or option transaction provided that these do not contribute in a significant way to increasing the volatility of the share price (it being specified that block share purchases can only be carried out with a reference shareholder if the latter offers one or more forms of compensation such as a discount to the value of the purchased shares). These transactions may take place at any time, other than during periods of public offerings on the company's shares (unless such transactions are carried out to satisfy share delivery commitments);
- the maximum number of shares the company may purchase under this authorization is capped at 10% of the share capital, in accordance with Article L.22-10-62 of the French Commercial Code. This includes treasury shares acquired under previous share buyback authorizations granted by the Ordinary General Meeting, it being specified (i) that the maximum number of shares acquired in the context of commitments made in favor of employee and/or corporate officer shareholding shall be 5% of the share capital and (ii) that when shares are purchased under a liquidity contract, the 10% calculation mentioned above applies to the number of shares acquired, less the number sold during the term of this authorization;
- the maximum price which may be paid for a share, established using the same formula as in previous fiscal years, is (i) €163 (excluding expenses) when shares are purchased to promote the market for the company's share and boost liquidity, under a liquidity contract with an independent investment services provider, and (ii) €122 (excluding expenses) for all other authorizations granted to the Board of Directors, where appropriate, it being noted, however, that for capital transactions and, in particular, capital increases by incorporation of reserves and allocation of free shares, share splits and reverse splits, the price and number of shares referred to above will be adjusted by a factor equal to the ratio between the number of shares making up the capital before the transaction, and the number of shares comprising the capital after the transaction;
- the total amount of funds allocated for treasury share purchases is capped at €405,973,212 subject to available reserves;

- this authorization cancels the authorization granted by the Ordinary and Extraordinary General Meeting on July 27, 2023. It is valid for eighteen (18) months as of this date.

The Annual General Meeting grants all powers to the Board of Directors, including that of sub-delegation to any legally authorized person, to set up and implement a share buyback plan, and notably to:

- launch and implement this share buyback program;
- place, within the limits specified above, any trade orders on a stock exchange or over the counter, in compliance with applicable regulations;
- adjust the share purchase price to take into account the impact of transactions on the company's share price;
- enter into any and all agreements to keep registers of share purchases and sales;
- ensure full traceability of transactions;
- make all declarations and carry out all formalities with the appropriate organizations, notably the French Financial Markets Authority (AMF), and file all stock purchase/sale information (or request this be filed by the securities service) in the purchase/sale registers, as required under Articles L.225-211 and R.225-160 of the French Commercial Code;
- complete all other formalities and, in general, do all that is necessary;
- ensure the Social and Economic Council is informed that this resolution has been adopted, in accordance with the provisions of Article L.22-10-62 (1) of the French Commercial Code;
- ensure that Company shareholders are informed at the next annual general meeting of the exact allocation of the shares purchased for the specific purposes indicated.

#### Extraordinary General Meeting resolutions

#### **Resolution 18: Renewal of the authorization to the Board of Directors to reduce the share capital by cancelling treasury shares**

##### **Summary of Resolution 18:**

##### **Purpose:**

*Authorize your Board of Directors to cancel Company shares acquired pursuant to the authorization granted under Resolution 17, except during a public offering period, within a limit of 10% of the share capital per 24 month period, and to reduce the company's share capital accordingly.*

*The company may cancel treasury shares as a means to achieve various financial objectives, such as implementing an active capital management strategy, balance sheet optimization, or to offset share dilution resulting from an increase in capital.*

*This authorization is valid for a period of 24 months as of the Annual Shareholders' Meeting of July 25, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings, and having reviewed the Management Board's report and the Statutory Auditors' special report, hereby:

1. Terminates, with immediate effect, the delegation granted by the Ordinary and Extraordinary General Meeting of July 28, 2022, which had the same purpose.
2. 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, the treasury shares held or acquired by the company in implementation of Resolution 17 or any other such resolution having the same purpose and which is subject to the same legal provisions, for up to 10% of the company's share capital by twenty-four (24) month periods, except during public offering periods, and to reduce the share capital accordingly. This 10% ceiling applies to the amount of the company's share capital which will be adjusted, as necessary, to reflect capital transactions subsequent to the Annual Shareholders' Meeting.
3. Authorizes the Board of Directors to charge the difference between the redemption value of the canceled shares and their par value against the available premiums and reserves.
4. Grants all powers to the Board of Directors, with the option of sub-delegating to any person authorized by the applicable legal and regulatory provisions, to perform these share cancellation and capital reduction operations, notably to determine the final amount of the capital reduction, set the terms and conditions and record the completion thereof, make the corresponding amendment to the company's Articles of Association, complete all formalities required and make all declarations to all bodies and, in general, do all that is necessary.
5. Decides that this authorization is granted to the Board of Directors for a period of twenty-four (24) months from today.

**Resolution 19: Delegation of powers to authorize the Board of Directors to issue ordinary shares or securities giving access to the company's share capital or granting the right to the allocation of debt securities and/or securities giving access to equity securities to be issued, with preferential subscription rights maintained**

**Summary of Resolution 19:**

**Purpose:**

*Delegate authority to the Board of Directors to decide to increase the share capital, with shareholders' preferential subscription rights maintained, by issuing ordinary Company shares and any other securities of any kind whatsoever, giving access by any means, immediately and/or in the future, to Company shares or debt securities and/or securities giving access to equity securities to be issued, it being specified that this delegation may not be used from the time a third-party files a public offer for the company's securities until the end of the offer period. Shareholders will have, in proportion to the number of their shares, an irreducible preferential subscription right and, if the Board of Directors so decides, a reducible right to the ordinary shares and securities that would be issued on the basis of this resolution.*

**Ceilings:**

*Capital increase: €155,665, or 25% of the current share capital.*

*Debt securities giving immediate or future access to the capital: €80,000,000.*

*The transactions will be included in the blanket ceiling set in Resolution 28.*

*This delegation is valid for a period of 26 months as of the Annual Shareholders' Meeting on July 25, 2024.*

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' special report, ruling in accordance with the provisions of Articles L.225-129 et seq. of the French Commercial Code and, in particular, Articles L.225-129-2, L.225-132, L.225-134 and Articles L.22891 et seq.:

1. Terminates, with immediate effect, the delegation of authority granted by the Ordinary and Extraordinary General Meeting of July 28, 2022, which had the same purpose.
2. Delegates its authority to the Board of Directors to decide, in the amounts and at any time it deems appropriate, both in France and abroad (either in euros or in any other currency), on one or more capital increases, by issuing ordinary shares of the company and/or securities giving access by any means, immediately or in the future, to shares to be issued by the company or to debt securities and/or securities giving access to equity securities to be issued, the subscription for which may be effected either in cash or by offsetting receivables.

