

## Antin Infrastructure Partners

A French limited liability corporation (*société anonyme*) with capital of €1,791,932.88

Registered office located at 374, rue Saint-Honoré, 75001 Paris, France

Registered with the Paris Trade and Companies Registry under number 900 682 667

(the "**Company**")

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### MINUTES OF THE COMBINED SHAREHOLDERS' MEETING OF 11 JUNE 2025

The year two thousand and twenty-five,

On the eleventh day of June,

At 14:30,

The shareholders of the Company met in an Ordinary and Extraordinary Shareholders' Meeting at 9, place Vendôme in Paris (75001) (the "**Annual Shareholders' Meeting**" or the "**Meeting**"), convened by the Board of Directors in accordance with the convening notice published in the *Bulletin des Annonces Légales Obligatoires* (no. 60) and the *Journal Spécial des Sociétés* on 19 May 2025 and the letters sent to all shareholders holding registered shares.

The prior notice required by Article R. 225-73 of the French Commercial Code (*Code de commerce*) was published in the *Bulletin des Annonces Légales Obligatoires* (no. 49) on 23 April 2025.

An attendance list was prepared, to which were appended shareholders' proxies and remote voting forms. The list was signed by all attendees before the start of the Annual Shareholders' Meeting, either in their own name and/or as proxy.

Nicolas Sainsart, representing Deloitte & Associés, and Hervé Tanguy, representing Compagnie Française de Contrôle et d'Expertise, the Statutory Auditors, were duly convened and present.

Alain Rauscher chaired the Annual Shareholders' Meeting (the "**Chairman**") in his capacity as Chairman of the Board and Chief Executive Officer. He declared the Annual Shareholders' Meeting open.

The Chairman appointed the Meeting officers. Mark Crosbie and Mélanie Biessy, the two shareholders present at the Annual Shareholders' Meeting and holding the largest number of votes, either in their own name and/or as proxy, were invited, and accepted, to act as scrutineers. LB Capital declined to act as scrutineer, as its legal representative, Alain Rauscher, was already a Meeting officer in his capacity as Chairman. Camille Mathieu was appointed as Secretary of the Annual Shareholders' Meeting by the Meeting officers.

The Chairman gave the floor to the Secretary, who noted, based on the provisional attendance list, that the shareholders present or represented, or voting remotely, together held, at the opening of the Annual Shareholders' Meeting, 95.60% of the shares carrying voting rights, i.e., more than one-quarter of the shares with voting rights making up the share capital,

and that, consequently, the Annual Shareholders' Meeting, duly constituted, could validly deliberate on all the resolutions submitted for its approval.

The Secretary noted that all the documents required by law had been sent to the shareholders and made available to them under the conditions and within the time limits stipulated by law, namely:

- a copy of the convening notice published in the *Bulletin des Annonces Légales Obligatoires* and, where relevant, the *Journal Spécial des Sociétés*
- a copy of the convening notice sent to the registered shareholders
- a copy of the convening notice sent to the Statutory Auditors (together with return receipts)
- remote or proxy voting forms for the shareholders
- the Company's 2024 Universal Registration Document (which includes the management and corporate governance reports drawn up by the Board of Directors)
- the statutory and consolidated financial statements for the financial year ended 31 December 2024
- the Board of Directors' reports on the resolutions submitted to the Annual Shareholders' Meeting
- the various Statutory Auditors' reports to the Annual Shareholders' Meeting
- the resolutions submitted to the vote of the Annual Shareholders' Meeting
- the Company's Articles of Association.

After proposing to the shareholders present that he be excused from reading the various reports to the Annual Shareholders' Meeting, the Chairman reminded the shareholders that the agenda on which the Annual Shareholders' Meeting was called to deliberate was as follows:

#### **Resolutions submitted to the Ordinary Shareholders' Meeting**

1. Approval of the statutory financial statements for the financial year ended 31 December 2024
2. Approval of the consolidated financial statements for the financial year ended 31 December 2024
3. Allocation of 2024 net income and distribution of €0.71 per share by distribution of distributable income
4. Acknowledgement of the Statutory Auditors' special report prepared in accordance with Article L. 225-40 of the French Commercial Code
5. Appointment of Deloitte & Associés as Statutory Auditor responsible for certifying sustainability information
6. Re-appointment of Lynne Shamwana as a Director
7. Re-appointment of Dagmar Valcarcel as a Director

8. Approval of the information relating to the compensation of corporate officers for the financial year ended 31 December 2024, in accordance with Article L. 22-10-34-I of the French Commercial Code
9. Approval of the compensation paid or awarded to Alain Rauscher, Chairman of the Board and Chief Executive Officer, for the financial year ended 31 December 2024
10. Approval of the 2025 compensation policy for Directors, in accordance with Article L. 22-10-8 II of the French Commercial Code
11. Approval of the 2025 compensation policy for the Chairman of the Board and Chief Executive Officer, in accordance with Article L. 22-10-8 II of the French Commercial Code
12. Authorisation for the Board of Directors to buy back Company shares, in accordance with Article L. 22-10-62 of the French Commercial Code

#### **Resolutions submitted to the Extraordinary Shareholders' Meeting**

13. Authorisation for the Board of Directors to reduce the share capital by cancelling shares, in accordance with Article L. 22-10-62 of the French Commercial Code
14. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities, with pre-emptive subscription rights
15. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities, with waiver of pre-emptive subscription rights, by way of a public offering (other than those referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code)
16. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities, with waiver of pre-emptive subscription rights, for qualified investors or a restricted circle of investors, by way of a public offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code
17. Delegation of competence to the Board of Directors, in the event of the issue of shares and/or securities, with waiver of pre-emptive subscription rights, to set the issue price within the limit of 10% of the share capital
18. Delegation of authority to the Board of Directors to increase the amount of issues, with or without pre-emptive subscription rights, in the event of excess demand
19. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the Company's share capital, in the event of a tender offer with an exchange component initiated by the Company
20. Delegation of competence to the Board of Directors to decide to issue ordinary Company shares and/or securities giving access to the Company's share capital, as consideration for contributions in kind in the form of equity securities or securities giving access to the share capital of other companies, except for securities tendered to a public exchange offer, with waiver of pre-emptive subscription rights in favour of the holders of the equity securities or securities tendered
21. Delegation of authority to the Board of Directors to increase the share capital by capitalising premiums, reserves, profits or other items

22. Delegation of authority to the Board of Directors to increase the share capital by issuing shares of the Company, with waiver of pre-emptive subscription rights, reserved for members of an Employee Share Purchase Plan
23. Delegation of authority to the Board of Directors to increase the share capital by issuing shares of the Company, with waiver of pre-emptive subscription rights, reserved for categories of beneficiaries consisting of employees of Antin Group companies
24. Delegation of authority to the Board of Directors to decide the issue of shares and/or securities, without pre-emptive subscription rights, for the benefit of one or more persons designated by name
25. Overall ceilings for issues of shares and/or securities
26. Alignment of Article 17 of the Articles of Association "Convening and meetings of the Board of Directors", with the law of 13 June 2024 aimed at boosting business financing and the attractiveness of France (*loi Attractivité*)

### **Resolution submitted to the Ordinary Shareholders' Meeting**

27. Powers for formalities

Before moving on to the vote on the resolutions, the Antin team commented on the following presentations:

- the Chairman presented a summary of the key highlights from 2024, with a particular focus on the fundraising and investment activity;
- Félix Héon, Sustainability Director, then presented Antin's responsible investment views;
- Patrice Schuetz, Chief Financial Officer, outlined the key elements of Antin's financial performance in 2024;
- Mélanie Biessy provided an overview of the shareholding structure, the governance framework and corporate officer compensation;
- the statutory auditors delivered a summary of their reports.

Following these presentations, the Chairman stated that, to the best of the Company's knowledge, no written questions had been received to date. Consequently, he proposed moving on to the Q&A portion of the Annual Shareholders' Meeting and taking questions from the shareholders present. The debate was therefore opened.

The first question concerned the Chairman's perception of the market in terms of fundraising dynamics and transaction activity. Alain Rauscher pointed out that fundraising initiatives remain complex, stating that a combination of factors (market uncertainty, inflationary pressures, interest rate movements) have triggered a slowdown in asset disposals, which has in turn affected the momentum of reinvestment in new funds. He did however indicate that he saw signs of an upturn in transaction activity.

In response to the next question on opening up Antin to retail investors, the Chairman said that this was not currently part of Antin's strategy.

The Chairman and Mélanie Biessy then commented on the share placement announced on 17 January 2025, which resulted in an increase in Antin's free float. Mélanie Biessy pointed out that a Shareholders' Agreement relating to Antin, which has been in force since the IPO,

provides for restrictions on the transfer of Antin shares held by the parties to the agreement, as well as for specific liquidity windows. The initial liquidity window, covering a maximum of 25% of the shares held by parties to the agreement, has been open since 27 September 2024. Some of the parties to the agreement used this window to sell a total of 4.55 million shares or around 2.5% of the share capital, i.e., less than the maximum authorised by the agreement. The Chairman also pointed out that two of Antin's Managing Partners increased their stake in Antin by acquiring around 2.3 million shares.