Any issuance of preference shares and securities giving access to preference shares is expressly excluded.

3. Decides to set the maximum nominal amount of the share capital increases that may be carried out immediately or in the future pursuant to this delegation at €155,665 (i.e. 25% of the share capital to date), to which shall be added, where applicable, the nominal amount of any additional shares to be issued to protect, in accordance with the law, the rights of holders of securities giving access to the share capital, subject to the provisions of Resolution 28.
4. Decides that the nominal amount of debt securities that may be issued pursuant to this delegation may not exceed €80,000,000 or its equivalent in foreign currencies, subject to the provisions of Resolution 28; this ceiling is independent of the amount of debt securities whose issue is decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code (simple bonds).
5. Decides that shareholders may exercise, under the conditions provided for by law, their preferential subscription right, on an irreducible basis, to ordinary shares to be issued and to securities giving access to shares to be issued by the company. In addition, the Board of Directors shall have the right to grant shareholders the right to subscribe, on a reducible basis, for a number of ordinary shares or securities giving access to shares to be issued by the company in excess of the number they are eligible to subscribe on an irreducible basis, in proportion to the subscription rights they hold and, in any event, within the limit of their request.

If the subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may, at its discretion and in the order it deems appropriate, make use of the options provided under Article L.225-134 of the French Commercial Code.

6. Decides that the Board of Directors may not, except with the prior authorization of the Annual Shareholders' Meeting, make use of this delegation of authority from the time of the filing by a third party of a public offer for the company's shares until the end of the offer period.
7. Acknowledges that this resolution entails the waiver by shareholders of their preferential subscription rights to the ordinary shares of the company to which the securities issued on the basis of this delegation may give entitlement.
8. Decides to grant all powers to the Board of Directors, with the option of sub-delegating to any person authorized by the applicable legal and regulatory provisions, to implement this delegation, and in particular to:

- determine the terms and conditions of the capital increase(s) and/or issue(s),
  - determine the number of shares and/or securities to be issued, their issue price and the amount of the premium, if any, for which payment may be requested at the time of issue,
  - determine the dates and terms of issue, the nature and form of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term, and, in particular, in the event of the issue of securities representing debt securities, their interest rate, their term, their fixed or variable redemption price, with or without a premium, and the terms of amortization,
  - determine the method of payment for the shares and/or securities issued,
  - determine, if necessary, the terms and conditions for exercising the rights attached to the securities issued or to be issued on the basis of this resolution and, in particular, determine the date, including retroactively, from which the new shares will carry dividend rights, as well as any other terms and conditions for completing the issuance(s),
  - determine the terms and conditions under which the company may, as the case may be, purchase or exchange, at any time or during specified periods, the securities issued or to be issued,
  - provide the possibility of suspending the exercise of the rights attached to these securities for a maximum period of three months,
  - determine the terms and conditions under which, where applicable, the rights of the holders of securities conferring future rights to shares of the company will be preserved, in accordance with the legal and regulatory provisions and, where applicable, the applicable contractual provisions,
  - at its sole discretion, charge the costs, fees and expenses of the capital increase(s) against the amount of the related premiums and, where applicable, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase,
  - determine the terms and conditions under which the company may, as the case may be, purchase the subscription warrants at any time or during specified periods, with a view to cancelling them, in the event of the issuance of securities giving the right to the allocation of equity securities upon presentation of a warrant,
  - in general, enter into all agreements, in particular to ensure the successful completion of the proposed transaction(s), take all measures and carry out all formalities necessary for the financial administration of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto.
9. The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months, as from the date hereof.

**Resolution 20: Delegation of powers to authorize the Board of Directors to issue ordinary shares or securities giving access to the company's share capital or granting the right to the allocation of debt securities and/or securities giving access to equity securities to be issued, without preferential subscription rights, in the event of a public offer**

**Summary of Resolution 20:**

**Purpose:**

*Delegate to the Board of Directors the powers to decide to increase the share capital by way of a public offering, without shareholders' preferential subscription rights, by issuing ordinary shares of the company and any other securities of any kind whatsoever, giving access by any means, immediately and/or in the future, to shares to be issued by the company or giving the right to the allocation of debt securities and/or securities giving access to equity securities to be issued, it being specified that this delegation may not be used from the time a third party files a public offer for the company's securities until the end of the offer period.*

*Five-day minimum shareholder priority subscription right*

**Ceilings:**

*Capital increase: €124,532, or 20% of the current share capital*

*Share issue price: at least equal to the minimum authorized by the laws and regulations in force, i.e. the price must be at least equal to the weighted average of the share price during the last three trading days preceding the day on which the price is set, which may be reduced by a maximum discount of 5%.*

*Debt securities giving immediate or future access to the capital: €30,000,000.*

*The transactions will be included in the ceilings set in Resolution 28.*

*This delegation is valid for a period of 26 months as of the Annual Shareholders' Meeting on July 25, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-129 et seq. of the French Commercial Code and, in particular, Articles L.225-129-2, L.225-134, L.225-135, L.225-136, Articles L.225-138, L.22-10-51, L. 22-10-52 and Articles L.228-91 et seq.:

1. Terminates, with immediate effect, the delegation of authority granted by the Ordinary and Extraordinary General Meeting of July 28, 2022, which had the same purpose.
2. Delegates powers to the Board of Directors to decide, in the amounts and at any time it deems appropriate, both in France and abroad (either in euros or in any other currency), on one or more capital increases, as part of a public offering, by way of an issue, with cancellation of shareholders' preferential subscription rights, of ordinary shares of the company and/or securities giving access by any means, immediately or in the future, to shares to be issued by the company or to debt securities and/or securities giving access to equity securities to be issued, the subscription for which may be effected either in cash or by offsetting receivables.