A further question was asked about whether Antin had any interest in acquiring other asset management companies. Alain Rauscher confirmed that the teams are carrying out a systematic review of assets that may be of interest to Antin. For the time being, infrastructure remains Antin's main field of expertise, as reflected in its three investment strategies: Flagship, Mid Cap and NextGen.

There then followed a discussion on Antin's share performance and its valuation. Alain Rauscher outlined the factors considered by investors, some of which are internal (such as the lumpy nature of Antin's growth profile) and others external to Antin, including changes in the valuations of listed private equity companies since 2021.

One shareholder subsequently asked the Chairman about the amount of carried interest allocated to the listed company. Alain Rauscher presented Antin's carried interest policy, explaining in particular that Antin has drawn up a rule for taking a 20% participation in carry vehicles for the listed company.

In response to a question on the growth trajectory of infrastructure fund sizes, Alain Rauscher presented an overview of the largest funds in the sector and the mechanisms leading to their expansion over time. He did so by using fibre optic platforms as an example.

One shareholder expressed interest in the Proxima project, highlighting the barriers faced by new entrants to the French rail industry in the past. The shareholder enquired about the progress of orders and the soundness of the project. Alain Rauscher pointed out that Proxima is not intended to compete with the SNCF, but to round out the overall offering in certain areas, notably the TGV Atlantique high-speed train services in France. He specifically mentioned that discussions with Alstom are progressing well and also emphasised the importance of the partnerships built around this project.

Lastly, a shareholder asked Patrice Schuetz and Alain Rauscher about former's departure and the possibility of investing in sleeper trains. They responded to these questions respectively by citing a personal choice linked to a new professional opportunity, and by explaining that sleeper trains are not currently an investment option for Antin.

There being no further comments or questions, the Chairman thanked the shareholders for their questions, bringing the debate to an end.

The Secretary noted, based on the final attendance list certified as accurate by the Meeting officers, that the 411 shareholders present and represented, or voting remotely, together held 170,827,695 shares carrying 313,587,577 voting rights, out of the 178,676,259 shares with voting rights at the date of the Annual Shareholders' Meeting, i.e., 95.61% of the share capital. She indicated that the quorum required for the both the resolutions submitted to the Ordinary Shareholders' Meeting and the resolutions submitted to the Extraordinary Shareholders' Meeting was met.

The Secretary then proposed moving on to the voting portion of the Annual Shareholders' Meeting, with the following resolutions to be put to the vote after a description of the main points of each is given to the Annual Shareholders' Meeting and any shareholders wishing to comment thereon have the opportunity to do so.

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**FIRST RESOLUTION (APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' report on the statutory financial statements, approves the statutory financial statements for the financial year ended 31 December 2024, as presented by the Board of Directors, as well as the transactions reflected in those financial statements or described in those reports, showing net income of €131,730,323.84.

It notes that the statutory financial statements for the financial year ended 31 December 2024 do not show any non-deductible expenses or charges as referred to in Article 39-4 of the French Tax Code.

**This resolution, put to the vote, was adopted by more than 99.99%.**

VOTE FOR:	313,566,490
VOTE AGAINST:	952
ABSTENTION:	20,135

**SECOND RESOLUTION (APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements for the financial year ended 31 December 2024, as presented by the Board of Directors, as well as the transactions reflected in those financial statements or described in those reports, showing net income of €132,058,627.

**This resolution, put to the vote, was adopted by more than 99.99%.**

VOTE FOR:	313,565,181
VOTE AGAINST:	2,352
ABSTENTION:	20,044

**THIRD RESOLUTION (ALLOCATION OF 2024 NET INCOME AND DISTRIBUTION OF €0.71 PER SHARE BY DISTRIBUTION OF DISTRIBUTABLE INCOME)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' report on the statutory financial statements:

1. notes that net income for the financial year ended 31 December 2024 amounts to €131,730,323.84
2. notes that the legal reserve equals more than 10% of the share capital
3. notes that distributable income for the financial year ended 31 December 2024 amounts to €136,370,785.15, comprising:
  - net income for the financial year ended 31 December 2024: €131,730,323.84
  - retained earnings as of 31 December 2024: €4,640,461.31
4. resolves, on the recommendation of the Board of Directors, to pay the shareholders as a dividend an amount of €0.71 per share, representing a total pay-out of €127,227,234.48 based on the 179,193,288 shares comprising the Company's share capital as of 31 December 2024, the remaining amount being allocated to "Retained earnings", as follows:

Distributable income	€136,370,785.15
For a total distribution amount of	€127,227,234.48, corresponding to a total distribution of €0.71 per share, based on 179,193,288 shares
Given the interim amount paid on 14 November 2024, deducted in full from distributable income of	€60,925,717.92 corresponding to a distribution of €0.34 per share, based on 179,193,288 shares
The remaining distribution amounts to	€66,301,516.56, deducted from distributable income and corresponding to a total additional distribution of €0.37 per share, based on 179,193,288 shares
The balance of the distributable income not distributed being allocated to "Retained earnings"	

Individuals who are tax resident in France for French tax purposes are subject to a single flat-rate tax at the rate of 12.80% on this distribution, unless they expressly and irrevocably opt to have said income taxed at the progressive income tax rate. In such case, the distribution will be eligible for the 40% tax reduction provided for in Article 158-3-2° of the French Tax Code. The distribution is also subject to social contributions at the rate of 17.20%.

The total amount of the above distribution is calculated based on the total number of shares outstanding as of 31 December 2024, i.e., 179,193,288 shares. In the event of a change in the number of shares carrying distribution rights as compared with the number of shares comprising the share capital as of 31 December 2024, the overall amount of the distribution will be adjusted accordingly.

In accordance with Article L. 225-210 of the French Commercial Code, the Shareholders' Meeting resolves that the amount corresponding to treasury shares held on the distribution payment will reduce the overall amount of the distribution and will be allocated to "Retained earnings".

In light of the interim payment for 2024 on 14 November 2024 in the amount of €0.34 per share, in accordance with the Board of Directors' decision of 10 September 2024, the Shareholders'

Meeting resolves that the remaining distribution of €0.37 per share will be paid in cash on 18 June 2025 (ex-dividend date: 16 June 2025).

The Shareholders' Meeting grants the Board of Directors, with the right to sub-delegate to the Chairman of the Board and Chief Executive Officer, full powers to implement this decision and, in particular, to place on record, where applicable, the overall amount actually distributed and, consequently, the amount of the balance of distributable income to be allocated to "Retained earnings".

In accordance with Article 243 bis of the French Tax Code, it should be noted that, as the Company was incorporated in 2021, no amounts were distributed in respect of 2019 or 2020. Since the Company's IPO, the following distributions have been made:

<b>In respect of</b>	<b>2021</b> (for the period from 23 Sept. 2021 to 31 Dec. 2021)	<b>2022</b>	<b>2023</b>
Number of shares	174,562,444	174,562,444	179,193,288
Amount distributed per share	€0.11 per share	€0.42 per share	€0.71 per share
Amount distributed per share eligible for the 40% tax reduction provided for in Article 158-3-2° of the French Tax Code	€0.078464 per share	€0.3280992334 per share	€0.71 per share
Amount distributed per share not eligible for the 40% tax reduction provided for in Article 158-3-2° of the French Tax Code	€0.031536 per share	€0.0919007666 per share	
Total amount distributed <sup>(1)</sup>	€19,201,868.84 <sup>(2)</sup>	€73,316,226.48 <sup>(3)</sup>	€127,227,234.48

(1) Including the amount of the distribution corresponding to treasury shares and not effectively distributed.

(2) Of which €13,696,867.66 deducted from net income for the year and €5,505,001.18 deducted from the "Share premium" (issuance premium sub-account resulting from the IPO) and constituting a non-taxable return of capital as provided for in Article 112-1° of the French Tax Code.

(3) Of which €16,042,422.43 deducted from the "Share premium" (issuance premium sub-account resulting from the IPO) and constituting a non-taxable return of capital as provided for in Article 112-1° of the French Tax Code.

**This resolution, put to the vote, was adopted by 99.98%.**

VOTE FOR:	313,511,598
VOTE AGAINST:	75,663
ABSTENTION:	316

#### **FOURTH RESOLUTION (ACKNOWLEDGEMENT OF THE STATUTORY AUDITORS' SPECIAL REPORT PREPARED IN ACCORDANCE WITH ARTICLE L. 225-40 OF THE FRENCH COMMERCIAL CODE)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Statutory Auditors' report on regulated

agreements referred to in Article L. 225-38 of the French Commercial Code, acknowledges said report, which does not mention any regulated agreements.