Any issuance of preference shares and securities giving access to preference shares is expressly excluded.

3. Decides that the maximum nominal amount of the share capital increases that may be carried out immediately or in the future pursuant to this delegation shall not exceed €124,532 (i.e. 20% of the share capital as of the date hereof), to which shall be added, where applicable, the nominal

amount of any additional shares to be issued to protect, in accordance with the law, the rights of holders of securities giving access to the share capital. This nominal amount will be included in the ceiling set in Resolution 28.

4. Decides that the nominal amount of debt securities that may be issued under this authorization may not exceed €30,000,000 or its equivalent in foreign currencies, this nominal amount will be included in the ceiling set in Resolution 28; this ceiling being independent of the amount of debt securities that the Board of Directors may decide or authorize to be issued, in accordance with article L.228-40 of the French Commercial Code.
5. Decides to cancel shareholders' preferential subscription rights to ordinary shares and securities giving access to the company's share capital, it being understood that the Board of Directors will be required to grant shareholders a priority subscription right (Priority Right), for a period of no less than five days. This priority subscription right will not give rise to the creation of negotiable rights, but may, if the Board of Directors deems it appropriate, be exercised on an irreducible or reducible basis.
6. Decides that the Board of Directors may not, except with the prior authorization of the Annual Shareholders' Meeting, make use of this delegation of authority from the time of the filing by a third party of a public offer for the company's shares until the end of the offer period.
7. Acknowledges that this resolution entails the waiver by shareholders of their preferential subscription rights to the ordinary shares of the company to which the securities issued on the basis of this delegation may give entitlement.
8. Decides that, if the subscriptions carried out by shareholders or members of the public have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may, at its discretion and in the order it deems appropriate, make use of the options provided under Article L.225-134 of the French Commercial Code.
9. Decides that the issue price of the ordinary shares shall be at least equal to the minimum price provided for by the legal and regulatory provisions in force at the time of issue.
10. Decides to set the maximum discount applicable to the capital increase at 5%; the issue price of the ordinary shares will, on the date of this Meeting, be at least equal to the weighted average of the share price during the last three trading days on the Euronext Paris regulated market preceding the day on which the subscription price of the capital increase is set, which may be reduced by a maximum discount of 5%, after correction, if necessary, of this average price in the event of a difference between the dividend dates.
11. Decides to grant all powers to the Board of Directors, with the option of sub-delegating to any person authorized by the applicable legal and regulatory provisions, to implement this delegation, and in particular to:
  - determine the terms and conditions of the capital increase(s) and/or issue(s),
  - determine the number of shares and/or securities to be issued, their issue price and the amount of the premium, if any, for which payment may be requested at the time of issue,
  - determine the dates and terms of issue, the nature and form of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term, and, in particular, in the event of the issue of securities representing debt securities, their interest rate, their term, their fixed or variable redemption price, with or without a premium, and the terms of amortization,
  - determine the method of payment for the shares and/or securities issued,

- determine, if necessary, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, determine the date, including retroactively, from which the new shares will carry dividend rights, as well as any other terms and conditions for completing the issuance(s),
- determine the terms and conditions under which the company may, as the case may be, purchase or exchange, at any time or during specified periods, the securities issued or to be issued,
- provide the possibility of suspending the exercise of the rights attached to these securities for a maximum period of three months,
- determine the terms and conditions under which, where applicable, the rights of the holders of securities conferring future rights to shares of the company will be preserved, in accordance with the legal and regulatory provisions and, where applicable, the applicable contractual provisions,
- at its sole discretion, charge the costs, fees and expenses of the capital increase(s) against the amount of the related premiums and, where applicable, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase,
- determine the terms and conditions under which the company may, as the case may be, purchase the subscription warrants at any time or during specified periods, with a view to cancelling them, in the event of the issuance of securities giving the right to the allocation of equity securities upon presentation of a warrant,
- in general, enter into all agreements, in particular to ensure the successful completion of the proposed transaction(s), take all measures and carry out all formalities necessary for the financial administration of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto, record the completion of each capital increase, make the corresponding amendments to the Articles of Association, and generally take all necessary measures.

12. The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months, as from the date hereof.



**Resolution 21: Delegation of powers to authorize the Board of Directors to issue ordinary shares or securities giving access to the company's share capital or granting the right to allocate debt securities and/or securities giving access to equity securities to be issued, without preferential subscription rights, in the event of a private placement**

**Summary of resolution 21:**

**Purpose:**

*Delegate to the Board or Directors the powers to decide to increase the share capital by way of a private placement, without shareholders' preferential subscription rights, by issuing ordinary shares of the company and any other securities of any kind whatsoever, giving access by any means, immediately and/or in the future, to shares to be issued by the company or giving the right to the allocation of debt securities and/or securities giving access to equity securities to be issued, without priority rights, it being specified that this delegation may not be used from the time a third-party files a public offer for the company's securities until the end of the offer period.*

**Ceilings:**

*Capital increase: 10% of the current share capital*

*Share issue price: at least equal to the minimum authorized by the laws and regulations in force, i.e. the price must be at least equal to the weighted average of the share price during the last three trading days preceding the day on which the price is set, which may be reduced by a maximum discount of 5%.*