**This resolution, put to the vote, was adopted by more than 99.99%.**

VOTE FOR: 313,580,392  
VOTE AGAINST: 598  
ABSTENTION: 6,587

**FIFTH RESOLUTION (APPOINTMENT OF DELOITTE & ASSOCIÉS AS STATUTORY AUDITOR RESPONSIBLE FOR CERTIFYING SUSTAINABILITY INFORMATION)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, resolves, in accordance with Articles L. 821-40 et seq. of the French Commercial Code, to appoint Deloitte & Associés as Statutory Auditor responsible for certifying sustainability information.

Notwithstanding the provisions of Article L. 821-44 of the French Commercial Code and in accordance with Article 38 of Order no. 2023-1142 of 6 December 2023 on the publication and certification of sustainability information and the environmental, social and corporate governance obligations of commercial companies, Deloitte & Associés will be appointed for the remaining term of its engagement as Statutory Auditor, expiring at the end of the Ordinary Shareholders' Meeting called in 2027 to approve the financial statements for the year ending 31 December 2026.

However, this appointment will be without cause and without effect if the Company is no longer required, under the applicable regulation, to publish sustainability information for the 2025 financial year.

**This resolution, put to the vote, was adopted by more than 99.99%.**

VOTE FOR: 313,576,073  
VOTE AGAINST: 5,985  
ABSTENTION: 5,519

**SIXTH RESOLUTION (RE-APPOINTMENT OF LYNNE SHAMWANA AS A DIRECTOR)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, and noting that the term of office as Director of Lynne Shamwana has expired, resolves to re-appoint her for a term of three years, expiring at the end of the Shareholders' Meeting called to approve the financial statements for the financial year ending 31 December 2027.

**This resolution, put to the vote, was adopted by 99.97%.**

VOTE FOR: 313,484,005  
VOTE AGAINST: 100,804  
ABSTENTION: 2,768

#### **SEVENTH RESOLUTION (RE-APPOINTMENT OF DAGMAR VALCARCEL AS A DIRECTOR)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, and noting that the term of office as Director of Dagmar Valcarcel has expired, resolves to re-appoint her for a term of three years, expiring at the end of the Shareholders' Meeting called to approve the financial statements for the financial year ending 31 December 2027.

**This resolution, put to the vote, was adopted by 99.57%.**

VOTE FOR:	312,230,691
VOTE AGAINST:	1,355,005
ABSTENTION:	1,881

#### **EIGHTH RESOLUTION (APPROVAL OF THE INFORMATION RELATING TO THE COMPENSATION OF CORPORATE OFFICERS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024, IN ACCORDANCE WITH ARTICLE L. 22-10-34-I OF THE FRENCH COMMERCIAL CODE)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report, approves, in accordance with Article L. 22-10-34-I of the French Commercial Code, the information relating to the compensation of corporate officers referred to in Article L. 22-10-9 of the French Commercial Code, as presented in the Board of Directors' corporate governance report referred to in Article L. 225-37 of the French Commercial Code and set out in the Company's 2024 Universal Registration Document in Section 2.3.1 "Compensation of corporate officers for 2024".

**This resolution, put to the vote, was adopted by 99.96%.**

VOTE FOR:	313,459,797
VOTE AGAINST:	119,682
ABSTENTION:	8,098

#### **NINTH RESOLUTION (APPROVAL OF THE COMPENSATION PAID OR AWARDED TO ALAIN RAUSCHER, CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER, FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report, approves, in accordance with Article L. 22-10-34-II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded to Alain Rauscher, Chairman of the Board and Chief Executive Officer, for the financial year ended 31 December 2024, as described in Section 2.3.1.3, paragraph "Summary table of the components of compensation for Alain Rauscher, Chairman of the Board and Chief Executive Officer, to be submitted for approval at the Annual Shareholders' Meeting to be held on 11 June 2025" of the Company's 2024 Universal Registration Document.

**This resolution, put to the vote, was adopted by 99.83%.**

VOTE FOR: 313,055,486

VOTE AGAINST: 527,259

ABSTENTION: 4,832

**TENTH RESOLUTION (APPROVAL OF THE 2025 COMPENSATION POLICY FOR DIRECTORS, IN ACCORDANCE WITH ARTICLE L. 22-10-8-II OF THE FRENCH COMMERCIAL CODE)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report, approves, in accordance with Articles L. 22-10-8-II and R. 22-10-14 of the French Commercial Code, the 2025 compensation policy for Directors, as described in Sections 2.3.2.1 "General principles applicable to the compensation of corporate officers" and 2.3.2.3 "Compensation policy for Independent Directors" of the Company's 2024 Universal Registration Document.

**This resolution, put to the vote, was adopted by 99.97%.**

VOTE FOR: 317,497,119

VOTE AGAINST: 82,360

ABSTENTION: 8,098

**ELEVENTH RESOLUTION (APPROVAL OF THE 2025 COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER, IN ACCORDANCE WITH ARTICLE L. 22-10-8-II OF THE FRENCH COMMERCIAL CODE)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report, approves, in accordance with Articles L. 22-10-8-II and R. 22-10-14 of the French Commercial Code, the 2025 compensation policy for the Chairman of the Board and Chief Executive Officer, as described in Sections 2.3.2.1 "General principles applicable to the compensation of corporate officers" and 2.3.2.2 "Compensation policy for the Chairman of the Board and Chief Executive Officer" of the Company's 2024 Universal Registration Document.

**This resolution, put to the vote, was adopted by 99.80%.**

VOTE FOR: 312,795,514

VOTE AGAINST: 637,125

ABSTENTION: 154,938

## **TWELFTH RESOLUTION (AUTHORISATION FOR THE BOARD OF DIRECTORS TO BUY BACK COMPANY SHARES, IN ACCORDANCE WITH ARTICLE L. 22-10-62 OF THE FRENCH COMMERCIAL CODE)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report:

- **authorises** the Board of Directors, with the right to sub-delegate under the conditions provided for by law, for a period of 18 months as from the date of the Meeting, to buy back, directly or indirectly, Company shares, under the conditions provided for in Articles L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 to 241-5 of the AMF General Regulations and Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse
- **resolves** that the shares may be purchased, sold or transferred, by any means, on one or more occasions, notably on regulated markets, multilateral trading systems, using systematic internalisers or over-the-counter, including by way of block purchases or sales or public offers, using options or derivatives or any other method, under the conditions provided for by the French financial markets authority and in compliance with the applicable regulations, whether directly or indirectly through an investment services provider
- **resolves** that the authorisation may be used:
  - to ensure the liquidity of the Company's shares through a liquidity agreement with an investment services provider, acting independently, in accordance with market practices permitted by the AMF
  - to meet obligations related to stock option plans, free share plans, employee savings plans or other share allocations to employees and corporate officers of the Company or of related companies, and to carry out any related hedging transactions under the conditions of and in accordance with the provisions of the applicable laws and regulations
  - to deliver shares on the exercise of rights attached to securities giving access to the share capital, and to carry out any related hedging transactions under the conditions and in accordance with the provisions of the applicable laws and regulations
  - to purchase and retain shares for subsequent delivery in payment or exchange for external growth transactions, mergers, spin-offs or asset contributions
  - to cancel all or a portion of the shares bought back, subject to the adoption of the thirteenth resolution hereafter, and, if so, under the terms set forth therein, or
  - more generally, to carry out transactions for any purpose that may be authorised by law or any market practice that may be permitted by the French financial markets authority, it being specified that, in such a case, the Company would inform its shareholders by way of a press release
- **resolves** to set the maximum per-share buyback price (excluding expenses and commissions) at €24 per share, with an overall limit of €430,063,872 (corresponding to a maximum of 17,919,328 shares based on the maximum price of €24 per share), it being specified that said buyback price will be adjusted as necessary to take into account any corporate actions (in particular in the event of capitalisation of reserves and the allocation of free shares, or a stock split or reverse stock split) during the period of validity of this authorisation

- **resolves** that the maximum number of shares that may be bought back under this resolution may not exceed 10% of the total number of shares comprising the share capital at any time, said percentage being applied to a share capital figure adjusted to take into account any transactions affecting the share capital after this Meeting, it being specified that (i) when the shares are purchased in order to ensure the liquidity of the Company's shares, the number of shares taken into account for the calculation of said limit corresponds to the number of shares purchased, less the number of shares resold during the term of the authorisation, and (ii) when the shares are purchased with a view to being retained for subsequent delivery in payment or exchange for external growth transactions, mergers, spin-offs or asset contributions, the number of shares purchased may not exceed 5% of the total number of shares
- **gives full powers** to the Board of Directors, with the right to sub-delegate under the conditions provided for by law, to implement this authorisation, in particular to (i) determine the appropriateness of launching a share buyback programme and determine the terms and conditions thereof, (ii) place all stock market orders, (iii) sign all deeds of sale or transfer, (iv) enter into any agreements, liquidity agreements or option contracts, (v) make any declarations to the AMF and any other body, (vi) carry out any necessary formalities, in particular to allocate or re-allocate the shares bought back to the programme objectives, and, in general, (vii) do all that is necessary, it being specified, however, that this authorisation may not be implemented by the Board of Directors during a tender offer for the Company's shares
- **notes that** the Board of Directors must inform the Ordinary Shareholders' Meeting, in accordance with the applicable laws, of the transactions carried out under this authorisation
- **resolves** that with immediate effect, this authorisation supersedes the unused portion of the authorisation to buy back the Company's shares granted in the fourteenth resolution of the Annual Shareholders' Meeting of 13 June 2024.