*Debt securities giving immediate or future access to the capital: €30,000,000.*

*The transactions will be included in the ceilings set in the Resolution 28.*

*This delegation is valid for a period of 26 months as of the Annual Shareholders' Meeting on July 25, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Management Board's report and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-129 et seq. of the French Commercial Code and, in particular, Articles L.225-129-2, L.225-135, L.225-136, L.225-138, L.22-10-51, Articles L.22-10-52 and Articles L228-91 et seq. and Article L. 411-2 1° of the French Monetary and Financial Code:

1. Terminates, with immediate effect, the delegation of authority granted by the Ordinary and Extraordinary General Meeting of July 28, 2022, which had the same purpose.
2. Delegates to the Board of Directors, with the option of sub-delegating to any person authorized by the applicable legal and regulatory provisions, its authority to decide to increase the share capital, in the context of an offer referred to in section II of Article L.411-2 1° of the French Monetary and Financial Code per twelve-month period, on one or more occasions, in the amount and at any time it may deem appropriate, by issuing, both in France and abroad, in euros or in foreign currencies, without preferential subscription rights for shareholders, ordinary shares of the company and/or securities giving immediate or future access, by any means, to shares to be issued by the company or to debt securities and/or securities giving access to equity securities to be issued, the subscription of which may be made either in cash or through the offsetting of receivables.

Any issuance of preference shares and securities giving access to preference shares is expressly excluded.

3. Decides that the maximum nominal amount of the share capital increases that may be carried out immediately or in the future pursuant to this delegation shall not exceed 10% of the share capital as of the date hereof, to which shall be added, where applicable, the nominal amount of any additional shares to be issued to protect, in accordance with the law, the rights of holders of securities giving access to the share capital. Décide que le montant nominal des augmentations de capital social susceptibles d'être réalisées immédiatement ou à terme en vertu de la présente délégation, ne pourra être supérieur à 10 % du capital social à ce jour, montant auquel s'ajoutera, le cas échéant, le montant nominal des actions supplémentaires à émettre pour préserver, conformément à la loi, les droits des titulaires des droits attachés aux valeurs mobilières donnant accès au capital social. This nominal amount will be included in the ceilings set in Resolution 28.
4. Decides that the nominal amount of debt securities that may be issued under this authorization may not exceed €30,000,000 or its equivalent in foreign currencies, this nominal amount will be included in the ceiling set in the Resolution 28; this ceiling being independent of the amount of debt securities that the Board of Directors may decide or authorize to be issued, in accordance with article L.228-40 of the French Commercial Code.
5. Decides to cancel shareholders' preferential subscription rights to ordinary shares and securities giving access to the company's share capital.
6. Decides that the Board of Directors may not, except with the prior authorization of the Annual Shareholders' Meeting, make use of this delegation of authority from the time of the filing by a third party of a public offer for the company's shares until the end of the offer period.
7. Acknowledges that this resolution entails the waiver by shareholders of their preferential subscription rights to the ordinary shares of the company to which the securities issued on the basis of this delegation may give entitlement.
8. Decides that, if the subscriptions carried out have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may, at its discretion and in the order it deems appropriate, make use of the options provided under Article L.225-134 of the French Commercial Code.
9. Decides that the issue price of the ordinary shares shall be at least equal to the minimum price provided for by the legal and regulatory provisions in force at the time of issue.
10. Decides to set the maximum discount applicable to the capital increase at 5%; the issue price of the ordinary shares will, on the date of this Meeting, be at least equal to the weighted average of the share price during the last three trading days on the Euronext Paris regulated market preceding the day on which the subscription price of the capital increase is set, which may be reduced by a maximum discount of 5%, after correction, if necessary, of this average price in the event of a difference between the dividend dates.
11. Decides to grant all powers to the Board of Directors, with the option of sub-delegating to any person authorized by the applicable legal and regulatory provisions, to implement this delegation, and in particular to:
  - determine the terms and conditions of the capital increase(s) and/or issue(s),
  - determine the number of shares and/or securities to be issued, their issue price and the amount of the premium, if any, for which payment may be requested at the time of issue,
  - determine the dates and terms of issue, the nature and form of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a

fixed term, and, in particular, in the event of the issue of securities representing debt securities, their interest rate, their term, their fixed or variable redemption price, with or without a premium, and the terms of amortization,

- determine the method of payment for the shares and/or securities issued,
- determine, if necessary, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, determine the date, including retroactively, from which the new shares will carry dividend rights, as well as any other terms and conditions for completing the issuance(s),
- determine the terms and conditions under which the company may, as the case may be, purchase or exchange, at any time or during specified periods, the securities issued or to be issued,
- provide the possibility of suspending the exercise of the rights attached to these securities for a maximum period of three months,
- determine the terms and conditions under which, where applicable, the rights of the holders of securities conferring future rights to shares of the company will be preserved, in accordance with the legal and regulatory provisions and, where applicable, the applicable contractual provisions,
- at its sole discretion, charge the costs, fees and expenses of the capital increase(s) against the amount of the related premiums and, where applicable, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase,
- determine the terms and conditions under which the company may, as the case may be, purchase the subscription warrants at any time or during specified periods, with a view to cancelling them, in the event of the issuance of securities giving the right to the allocation of equity securities upon presentation of a warrant,
- in general, enter into all agreements, in particular to ensure the successful completion of the proposed transaction(s), take all measures and carry out all formalities necessary for the financial administration of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto, record the completion of each capital increase, make the corresponding amendments to the Articles of Association, and generally take all necessary measures.