**This resolution, put to the vote, was adopted by more than 99.99%.**

VOTE FOR:	313,577,125
VOTE AGAINST:	1,000
ABSTENTION:	9,452

**THIRTEENTH RESOLUTION (AUTHORISATION FOR THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELLING SHARES, IN ACCORDANCE WITH ARTICLE L. 22-10-62 OF THE FRENCH COMMERCIAL CODE)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

- **authorises** the Board of Directors, for a period of 18 months as from the date of this Meeting, to cancel, on one or more occasions, up to a maximum of 10% of the share capital per 24-month period, all or a portion of the shares purchased by the Company and to reduce the share capital for an equivalent amount, in the proportions and at the times of its choosing, it being specified that said limit will apply to a share capital figure adjusted to take into account any transactions affecting the share capital after this Meeting

- **resolves** that any excess of the purchase price of the shares over their nominal value will be charged to the share premium, merger or contribution accounts or to any available reserve account, including the legal reserve, provided that the latter does not fall below 10% of the Company's share capital after the capital reduction has been completed
- **grants full powers** to the Board of Directors, with the right to sub-delegate under the conditions provided for by law, to carry out all acts, formalities or declarations with a view to completing the share capital reductions carried out pursuant to this authorisation and to amend the Company's Articles of Association accordingly
- **resolves** that with immediate effect, this authorisation supersedes the unused portion of the authorisation to cancel the Company's shares granted in the fifteenth resolution of the Annual Shareholders' Meeting of 13 June 2024.

**This resolution, put to the vote, was adopted by more than 99.99%.**

VOTE FOR:	313,582,466
VOTE AGAINST:	885
ABSTENTION:	4,226

**FOURTEENTH RESOLUTION (DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES AND/OR SECURITIES, WITH PRE-EMPTIVE SUBSCRIPTION RIGHTS)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, and, specifically, Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92 and L. 228-93 and Article L. 22-10-49, and having noted that the share capital is fully paid-up:

- **delegates** to the Board of Directors, with the right in turn to delegate or sub-delegate under the conditions provided for by law, its authority to decide, in the proportions and at the times of its choosing, to carry out one or more share capital increases by issuing, in France or abroad, (i) ordinary Company shares, (ii) securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company giving access to other equity securities of the Company and/or rights to debt securities of the Company, (iii) securities representing debt securities, whether governed or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, giving access or likely to give access to equity securities to be issued by the Company, with such securities also, where applicable, giving access to existing equity securities and/or debt securities of the Company, (iv) securities, which are equity securities of the Company, giving access to new or existing equity securities and/or debt securities of companies, of which the Company holds directly or indirectly, at the time of the issue, more than half of the share capital, with such securities also, where applicable, giving access to existing equity securities and/or debt securities of the Company and (v) securities giving access to the share capital of any company that directly or indirectly owns more than half of the share capital of the Company. The aforementioned securities may be issued in euros, in a foreign currency or in any other monetary unit established with reference to a basket of currencies, at the discretion of the Board of Directors, and may be paid up in cash, including by offsetting receivables

- **delegates** to the Board of Directors, with the right in turn to delegate or sub-delegate under the conditions provided for by law, its authority to decide to issue securities giving access to the share capital of any company that directly or indirectly owns more than half of the share capital of the Company or in which the Company directly or indirectly owns more than half of the share capital
- **resolves** that the maximum nominal amount of the share capital increases that may be carried out, immediately and/or in the future, pursuant to this resolution, is set at €895,966 (or the equivalent of said amount if issued in a foreign currency), it being specified that:
  - the maximum nominal amount of the share capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation, will be deducted from the overall ceiling provided for in the 25<sup>th</sup> resolution hereafter, or, where applicable, from the overall ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation
- said ceiling will be increased, where applicable, by the nominal value of any shares that may be issued to preserve the rights of holders of securities and other rights giving access to the share capital, in accordance with the law and, as the case may be, any contractual provisions
- **resolves** to set the maximum nominal amount of debt securities that may be issued pursuant to this delegation at €750,000,000 (or the equivalent of said amount if issued in a foreign currency), it being specified that said amount will be deducted from the overall ceiling for the issue of debt securities provided for in the 25<sup>th</sup> resolution hereafter or, where applicable, from the overall ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation
- **resolves** that the shareholders may exercise, in accordance with the applicable laws and regulations, their pre-emptive subscription rights in respect of the ordinary shares and securities issued pursuant to this resolution
- **resolves** that the Board of Directors may grant shareholders the right to subscribe for excess shares, in proportion to their rights and within the limit of their requests
- **resolves** that if subscriptions as of right and, where applicable, subscriptions for excess shares, do not cover the entire amount of the issue of shares and/or securities and/or debt securities, the Board of Directors may take one or more of the following courses of action, in the order of its choosing:
  - limit the issue to the amount of subscriptions received, provided that at least three-quarters of the amount of the issue initially decided by the Board of Directors is taken up
  - freely allocate all or part of the securities not taken up by subscriptions as of right and, where applicable, subscriptions for excess shares
  - offer all or part of the unsubscribed securities to the public
- **resolves** that issues of the Company's share subscription warrants may be carried out by cash subscription, as well as through free allocations to holders of existing shares
- **resolves** that, in the event of free allocations of subscription warrants, the Board of Directors will have the power to decide that rights to fractional securities will not be negotiable and that the corresponding securities will be sold

- **notes**, as necessary, that this delegation automatically entails an express waiver by the shareholders, in favour of the holders of the securities issued pursuant to this delegation, of their pre-emptive subscription rights in respect of the shares to which said securities will give access
- **resolves** that the Board of Directors will have full powers, with the right to delegate or sub-delegate under the conditions provided for by law, to implement this delegation, in particular to (i) determine the dates and methods of the issues, as well as the form and characteristics of the securities to be issued, (ii) set the prices and terms and conditions of the issues, (iii) set the amounts to be issued, (iv) set the method by which the securities to be issued will be paid up, (v) set the cum rights date, which may be retroactive, of the securities to be issued and, where applicable, the terms and conditions of their redemption, (vi) suspend, where applicable, the exercise of any rights to Company shares carried by securities in accordance with the applicable regulations, (vii) make any adjustments required to take into account any transactions on the Company's share capital, (viii) set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the Company's share capital in the future will be preserved, (ix) deduct, where applicable, any amounts from the share premium(s), in particular in order to bring the legal reserve to one-tenth of the new share capital after each issue, together with any costs arising on the issues, and (x) in general, take all necessary measures, enter into any agreements to ensure the successful completion of the planned issues and complete all formalities and filings for the issue, listing and financial servicing of the shares and securities issued pursuant to this delegation, and for the exercise of the associated rights
- **resolves** that in the event of the issue of debt securities, the Board of Directors will have full powers, in particular, to (i) decide whether said securities are subordinated or unsubordinated, (ii) set their interest rate, term, fixed or variable redemption price (with or without premium) and repayment terms according to market conditions and (iii) determine the conditions under which the securities will give the right to new shares in the Company
- **resolves** that the Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation as from the filing of a tender offer for the Company's securities by a third party, until the end of the offer period
- **resolves** that the Board of Directors will have full powers to place on record the completion of the share capital increases and amend the Articles of Association accordingly
- **notes** that, if the Board of Directors decides to use this delegation, it will report to shareholders thereon at the next Ordinary Shareholders' Meeting, in accordance with the applicable laws and regulations
- **resolves** that this delegation is granted for a period of 26 months as from the date of this Meeting and supersedes, with immediate effect, the unused portion of the delegation granted in the fifteenth resolution of the Annual Shareholders' Meeting of 6 June 2023.