12. The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months, as from the date hereof.

**Resolution 22: Delegation of powers to authorize the Board of Directors to increase the number of securities to be issued in the event of excess demand upon completion of a capital increase with preferential subscription rights, up to a maximum of 15% of the initial issue**

**Summary of Resolution 22:**

**Purpose:**

*Delegate powers to the Board of Directors to decide to increase the share capital, with preferential subscription rights, by issuing additional ordinary shares or any securities giving access to shares to be issued by the company, over a period of thirty (30) days from the closing date of the subscription, within the limit of:*

- i) 15% of the initial issue, and*
- ii) the ceiling provided for in Resolution 19 under which the capital increase will be decided, and at the same price as that retained for the initial issue.*

*This delegation is valid for a period of 26 months as of the Annual Shareholders' Meeting on July 25, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Article L.225-135-1 of the French Commercial Code:

1. Terminates, with immediate effect, the delegation of authority granted by the Ordinary and Extraordinary General Meeting of July 28, 2022, which had the same purpose.
2. Delegates authority to the Board of Directors to decide, in the event of an excess subscription request during a share capital increase decided pursuant to Resolution 19 presented to this Meeting, to increase the number of ordinary shares and securities to be issued under the conditions set out in Article L.225-135-1 of the French Commercial Code, within thirty days of the closing date of the subscription, at the same price as that used for the initial issue and within the limit of 15% of the initial issue, subject to the ceiling provided for in Resolution 19 pursuant to which the issue is decided and, within the limits of the ceilings referred to in Resolution 28.
3. Decides that the Board of Directors may not, except with the prior authorization of the Annual Shareholders' Meeting, make use of this delegation of authority from the time of the filing by a third party of a public offer for the company's shares until the end of the offer period.
4. Decides that the Board of Directors, with the option of sub-delegating to any person authorized by the applicable legal and regulatory provisions, shall have the same powers as those granted under Resolution 19 above, subject to the applicable legal and regulatory provisions.
5. The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months, as from the date hereof.

**Resolution 23: Delegation of powers to authorize the Board of Directors to increase the number of securities to be issued in the event of excess demand upon completion of a capital increase with or without preferential subscription rights, within the context of a public offering, up to a maximum of 15% of the initial issue**

**Summary of Resolution 23:**

**Purpose:**

*Delegate authority to the Board of Directors to decide to increase the share capital, without preferential subscription rights, with a public offering, by issuing additional ordinary shares or any securities giving access to shares to be issued by the company, over a period of thirty (30) days from the closing date of the subscription, within the limit of:*

- iii) 15% of the initial issue, and*
- iv) the ceiling provided for in Resolution 20 under which the capital increase will be decided, and at the same price as that retained for the initial issue.*

*This authorization is valid for a period of 26 months as of the Annual Shareholders' Meeting on July 25, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Article L.225-135-1 of the French Commercial Code:

1. Terminates, with immediate effect, the delegation of authority granted by the Ordinary and Extraordinary General Meeting of July 28, 2022, which had the same purpose.
2. Delegates authority to the Board of Directors to decide, in the event of an excess subscription request during a share capital increase decided pursuant to Resolution 20 presented to this Meeting, to increase the number of ordinary shares and securities to be issued under the conditions set out in Article L.225-135-1 of the French Commercial Code, within thirty days of the closing date of the subscription, at the same price as that used for the initial issue and within the limit of 15% of the initial issue, subject to the ceiling provided for in Resolution 20 pursuant to which the issue is decided and, within the limits of the ceilings referred to in Resolution 28.
3. Decides that the Board of Directors may not, except with the prior authorization of the Annual Shareholders' Meeting, make use of this delegation of authority from the time of the filing by a third party of a public offer for the company's shares until the end of the offer period.
4. Decides that the Board of Directors, with the option of sub-delegating to any person authorized by the applicable legal and regulatory provisions, shall have the same powers as those granted under Resolution 20 above, subject to the applicable legal and regulatory provisions.
5. The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months, as from the date hereof.

**Resolution 24: Delegation of powers to authorize the Board of Directors to increase the number of securities to be issued in the event of excess demand upon completion of a capital increase without preferential subscription rights, within the context of a private placement, up to a maximum of 15% of the initial issue**

**Summary of Resolution 24:**

**Purpose:**

*Delegate authority to the Board of Directors to decide to increase the share capital, without preferential subscription rights, within the context of a private placement, by issuing additional ordinary shares or any securities giving access to shares to be issued by the company, over a period of thirty (30) days from the closing date of the subscription, within the limit of:*

- i) 15% of the initial issue, and*
- ii) the ceiling provided for in Resolution 21 under which the capital increase will be decided, and at the same price as that retained for the initial issue.*

*This delegation is valid for a period of 26 months as of the Annual Shareholders' Meeting on July 25, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Article L.225-135-1 of the French Commercial Code:

1. Terminates, with immediate effect, the delegation of authority granted by the Ordinary and Extraordinary General Meeting of July 28, 2022, which had the same purpose.
2. Delegates authority to the Board of Directors to decide, in the event of an excess subscription request during a share capital increase decided pursuant to Resolution 21 presented to this Meeting, to increase the number of ordinary shares and securities to be issued under the conditions set out in Article L.225-135-1 of the French Commercial Code, within thirty days of the closing date of the subscription, at the same price as that used for the initial issue and within the limit of 15% of the initial issue, subject to the ceiling provided for in Resolution 21 pursuant to which the issue is decided and, within the limits of the ceilings referred to in Resolution 28.
3. Decides that the Board of Directors may not, except with the prior authorization of the Annual Shareholders' Meeting, make use of this delegation of authority from the time of the filing by a third party of a public offer for the company's shares until the end of the offer period.
4. Decides that the Board of Directors, with the option of sub-delegating to any person authorized by the applicable legal and regulatory provisions, shall have the same powers as those granted under Resolution 21 above, subject to the applicable legal and regulatory provisions.
5. The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months, as from the date hereof.