**This resolution, put to the vote, was adopted by 99.88%.**

VOTE FOR:	313,202,905
VOTE AGAINST:	379,546
ABSTENTION:	5,126

**FIFTEENTH RESOLUTION (DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES AND/OR SECURITIES, WITH WAIVER OF PRE-EMPTIVE SUBSCRIPTION RIGHTS, BY WAY OF A PUBLIC OFFERING (OTHER THAN THOSE REFERRED TO IN PARAGRAPH 1 OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE))**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, and, specifically, Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91 *et seq.* and L. 22-10-49 *et seq.*:

- **delegates** to the Board of Directors, with the right in turn to delegate or sub-delegate under the conditions provided for by law, its authority to decide, by way of a public offering other than those referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, to issue, on one or more occasions, in the proportions and at the times of its choosing, in France or abroad, (i) ordinary Company shares, (ii) securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company giving access to other equity securities of the Company and/or rights to debt securities of the Company, (iii) securities representing debt securities, whether governed or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, giving access or likely to give access to equity securities to be issued by the Company, with such securities also, where applicable, giving access to existing equity securities and/or debt securities of the Company, (iv) securities, which are equity securities of the Company, giving access to new or existing equity securities and/or debt securities of companies, of which the Company holds directly or indirectly, at the time of the issue, more than half of the share capital, with such securities also, where applicable, giving access to existing equity securities and/or rights debt securities of the Company and (v) securities giving access to the share capital of any company that directly or indirectly owns more than half of the share capital of the Company. The aforementioned securities may be issued in euros, in a foreign currency or in any other monetary unit established with reference to a basket of currencies, at the discretion of the Board of Directors, and may be paid up in cash, including by offsetting receivables

- **delegates** to the Board of Directors, with the right in turn to delegate or sub-delegate under the conditions provided for by law, its authority to decide to issue securities giving access to the share capital of any company that directly or indirectly owns more than half of the share capital of the Company or in which the Company directly or indirectly owns more than half of the share capital

- **resolves** that the maximum nominal amount of the share capital increases that may be carried out, immediately and/or in the future, pursuant to this resolution, is set at €179,193 (or the equivalent of said amount if issued in a foreign currency), it being specified that:

- the maximum nominal amount of the share capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation, will be deducted (i) from the nominal ceiling of €179,193 set in the next resolution and (ii) from the overall ceiling provided for in the 25<sup>th</sup> resolution hereafter, or, where applicable, from the overall ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation

- said ceiling will be increased, where applicable, by the nominal value of any shares that may be issued to preserve the rights of holders of securities and other rights giving access

to the share capital, in accordance with the law and, as the case may be, any contractual provisions

- **resolves** to set the maximum nominal amount of debt securities that may be issued pursuant to this delegation at €750,000,000 (or the equivalent of said amount if issued in a foreign currency) it being specified that the total nominal amount of the debt securities issued pursuant to this delegation will be deducted from the overall ceiling for the issue of debt securities provided for in the 25<sup>th</sup> resolution, or, where applicable, from the overall ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation
- **resolves** that the issues resulting from this delegation will be made by way of public offerings (other than those referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code), it being specified that such offerings may be carried out in conjunction with offerings or public offerings referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, carried out pursuant to the next resolution
- **resolves** to waive the shareholders' pre-emptive subscription rights in respect of the ordinary shares and/or securities issued pursuant to this delegation, in accordance with applicable law, while leaving the Board of Directors the option to grant shareholders, for all or part of the issues, a priority right to subscribe to such shares or securities during a period and under terms and conditions to be set by the Board of Directors in accordance with the Article L. 22-10-51 of the French Commercial Code, it being specified that such priority right will not give rise to the creation of negotiable rights. The priority right may be exercised on both an as-of-right and excess subscription basis, in proportion to the number of shares held by each shareholder and within the limit of their requests
- **notes**, as necessary, that this delegation automatically entails an express waiver by the shareholders, in favour of the holders of the securities issued pursuant to this delegation, of their pre-emptive subscription rights in respect of the shares to which said securities will give access
- **resolves** that if subscriptions do not cover the entire issue, the Board of Directors may take one or more of the following courses of action, in the order of its choosing:
  - limit the issue to the amount of subscriptions received, provided that at least three-quarters of the issue initially decided is taken up
  - freely allocate all or part of the unsubscribed securities issued among the beneficiaries of its choice
- **resolves** that:
  - the issue price of the shares will be at least equal to the weighted average price of the Company's shares during the three trading days preceding the opening of the public offering, less a potential maximum discount of 10%, with said average being adjusted, where applicable, for any difference in the cum rights date
  - the issue price of the securities issued pursuant to this resolution, and the number of new shares to which each security may give the right, will be such that the amount received immediately by the Company, plus any amount that may subsequently be received by the Company, will, for each share issued as a result of the issue of said securities, be at least equal to the minimum issue price defined in the preceding sub-paragraph
- **resolves** that the Board of Directors will have full powers, with the right to delegate or sub-delegate under the conditions provided for by law, to implement this delegation, in particular

to (i) determine the dates and methods of the issues, as well as the form and characteristics of the securities to be issued, (ii) set the prices and terms and conditions of the issues, (iii) set the amounts to be issued, (iv) set the method by which the securities to be issued will be paid up, (v) set the cum rights date, which may be retroactive, of the securities to be issued and, where applicable, the terms and conditions of their redemption, (vi) suspend, where applicable, the exercise of any rights to Company shares carried by securities in accordance with the applicable regulations, (vii) make any adjustments required to take into account any transactions on the Company's share capital, (viii) set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the Company's share capital in the future will be preserved, (ix) deduct, where applicable, any amounts from the share premium(s), in particular in order to bring the legal reserve to one-tenth of the new share capital after each issue, together with any costs arising on the issues, and (x) in general, take all necessary measures, enter into any agreements to ensure the successful completion of the planned issues and complete all formalities and filings for the issue, listing and financial servicing of the shares and securities issued pursuant to this delegation, and for the exercise of the associated rights

- **resolves** that in the event of the issue of debt securities, the Board of Directors will have full powers, in particular, to (i) decide whether said securities are subordinated or unsubordinated, (ii) set their interest rate, term, fixed or variable redemption price (with or without premium) and repayment terms according to market conditions and (iii) determine the conditions under which the securities will give the right to new shares in the Company

- **resolves** that the Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation as from the filing of a tender offer for the Company's securities by a third party, until the end of the offer period

- **notes** that, if the Board of Directors decides to use this delegation, it will report to shareholders thereon at the next Ordinary Shareholders' Meeting, in accordance with the applicable laws and regulations

- **resolves** that the Board of Directors will have full powers to place on record the completion of the share capital increases and amend the Articles of Association accordingly

- **resolves** that this delegation is granted for a period of 26 months as from the date of this Meeting and supersedes, with immediate effect, the unused portion of the delegation granted in the sixteenth resolution of the Annual Shareholders' Meeting of 6 June 2023.

**This resolution, put to the vote, was adopted by 99.99%.**

VOTE FOR:	313,556,843
VOTE AGAINST:	27,074
ABSTENTION:	3,660

**SIXTEENTH RESOLUTION (DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES AND/OR SECURITIES, WITH WAIVER OF PRE-EMPTIVE SUBSCRIPTION RIGHTS, FOR QUALIFIED INVESTORS OR A RESTRICTED CIRCLE OF INVESTORS, BY WAY OF A PUBLIC OFFERING REFERRED TO IN PARAGRAPH 1 OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, and, specifically, Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91 *et seq.* and L. 22-10-49 *et seq.*, as well as paragraph 1 of Article 411-2 of the French Monetary and Financial Code:

- **delegates** to the Board of Directors, with the right in turn to delegate or sub-delegate under the conditions provided for by law, its authority to decide to issue, on one or more occasions, in the proportions and at the times of its choosing, in France or abroad, (i) ordinary Company shares, (ii) securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company giving access to other equity securities of the Company and/or rights to debt securities of the Company, (iii) securities representing debt securities, whether governed or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, giving access or likely to give access to equity securities to be issued by the Company, with such securities also, where applicable, giving access to existing equity securities and/or debt securities of the Company, (iv) securities, which are equity securities of the Company, giving access to new or existing equity securities and/or debt securities of companies, of which the Company holds directly or indirectly, at the time of the issue, more than half of the share capital, with such securities also, where applicable, giving access to existing equity securities and/or debt securities of the Company and (v) securities giving access to the share capital of any company that directly or indirectly owns more than half of the share capital of the Company. The aforementioned securities may be issued in euros, in a foreign currency or in any other monetary unit established with reference to a basket of currencies, at the discretion of the Board of Directors, and may be paid up in cash, including by offsetting receivables
- **delegates** to the Board of Directors, with the right in turn to delegate or sub-delegate under the conditions provided for by law, its authority to decide to issue securities giving access to the share capital of any company that directly or indirectly owns more than half of the share capital of the Company or in which the Company directly or indirectly owns more than half of the share capital
- **resolves** that the issues made pursuant to this resolution may be carried out by means of offerings to qualified investors or a restricted circle of investors within the meaning of paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code
- **resolves** that the issues resulting from this delegation will be made by way of public offerings referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, it being specified that such issues may be carried out in conjunction with offerings or public offerings carried out pursuant to the preceding resolution of this Meeting
- **resolves** 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, may not exceed €179,193 (or the equivalent on the issue date of said amount if issued in a foreign currency or in a unit of account established by reference to a basket of currencies), nor, in any event, the

limits provided for in the regulations applicable on the issue date, increased, where applicable, by the nominal amount of any shares that may be issued to preserve, in accordance with the law and, as the case may be, any contractual provisions, the rights of holders of securities giving access to the share capital and other rights giving access to the share capital

- **resolves**, in addition, that the nominal amount of the share capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation, will be deducted from (i) the nominal ceiling of €179,193 set in the preceding resolution of this Meeting and (ii) from the overall ceiling provided for in the 25<sup>th</sup> resolution hereafter, or, where applicable, from the overall ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation

- **resolves** to set the maximum nominal amount of debt securities that may be issued pursuant to this delegation at €750,000,000 (or the equivalent of said amount if issued in a foreign currency) it being specified that the total nominal amount of the debt securities issued pursuant to this delegation will be deducted from the overall ceiling for the issue of debt securities provided for in the 25<sup>th</sup> resolution hereafter, or, where applicable, from the overall ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation

- **resolves** to waive the shareholders' pre-emptive subscription rights in respect of the ordinary Company shares and/or securities and/or debt securities that may be issued pursuant to this delegation and applicable legislation

- **notes** that this delegation automatically entails an express waiver by the shareholders, in favour of the beneficiaries of the securities to be issued by the Board of Directors, of their pre-emptive subscription rights in respect of the shares to which said securities will give access

- **resolves** that if subscriptions do not cover the entire issue, the Board of Directors may take one or more of the following courses of action, in the order of its choosing:

- limit the issue to the amount of subscriptions received, provided that at least three-quarters of the issue initially decided is taken up
- freely allocate all or part of the unsubscribed securities issued among the beneficiaries of its choice

- **resolves** that:

- the issue price of the shares will be at least equal to the weighted average price of the Company's shares during the three trading days preceding the opening of the public offering, less a potential maximum discount of 10%, with said average being adjusted, where applicable, for any difference in the cum rights date
- the issue price of the securities issued pursuant to this resolution, and the number of new shares to which each security may give the right, will be such that the amount received immediately by the Company, plus any amount that may subsequently be received by the Company, will, for each share issued as a result of the issue of said securities, be at least equal to the minimum issue price defined in the preceding sub-paragraph

- **resolves** that the Board of Directors will have full powers, with the right to delegate or sub-delegate under the conditions provided for by law, to implement this delegation, in particular to (i) determine the dates and methods of the issues, as well as the form and characteristics of the securities to be issued, (ii) set the prices and terms and conditions of the issues, (iii) set the amounts to be issued, (iv) set the method by which the securities to be issued will be paid

up, (v) set the cum rights date, which may be retroactive, of the securities to be issued and, where applicable, the terms and conditions of their redemption, (vi) suspend, where applicable, the exercise of any rights to Company shares carried by securities in accordance with the applicable regulations, (vii) make any adjustments required to take into account any transactions on the Company's share capital, (viii) set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the Company's share capital in the future will be preserved, (ix) deduct, where applicable, any amounts from the share premium(s), in particular in order to bring the legal reserve to one-tenth of the new share capital after each issue, together with any costs arising on the issues, and (x) in general, take all necessary measures, enter into any agreements to ensure the successful completion of the planned issues and complete all formalities and filings for the issue, listing and financial servicing of the shares and securities issued pursuant to this delegation, and for the exercise of the associated rights

- **resolves** that in the event of the issue of debt securities, the Board of Directors will have full powers, in particular, to (i) decide whether said securities are subordinated or unsubordinated, (ii) set their interest rate, term, fixed or variable redemption price (with or without premium) and repayment terms according to market conditions and (iii) determine the conditions under which the securities will give the right to new shares in the Company
- **resolves** that the Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation as from the filing of a tender offer for the Company's securities by a third party, until the end of the offer period
- **notes** that, if the Board of Directors decides to use this delegation, it will report to shareholders thereon at the next Ordinary Shareholders' Meeting, in accordance with the applicable laws and regulations
- **resolves** that the Board of Directors will have full powers to place on record the completion of the share capital increases and amend the Articles of Association accordingly
- **resolves** that this delegation is granted for a period of 26 months as from the date of this Meeting and supersedes, with immediate effect, the unused portion of the delegation granted in the seventeenth resolution of the Annual Shareholders' Meeting of 6 June 2023.

**This resolution, put to the vote, was adopted by 99.98%.**

VOTE FOR:	313,511,398
VOTE AGAINST:	71,128
ABSTENTION:	5,051

**SEVENTEENTH RESOLUTION (DELEGATION OF COMPETENCE TO THE BOARD OF DIRECTORS, IN THE EVENT OF THE ISSUE OF SHARES AND/OR SECURITIES, WITH WAIVER OF PRE-EMPTIVE SUBSCRIPTION RIGHTS, TO SET THE ISSUE PRICE WITHIN THE LIMIT OF 10% OF THE SHARE CAPITAL)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provision of Articles L. 225-136 of the French Commercial Code:

- **delegates** to the Board of Directors, with the right to sub-delegate, for each of the issues decided pursuant to the delegations granted in the 15<sup>th</sup> and 16<sup>th</sup> resolutions above and within

the limit of 10% of the Company's share capital (as of the date of the issue) per 12-month period, its competence to set the issue price of the ordinary shares and/or securities giving access, immediately and/or in the future, to the share capital, as follows, notwithstanding the pricing conditions provided for in the aforementioned resolutions:

- the issue price of ordinary shares may not be lower, at the discretion of the Board of Directors, than (i) the volume-weighted average price of the Company's shares on the Euronext Paris regulated market during the last trading day preceding the determination of the issue price or (ii) the volume-weighted average price of the Company's shares on the Euronext Paris regulated market during the trading day on which the issue price is set or (iii) the volume-weighted average price of the Company's shares on the Euronext Paris regulated market during the three trading days preceding the determination of the issue price, in all three cases, less a potential maximum discount of 10%, it being recalled that the issue price may not in any event be less than the nominal value of a Company share on the issue date of the shares concerned
- the issue price of securities giving access to the share capital will be such that the amount received immediately by the Company, plus any amount that may subsequently be received by the Company, will, for each share issued as a result of the issue of said securities, be at least equal to the issue price defined in the preceding sub-paragraph
- **resolves** that the Board of Directors will have full powers to implement this delegation of competence under the terms provided for in the resolution under which the issue is decided
- **notes** that the Board of Directors will prepare an additional report, to be verified by the Statutory Auditors, describing the final terms and conditions of each issue and providing criteria for assessing the impact thereof on shareholders
- **resolves** that this delegation of competence is granted for a period of 26 months as from the date of this Meeting and supersedes, with immediate effect, the unused portion of the authorisation granted in the eighteenth resolution of the Annual Shareholders' Meeting of 6 June 2023.

**This resolution, put to the vote, was adopted by 99.97%.**

VOTE FOR:	313,480,430
VOTE AGAINST:	103,441
ABSTENTION:	3,706

#### **EIGHTEENTH RESOLUTION (DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE AMOUNT OF ISSUES, WITH OR WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS, IN THE EVENT OF EXCESS DEMAND)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, and, specifically, Articles L. 225-129, L. 225-129-2, L. 225-135-1, L. 228-91, L. 228-92 and L. 228-93:

- **delegates** to the Board of Directors, with the right to sub-delegate under the conditions provided for by law and the Company's Articles of Association, its authority to decide to increase the amount of any issues, with or without pre-emptive subscription rights, decided

pursuant to the 14<sup>th</sup> to 17<sup>th</sup> resolutions of this Meeting, under the conditions provided for in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code and within the legal and regulatory time frames and limits and market practices applicable on the issue date (as of the date hereof, within 30 days of the close of the subscription period, at the same price as that used for the initial issue and within the limit of 15% of the initial issue), subject to compliance with the ceiling(s) set in the resolution pursuant to which the issue is decided

- **resolves** that the nominal amount of the share capital increases decided pursuant to this resolution will be deducted from the overall ceiling provided for in the 25<sup>th</sup> resolution hereafter or, where applicable, from the overall ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation and that, in the event of the issue of debt securities, the total nominal amount of the debt securities issued pursuant to this delegation will be deducted from the overall ceiling for the issue of debt securities provided for in the 25<sup>th</sup> resolution hereafter, increased, where applicable, by the additional amount of any shares and/or securities that may be issued to preserve, in accordance with the law and, as the case may be, any contractual provisions, the rights of holders of securities giving access to the share capital and other rights giving access to the share capital
- **grants full powers** to the Board of Directors, with the right to sub-delegate under the conditions provided for by law and the Company's Articles of Association, to implement this delegation
- **notes** that, if the Board of Directors decides to use this delegation, it will report to shareholders thereon at the next Ordinary Shareholders' Meeting, in accordance with the applicable laws and regulations
- **resolves** that the Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation as from the filing of a tender offer for the Company's securities by a third party, until the end of the offer period
- **resolves** that this delegation is granted for a period of 26 months as from the date of this Meeting and supersedes, with immediate effect, the unused portion of the delegation granted in the nineteenth resolution of the Annual Shareholders' Meeting of 6 June 2023.