**Resolution 25: Delegation of powers to authorize the Board of Directors to issue ordinary shares or securities giving access to the company's share capital or granting the right to allocate debt securities and/or securities giving access to equity securities to be issued up to a maximum of 10% without preferential subscription rights, to remunerate contributions in kind granted to the company and consisting of shares or securities of third-party companies outside a public exchange offer**

**Summary of Resolution 25:**

**Purpose:**

*Delegate authority to the Board of Directors to increase the share capital, on the basis of the report of the Contributions Auditor, in order to remunerate contributions in kind granted to the company and consisting of ordinary shares or securities giving access to the share capital of another company or granting the right to the allocation of debt securities and/or securities giving access to equity securities to be issued, other than in the event of a public exchange offer initiated by the company.*

*The purpose of this resolution is to facilitate the company's acquisition or merger transactions with other companies, without having to pay in cash.*

**Ceilings:**

*Capital increase: 10% of the current share capital.*

*Debt securities giving immediate or future access to the capital: €30,000,000.*

*The transactions will be included in the ceilings set in Resolution 8.*

*This delegation is valid for a period of 26 months as of the Annual Shareholders' Meeting on July 25, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-129 et seq. of the French Commercial Code and, in particular, Articles L.225-129-2 and L.22-10-53:

1. Terminates, with immediate effect, the delegation of authority granted by the Ordinary and Extraordinary General Meeting of July 28, 2022, which had the same purpose.
2. Delegates to the Board of Directors the powers to decide, on one or more occasions, on the basis of the report of the Contributions Auditor, to issue ordinary shares or securities giving access, by any means, immediately or in the future, to ordinary shares to be issued by the company or granting the right to the allocation of debt securities and/or securities giving access to equity securities to be issued, in order to remunerate contributions in kind granted to the company and consisting of shares or securities giving access to the capital of other companies or to debt securities and/or securities giving access to equity securities to be issued, when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable.
3. Decides that the total nominal amount of the share capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation, is set at 10% of the share capital as at the date of this Annual Shareholders' Meeting. This nominal amount will be included in the ceilings set in Resolution 28.
4. Decides that the nominal amount of all debt securities that may be issued pursuant to this resolution may not exceed €30,000,000 or the equivalent value of this amount in any other currency or unit of account on the date of the issuance decision, it being specified that this amount does not include the redemption premium(s) above par, where applicable. This nominal amount will be included in the ceiling set in Resolution 28.

5. Decides that the Board of Directors may not, except with the prior authorization of the Annual Shareholders' Meeting, make use of this delegation of authority from the time of the filing by a third party of a public offer for the company's shares until the end of the offer period.
6. Acknowledges, as necessary, that this delegation entails the waiver by shareholders of their preferential subscription rights to the shares or securities to which the securities issued on the basis of this delegation may give entitlement.
7. The Board of Directors shall have full powers, with the option of sub-delegating such powers to any person authorized by the applicable legal and regulatory provisions, to implement this delegation, in particular to decide, on the basis of the report of the Contributions Auditor, on the valuation of the contributions and, where applicable, on the granting of special benefits to set the number of shares or securities giving access to the company's capital and, if necessary, make any adjustment to their values, record the final completion of the capital increases carried out pursuant to this delegation, amend the Articles of Association accordingly, carry out all formalities and declarations, proceed, where necessary, with any set-off against the contribution premium account(s) and, in particular, against the cost(s) incurred in carrying out the issues, and more generally take any other appropriate action.
8. The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months, as from the date hereof.

**Resolution 26: Delegation of powers to authorize the Board of Directors to issue ordinary shares or securities giving access to the company's share capital or granting the right to allocate debt securities and/or securities giving access to equity securities to be issued up to a maximum of 10% without preferential subscription rights, to remunerate contributions in kind granted to the company and consisting of shares or securities of third-party companies as part of a public exchange offer initiated by the company**

**Summary of Resolution 26:**

**Purpose:**

*Delegate powers to the Board of Directors to increase the share capital, on the basis of the report of the Contributions Auditor, in order to remunerate contributions in kind granted to the company and consisting of ordinary shares or securities giving access to the share capital of another company or granting the right to the allocation of debt securities and/or securities giving access to equity securities to be issued, in the event of a public exchange offer initiated by the company.*

**Ceilings:**

*Capital increase: 10% of the current share capital.*

*The transactions will be included in the ceilings set in Resolution 28.*

*This delegation is valid for a period of 26 months as of the Annual Shareholders' Meeting on July 25, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-129 et seq. of the French Commercial Code and, in particular, Articles L.225-129-2 and L.22-10-54:

1. Terminates, with immediate effect, the delegation of authority granted by the Ordinary and Extraordinary General Meeting of July 28, 2022, which had the same purpose.



2. Delegates to the Board of Directors the powers to decide to issue shares of the company, or securities giving access by any means, immediately or in the future, to existing or future shares of the company or giving the right to the allocation of debt securities and/or securities giving access to equity securities to be issued, as consideration for securities contributed to a public offer involving an exchange component initiated by the company in France or (depending on local qualifications and rules) abroad, for securities of another company admitted to trading on one of the regulated markets referred to in Article L.22-10-54 of the French Commercial Code.
3. Decides that the maximum nominal amount of any immediate or future increases in the company's share capital carried out pursuant to this delegation may not exceed 10% of the amount of the share capital as of the date of this Annual Shareholders' Meeting. To this ceiling shall be added, where applicable, the nominal amount of the shares to be issued to protect, in accordance with applicable legal and regulatory provisions and any applicable contractual provisions providing for other cases of adjustment, the rights of the holders of securities or of other rights giving access to the company's share capital. This nominal amount will be included in the ceilings set in the Resolution 28.
4. Decides that the nominal amount of all debt securities that may be issued pursuant to this resolution may not exceed €30,000,000 or the equivalent value of this amount in any other currency or unit of account on the date of the issuance decision, it being specified that this amount does not include the redemption premium(s) above par, where applicable. This nominal amount will be included in the ceiling set in the Resolution 28.
5. Acknowledges, as necessary, that this delegation entails the waiver by shareholders of their preferential subscription rights (i) to the shares and securities thus issued and (ii) to the shares of the company to which the securities issued on the basis of this delegation may give entitlement.
6. Decides that the Board of Directors may not, except with the prior authorization of the Annual Shareholders' Meeting, make use of this delegation of authority from the time of the filing by a third party of a public offer for the company's shares until the end of the offer period.
7. Grants all powers to the Board of Directors, with the option of sub-delegating to any person authorized by the applicable legal and regulatory provisions, to implement this resolution, and in particular:
  - to set the terms, conditions and details of the transaction, within the limits set by the applicable legal and regulatory provisions and this resolution,
  - to determine the exchange ratio as well as, where applicable, the amount of the cash balance to be paid,
  - to record the number of shares contributed to the exchange,
  - to determine the dates, issue conditions, in particular the price and dividend entitlement date (including retroactively), of the new shares and, where applicable, of the securities giving immediate or future access to a proportion of the company's share capital,
  - to suspend, if necessary, the exercise of the rights attached to these shares for a maximum period of three months within the limits provided by the applicable legal and regulatory provisions,
  - to record under liabilities on the balance sheet, in a "contribution premium" account to which all shareholders shall have rights, the difference between the issue price of the new shares and their nominal value,
  - to charge, at its sole discretion, the costs of any issue against the "contribution premium" account and to deduct from said account the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase; and

- to generally take all necessary measures, enter into all agreements (in particular with a view to ensuring the successful completion of the issue), request all authorizations, carry out all formalities and take all necessary steps to ensure the successful completion or postponement of the planned issue, and in particular to record the capital increase or increases resulting from any issue made under this delegation, amend the company's Articles of Association accordingly, request the admission to the Euronext Paris market of any securities issued under this delegation, and ensure the financial management of the securities involved and the exercise of the rights attached thereto.

8. The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months, as from the date hereof.

**Resolution 27: Delegation of powers to authorize the Board of Directors to increase the share capital of the company by issuing ordinary shares or securities giving access to the share capital, without shareholders' preferential subscription rights, to employees participating in a Company Savings Plan and to corporate officers eligible for the company Savings Plan**

**Summary of Resolution 27:**

**Purpose:**

*Delegate powers to the Board of Directors to decide to increase the share capital of the company in favor of employees who are members of the company Savings Plan and corporate officers eligible for the company Savings Plan.*

**Ceilings:**

*Capital increase: 5% of the share capital.*

*The transactions will be included in the ceilings set in the Resolution 28.*

*This delegation is valid for a period of 26 months as of the Annual Shareholders' Meeting on July 25, 2024.*

**As Wavestone favors free share plans as a means to build loyalty among its employees and corporate officers, the Board of Directors invite the shareholders to reject this resolution.**

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L.3332-1 et seq. of the French Commercial Code and, in particular, Articles L.225-129-2 to L.225-129-6 et seq. and Article L.225-138-1 of the French Commercial Code:

1. Delegates its authority to the Board of Directors to increase the share capital, on one or more occasions, at its sole discretion, by issuing ordinary shares or securities giving access to the share capital of the company reserved for employees or corporate officers of the company and/or of a group company, whether French or foreign, affiliated with the Group within the meaning of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code, who are members of (i) a Company Savings Plan and/or (ii) a Group Savings Plan, for up to 5% of the share capital on the date of implementation of this delegation and within the limit of the ceilings provided for in Resolution 28.

To this ceiling shall be added, where applicable, the nominal value of the ordinary shares to be issued to protect, in accordance with the law, the rights of holders of securities giving access to the company's share capital.

2. Decides to cancel, in favor of the above-mentioned beneficiaries, the shareholders' preferential subscription rights to the new ordinary shares or securities to be issued and to the shares and securities to which they will give entitlement, pursuant to this resolution, and to waive any entitlement to ordinary shares and securities giving access to the company's share capital that may be allocated under the terms of this resolution.
3. Decides that the subscription price of the new shares, set by the Board of Directors in accordance with the provisions of Article L.3332-19 of the French Labor Code at the time of each issue, may not be more than 30% lower than the average opening share price on the Euronext Paris market during the twenty trading days preceding the date on which the Board of Directors decides on the subscription opening date, it being specified that the Board of Directors may set a discount lower than this maximum discount of 30%.
4. Decides, pursuant to Article L.3332-21 of the French Labor Code, that the Board of Directors may grant, free of charge, ordinary shares or other securities giving immediate or future access to ordinary shares of the company in respect of the employer contribution and/or, where applicable, as a substitute for the discount, it being understood that the total benefit resulting from this allocation in respect of the discount and/or contribution may not exceed the legal or regulatory limits. The Board may also decide, in the event of the issue of new shares or securities in respect of the discount and/or the contribution, to incorporate into the share capital the reserves, retained earnings or share premiums necessary for the payment of the aforementioned shares.
5. Authorizes the Board of Directors, under the conditions of this delegation, to sell shares to members of an employee savings plan as provided for in Article L.3332-24 of the French Labor Code, it being specified that the sales of shares made at a discount to members of one or more employee savings plans covered by this resolution shall be included in the amount of the ceiling referred to in paragraph 2 above, in the nominal value of the shares thus sold.
6. Decides that the characteristics of issuances of securities giving access to the company's share capital shall be determined by the Board of Directors under the conditions set by law.
7. The Annual Shareholders' Meeting grants all powers to the Board of Directors, with the option of sub-delegating to any person authorized by the applicable legal and regulatory provisions, to implement this delegation, and in particular:
  - to determine and set the terms and conditions for the issue and allocation of free shares or securities giving access to the share capital, pursuant to this delegation,
  - to determine the amount to be issued, the issue price, the terms and conditions of each issue,
  - to determine the opening and closing dates of the subscription period,
  - to set, within the legal limits, the period granted to subscribers for the payment of shares and, where applicable, securities giving access to the company's share capital,
  - to determine the date, including retroactively, from which the new ordinary shares and, where applicable, the securities giving access to the company's share capital will carry dividend rights,
  - to set the terms and conditions of the transactions to be carried out pursuant to this delegation and to request the admission to trading of the securities created wherever it deems fit,
8. The Board of Directors shall also have, with the option of sub-delegating to any person authorized by the applicable legal and regulatory provisions, all powers to record the completion of capital increases in the amount of the shares actually subscribed, to amend the Articles of Association accordingly, to carry out, at its sole discretion, either directly or through an agent, all transactions

and formalities related to the share capital increases and, if it deemed appropriate, to charge the costs of the share capital increases against the amount of the premiums relating to these transactions and to deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase, and to carry out all formalities and declarations with the relevant bodies and take all other necessary measures.