**This resolution, put to the vote, was adopted by 99.95%.**

VOTE FOR:	313,408,612
VOTE AGAINST:	170,848
ABSTENTION:	8,117

**NINETEENTH RESOLUTION (DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL, IN THE EVENT OF A TENDER OFFER WITH AN EXCHANGE COMPONENT INITIATED BY THE COMPANY)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, and, specifically, Articles L. 22-10-49, L. 22-10-54, L. 225-129 to L. 225-129-6, L. 228-91 and L. 228-92:

- **delegates** to the Board of Directors, with the right in turn to delegate or sub-delegate under the conditions provided for by law, its authority to decide, on one or more occasions, to issue ordinary Company shares and/or securities giving access by any means, immediately and/or in the future, to ordinary Company shares, as consideration for securities tendered to a tender offer with an exchange component initiated by the Company, in France or abroad, in accordance with local rules, on the securities of another company admitted to trading on one of the markets referred to in the abovementioned Article L. 22-10-54. The new shares will carry the same rights as existing shares, subject to their cum rights date
- **resolves** that the securities issued may consist of debt securities, be related to the issue of such securities or allow their issue as intermediate securities
- **resolves** to waive the shareholders' pre-emptive subscription rights in respect of the shares and securities that may be issued pursuant to this delegation and applicable legislation
- **notes**, as necessary, that this delegation automatically entails an express waiver by the shareholders, in favour of the holders of the securities issued pursuant to this delegation, of their pre-emptive subscription rights in respect of the shares to which said securities will give access
- **resolves** 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, may not exceed €179,193, increased, where applicable, by the additional amount of any shares that may be issued to preserve, in accordance with the law and, as the case may be, any contractual provisions, the rights of holders of securities giving access to the share capital
- **resolves**, in addition, that the nominal amount of the share capital increases that may be carried out, pursuant to this resolution, will be deducted from the overall ceiling provided for in the 25<sup>th</sup> resolution below or, where applicable, from the ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation
- **resolves** to set the maximum nominal amount of debt securities that may be issued pursuant to this delegation at €750,000,000 (or the equivalent of said amount if issued in a foreign currency) it being specified that the total nominal amount of the debt securities issued pursuant to this delegation will be deducted from the overall ceiling for the issue of debt securities provided for in the 25<sup>th</sup> resolution hereafter, or, where applicable, from the ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation
- **resolves** that the Board of Directors will have full powers, with the right to delegate or sub-delegate under the conditions provided for by law, to implement this delegation and, in particular, to:
  - determine the list of securities tendered to the exchange as well as the form and characteristics of the shares and/or securities giving access to the capital to be issued, with or without premium
  - set the terms and conditions of the issues, the exchange ratio and, where applicable, the amount of the balancing cash adjustment to be paid
  - determine the conditions of the issue in the event of a public exchange offer, an alternative purchase or exchange offer, a single offer proposing the purchase or exchange of selected securities in exchange for a payment in securities and cash, a public tender or exchange offer followed by a subsidiary exchange or tender offer, or any other form of tender offer that complies with applicable laws and regulations

- note the number of securities tendered to the exchange
  - set the cum rights date, which may be retroactive, of the shares and/or securities giving access to the share capital to be issued, the method by which they will be paid up and, where applicable, the terms and conditions for exercising rights to exchange, convert, redeem or otherwise allocate equity securities or securities giving access to the capital
  - record under liabilities on the balance sheet a “Contribution premium” account, over which all shareholders will have rights, representing the difference between the issue price of the new shares and their nominal value
  - make any adjustments required by the law and, as the case may be, any contractual provisions, to preserve the rights of holders of securities giving access to the Company's share capital
  - suspend, where applicable, the exercise of any rights attached to said securities for a maximum period of three months
- **resolves** that the Board of Directors may:
    - at its sole discretion and when it deems appropriate, deduct the costs, duties and fees incurred by the share capital increases carried out pursuant to this delegation from the amount of premiums in respect of the issues, and deduct from said premiums any amounts required to bring the legal reserve to one-tenth of the new share capital after each issue
    - take any decision with a view to the admission of the shares and securities issued to trading on the Euronext Paris regulated market and any other market on which the shares or securities giving access to the Company's share capital would then be listed, and, more generally
    - take all steps, enter into any agreements and carry out all formalities to ensure the successful completion of the planned issues and the resulting share capital increase, and amend the Articles of Association accordingly
  - **resolves** that the Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation as from the filing of a tender offer for the Company's securities by a third party, until the end of the offer period
  - **notes** that, if the Board of Directors decides to use this delegation, it will report to shareholders thereon at the next Ordinary Shareholders' Meeting, in accordance with the applicable laws and regulations
  - **resolves** that this delegation is granted for a period of 26 months as from the date of this Meeting and supersedes, with immediate effect, the unused portion of the delegation granted in the twentieth resolution of the Annual Shareholders' Meeting of 6 June 2023.

**This resolution, put to the vote, was adopted by 99.98%.**

VOTE FOR:	313,524,133
VOTE AGAINST:	55,039
ABSTENTION:	8,405

**TWENTIETH RESOLUTION (DELEGATION OF COMPETENCE TO THE BOARD OF DIRECTORS TO DECIDE TO ISSUE ORDINARY COMPANY SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL, AS CONSIDERATION FOR CONTRIBUTIONS IN KIND IN THE FORM OF EQUITY SECURITIES OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL OF OTHER COMPANIES, EXCEPT FOR SECURITIES TENDERED TO A PUBLIC EXCHANGE OFFER, WITH WAIVER OF PRE-EMPTIVE SUBSCRIPTION RIGHTS IN FAVOUR OF THE HOLDERS OF THE EQUITY SECURITIES OR SECURITIES TENDERED)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, and, specifically, Articles L. 225-147 and L. 22-10-53:

- **delegates** to the Board of Directors, with the right in turn to delegate or sub-delegate under the conditions provided for by law, the power to decide, based on the report of the contribution auditor(s), on one or more occasions, in the proportions and at the times of its choosing, to issue (i) ordinary Company shares, (ii) securities, whether governed or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company giving access to other equity securities of the Company and/or rights to debt securities of the Company, (iii) securities representing debt securities, whether governed or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, giving access or likely to give access to equity securities to be issued by the Company, with such securities also, where applicable, giving access to existing equity securities and/or debt securities of the Company, as consideration for contributions in kind to the Company in the form of equity securities or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable. The new shares will carry the same rights as existing shares, subject to their cum rights date
- **resolves** to waive, in favour of the holders of the equity securities or securities tendered, the shareholders' pre-emptive subscription rights in respect of the shares and/or securities issued pursuant to this delegation, and notes, as necessary, that this delegation automatically entails an express waiver by the shareholders, in favour of the holders of the securities issued pursuant to this delegation, of their pre-emptive subscription rights in respect of the shares to which said securities will give access
- **resolves** 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, may not exceed 10% of the Company's share capital (as of the issue date), increased, where applicable, by the nominal amount of any additional shares that may be issued to preserve, in accordance with the law and, as the case may be, any contractual provisions, the rights of holders of securities and other rights giving access to the share capital
- **resolves**, in addition, that the nominal amount of the share capital increases that may be carried out, pursuant to this resolution, will be deducted from the overall ceiling provided for in the 25<sup>th</sup> resolution below or, where applicable, from the ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation
- **resolves** to set the maximum nominal amount of debt securities that may be issued pursuant to this delegation at €750,000,000 (or the equivalent of said amount if issued in a foreign currency), it being specified that said amount will be deducted from the overall ceiling for the issue of debt securities provided for in the 25<sup>th</sup> resolution hereafter or, where applicable, from

the overall ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation

- **notes** that the Board of Directors has full powers, with the right to delegate or sub-delegate under the conditions provided for by law, to (i) approve the value of the contributions, (ii) decide to carry out and then place on record the completion of the share capital increase as consideration for the contribution, (iii) deduct from the "Contribution premium", where applicable, all the costs and duties incurred by the share capital increases and, if deemed necessary, any amounts required to fund the legal reserve, (iv) amend the Articles of Association accordingly, (v) take any decision with a view to the admission of the shares and securities issued to trading on the Euronext Paris regulated market and any other market on which the shares or securities giving access to the Company's share capital would then be listed, and, more generally, (vi) do all that is necessary

- **resolves** that the Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation as from the filing of a tender offer for the Company's securities by a third party, until the end of the offer period

- **notes** that, if the Board of Directors decides to use this delegation, it will report to shareholders thereon at the next Ordinary Shareholders' Meeting, in accordance with the applicable laws and regulations

- **resolves** that this delegation is granted for a period of 26 months as from the date of this Meeting and supersedes, with immediate effect, the unused portion of the delegation granted in the twenty-first resolution of the Annual Shareholders' Meeting of 6 June 2023.