9. The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months, as from the date hereof.

#### Resolution 28: Overall limitation of delegations

##### **Summary of Resolution 28:**

##### **Purpose:**

- i) *set at 25% of the share capital as of the date of this Shareholders' Meeting, the total amount of share capital increases that may be completed immediately or in the future under all the delegations and authorizations granted by Resolutions 19 to 27 above, and Resolutions 21 and 22 of the Ordinary and Extraordinary General Meeting of July 28, 2022, it being understood that within the limit of this 25% ceiling, the maximum nominal amount of issues without pre-emptive subscription rights that may be completed under the authorizations granted by Resolutions 21, 24, 25, 26 and 27 as well as Resolutions 21 and 22 of the Ordinary and Extraordinary General Meeting of July 28, 2022, is set at ten percent (10%) of the share capital as of the date of this Shareholders' Meeting;*
- ii) *set at €80,000,000 the maximum nominal amount of debt securities that may be issued pursuant to the authorizations granted by Resolutions 19 to 26 above. Each resolution has a sub-ceiling that is included in this overall ceiling.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings, and having reviewed the Board of Directors' report, hereby decides:

- to set the maximum aggregate nominal amount of share capital increases, whether immediate or deferred, which may be completed under the delegations and authorizations granted by Resolutions 19 to 27 above, and Resolutions 21 and 22 of the Ordinary and Extraordinary General Meeting of July 28, 2022, at €155,665 (i.e. 25% of the share capital at the date of this Shareholders' Meeting), it being understood that within the limit of this amount, the maximum nominal amount of immediate or future share capital increases that may be completed without pre-emptive subscription rights or priority subscription rights under the delegations of authority granted to the Board of Directors by Resolutions 21, 24, 25, 26 and 27 submitted to this Shareholders' Meeting and Resolutions 21 and 22 of the Ordinary and Extraordinary General Meeting of July 28, 2022, is set at €62,266, i.e. ten percent (10%) of the share capital at the date of this Shareholders' Meeting;
- that to these amounts may be added the nominal amount of additional shares to be issued to protect, in accordance with the law, the rights of rightsholders attached to securities giving access to the share capital and to protect the rights of beneficiaries of bonus shares;
- to set at €80,000,000 or its equivalent in foreign currencies, the maximum nominal amount of debt securities that may be issued pursuant to the delegations and authorizations granted by Resolutions 19 to 26 above.

## Resolution 29: Delegation of powers to authorize the Board of Directors to increase the share capital by incorporating reserves, profits, issue premiums or contribution premiums

### **Summary of Resolution 29:**

#### **Purpose:**

*Delegate to the Board of Directors the powers to authorize an increase in the share capital, up to a maximum nominal amount of €400,000, by capitalizing premiums, reserves, retained earnings or other amounts that may be capitalized by law and the Articles of Association, in the form of a free allocation of shares or an increase in the nominal or par value of existing shares, or by using both methods in combination.*

*This authorization is valid for a period of 26 months as of the Annual Shareholders' Meeting on July 25, 2024.*

The Annual Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report, in accordance with the provisions of Articles L.225-129 et seq. of the French Commercial Code and, in particular, Articles L.225-129-2 and L.22-10-50, hereby:

1. Terminates, with immediate effect, the delegation of authority granted to the Board of Directors by the Ordinary and Extraordinary General Meeting of July 28, 2022, which had the same purpose.
2. Delegates to the Board of Directors its authority to increase the share capital, on one or more occasions, in the proportions and at such times as it shall deem appropriate, up to a maximum nominal amount of €400,000, by the successive or simultaneous capitalization of all or part of the reserves, retained earnings or issue premiums, through the creation and free allocation of ordinary shares, the increase in the nominal or par value of capital securities or a combination of these two methods. This limit will be increased by the amount of capital necessary to preserve, in accordance with the law, the rights of holders of securities giving access to the company's share capital and free shares.

The above-mentioned ceiling is independent and autonomous from the ceiling referred to in Resolution 28.

3. Decides that the Board of Directors may not, except with the prior authorization of the Annual Shareholders' Meeting, make use of this delegation of authority from the time of the filing by a third party of a public offer for the company's shares until the end of the offer period.
4. The Annual Shareholders' Meeting decides that fractional rights will be neither negotiable nor transferable, and that the corresponding equity securities will be sold. The proceeds from the sale thereof will be allocated to the holders of the rights within the period provided for by the regulations.
5. The Annual Shareholders' Meeting grants full powers to the Board of Directors, with the option of sub-delegating to any person authorized by the applicable legal and regulatory provisions, to implement this delegation and in particular to determine the dates and terms of the issues, make any adjustment and preserve any rights, set the prices and conditions of the issues, set the amounts to be issued, and more generally take all measures to ensure their successful completion, perform any acts and formalities to make the corresponding capital increase or increases final and amend the Articles of Association accordingly.
6. The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months, as from the date hereof.

## Resolution 30: Powers to carry out formalities

### **Summary of Resolution 30:**

#### **Purpose:**

*This resolution is proposed to grant the powers to carry out the formalities required following the general meeting.*

The Annual General Meeting, deliberating under the quorum and majority conditions required for Extraordinary General Meetings, grants full powers to the bearer of the original or copy of the minutes of this annual general meeting to carry out all filings and other formalities as required.