**This resolution, put to the vote, was adopted by 99.96%.**

VOTE FOR:	313,446,995
VOTE AGAINST:	129,102
ABSTENTION:	11,480

**TWENTY-FIRST RESOLUTION (DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY CAPITALISING PREMIUMS, RESERVES, PROFITS OR OTHER ITEMS)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report, and in accordance with the provisions of the French Commercial Code, and, specifically, Articles L. 225-129, L. 225-129-2 and L. 225-130:

- **delegates** to the Board of Directors, with the right in turn to delegate or sub-delegate under the conditions provided for by law, its authority to decide to carry out one or more share capital increases by capitalising premiums, reserves, profits or other items that can be capitalised in accordance with the law and the Company's Articles of Association, in the form of the allocation of new free shares, an increase in the nominal value of the existing shares or a combination of these two procedures. The new shares will carry the same rights as existing shares, subject to their cum rights date

- **resolves** 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, may not exceed 10% of the Company's share capital (with such capital being valued on the date of the Board of Directors' decision to use this delegation), increased, where applicable, by the additional amount of any

shares that may be issued to preserve, in accordance with the law and, as the case may be, any contractual provisions, the rights of holders of securities and other rights giving access to shares, it being specified that said ceiling is set autonomously and separately from the ceiling provided for in the 25<sup>th</sup> resolution hereafter or, where applicable, from the ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation

- **resolves** that, in accordance with Article L. 225-130 of the French Commercial Code, if the Board of Directors uses this delegation, rights to fractional securities will not be negotiable and the corresponding securities will be sold. The amounts received from the sale of the securities will be allocated to the holders of said rights within the regulatory time frames

- **resolves** that the Board of Directors will have full powers, with the right to delegate or sub-delegate under the conditions provided for by law, to implement this delegation, in particular to:

- set the terms and conditions of the transactions authorised and, specifically, the amount and nature of the reserves and premiums to be capitalised, the number of new shares to be issued or the amount by which the nominal amount of the existing shares comprising the share capital will be increased, and the cum rights date, which may be retroactive, for the new shares or the date as from which the increase in the nominal amount will be effective

- take all necessary measures and enter into any agreements in order to ensure the successful completion of the planned transactions, make all necessary deductions from the available reserve accounts, in particular of the amounts required to bring the legal reserve to one-tenth of the new share capital after each issue and of any costs incurred by the issues, and, more generally, do all that is necessary, take all steps and carry out all acts and formalities necessary to finalise the share capital increases that may be carried out pursuant to this delegation, and amend the Articles of Association accordingly

- **resolves** that the Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation as from the filing of a tender offer for the Company's securities by a third party, until the end of the offer period

- **resolves** that this delegation is granted for a period of 26 months as from the date of this Meeting and supersedes, with immediate effect, the unused portion of the delegation granted in the twenty-second resolution of the Annual Shareholders' Meeting of 6 June 2023.

**This resolution, put to the vote, was adopted by more than 99.99%.**

VOTE FOR:	313,581,808
VOTE AGAINST:	1,510
ABSTENTION:	4,259

**TWENTY-SECOND RESOLUTION (DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES OF THE COMPANY, WITH WAIVER OF PRE-EMPTIVE SUBSCRIPTION RIGHTS, RESERVED FOR MEMBERS OF AN EMPLOYEE SHARE PURCHASE PLAN)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the

Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, specifically Articles L. 225-129 *et seq.*, L. 22-10-49 and L. 225-138-1, as well as Articles L. 3332-1 *et seq.* of the French Labour Code:

- **delegates** to the Board of Directors, with the right to delegate or sub-delegate under the conditions provided for by law, its authority to decide, on one or more occasions, in the proportions and at the times of its choosing, to issue ordinary shares of the Company, reserved for the members of an Employee Share Purchase Plan of the Company and, where applicable, of the French or foreign companies that are related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and included in the scope of the consolidated financial statements of the Company pursuant to Article L. 3344-1 of the French Labour Code (the "**Group**")
- **resolves** that the total amount, including issue premiums, of the share capital increases that may be carried out pursuant to this resolution may not exceed €10,000,000 (or the equivalent on the issue date of said amount if issued in a foreign currency or in a unit of account established by reference to a basket of currencies)
- **specifies** that said ceiling will be deducted from the overall ceiling provided for in the 25<sup>th</sup> resolution below, or, where applicable, from the ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation
- **resolves** that the issue price of the shares will be determined under the conditions provided for in Articles L. 3332-18 to L. 3332-23 of the French Labour Code, and that said subscription price may include a discount in relation to the average of the quoted prices for the Company's shares in accordance with Article L. 3332-19 of the French Labour Code. Said discount may not exceed the maximum discount provided for by law on the date of the Board of Directors' decision
- **resolves** to waive, in favour of the members of a Group Employee Share Purchase Plan, shareholders' pre-emptive subscription rights in respect of the shares issued
- **resolves**, in accordance with Article L. 3332-21 of the French Labour Code, that the Board of Directors may grant new or existing shares, free of consideration, to the aforementioned beneficiaries as an employer contribution, in accordance with the rules of the Employee Share Purchase Plan, and/or as a discount, provided that the equivalent monetary value of such grants, as determined based on the subscription price, does not exceed the limits provided for in Articles L. 3332-11 and L. 3332-19 of the French Labour Code
- **resolves** that, if the beneficiaries do not subscribe to the full amount of the share capital increases within the time limit, said share capital increase will only be carried out up to the amount of the subscribed shares, and that the unsubscribed shares may be offered again to the relevant beneficiaries in a subsequent share capital increase
- **resolves** that the Board of Directors will have full powers, with the right to delegate or sub-delegate under the conditions provided for by law, to implement this delegation, in particular to:
  - determine the members of the Employee Share Purchase Plan who will be eligible for the subscription offering and the maximum number of shares that may be subscribed by each beneficiary
  - decide that the subscriptions may be made directly or through a company mutual fund or other structures or entities permitted under applicable legal or regulatory provisions

- determine the dates, terms and conditions of the issues that may be carried out pursuant to this delegation of authority, and, in particular, set the opening and closing dates of the subscription period(s), the cum rights dates, the method by which the shares will be paid up and the time frame for paying up the shares
- request the listing of the new securities on the stock market, place on record the completion of the share capital increases for the amount of the shares that will be effectively subscribed, capitalise the profits, reserves or share premiums necessary to pay up the shares issued free of consideration in respect of the employer contribution and/or discount granted under the plan, amend the Articles of Association accordingly, carry out any transactions and complete any formalities, directly or through an agent, related to the share capital increases, and, where applicable, deduct the costs incurred by the share capital increases from the amount of the premiums in respect of the increases and the amounts required to bring the legal reserve to one-tenth of the new share capital after each increase
- **resolves** that this authorisation is granted for a period of 18 months as from the date of this Meeting and supersedes, with immediate effect, the unused portion of the authorisation granted in the seventeenth resolution of the Annual Shareholders' Meeting of 13 June 2024.

**This resolution, put to the vote, was adopted by 99.99%.**

VOTE FOR:	313,557,795
VOTE AGAINST:	24,554
ABSTENTION:	5,228

**TWENTY-THIRD RESOLUTION (DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES OF THE COMPANY, WITH WAIVER OF PRE-EMPTIVE SUBSCRIPTION RIGHTS, RESERVED FOR CATEGORIES OF BENEFICIARIES CONSISTING OF EMPLOYEES OF ANTIN GROUP COMPANIES)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, specifically, Articles L. 225-129 *et seq.* and Article L. 225-138:

- **delegates** to the Board of Directors, with the right in turn to delegate or sub-delegate under the conditions provided for by law, its authority to decide, on one or more occasions, in the proportions and at the times of its choosing, to issue ordinary shares of the Company, reserved for the category of beneficiaries defined below
- **resolves** that the total amount, including issue premiums, of the share capital increases that may be carried out pursuant to this resolution may not exceed €5,000,000 (or the equivalent on the issue date of said amount if issued in a foreign currency or in a unit of account established by reference to a basket of currencies)
- **specifies** that said ceiling will be deducted from the ceiling mentioned in the twenty-second resolution of this Meeting, and from the overall ceiling provided for in the 25<sup>th</sup> resolution below, or, where applicable, from the overall ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation

- **resolves** to waive shareholders' pre-emptive subscription rights in respect of the shares issued pursuant to this resolution and to reserve the right to subscribe to said shares to the following categories of beneficiaries: (i) employees and/or corporate officers of the Company and/or of affiliated companies with registered offices in or outside France within the meaning of Article L. 225-180 of the French Commercial Code, (ii) employees and/or corporate officers of Antin Infrastructure Services Luxembourg II, a private limited liability company (*société à responsabilité limitée*), incorporated under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Registry under number B185727, whose registered office is located at 17 Boulevard F.W. Raiffeisen, L-2411 Luxembourg, (iii) employees and/or corporate officers of Antin Infrastructure Services Luxembourg III, a private limited liability company (*société à responsabilité limitée*), incorporated under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Registry under number B272052, whose registered office is located at 17 Boulevard F.W. Raiffeisen, L-2411 Luxembourg, (iv) one or more investment funds or other entities, with or without legal personality, subscribing on behalf of persons designated under (i), (ii) and/or (iii) above

- **resolves** that the issue price of the shares will be determined based on the quoted price of the Company's shares and will be equal to the average opening price over the 10 trading days preceding the date of the share capital increase pursuant to this resolution, and that the subscription price may include a maximum discount of 30% on said average price

- **resolves** that the Board of Directors may grant new or existing shares, free of consideration, to the aforementioned beneficiaries as a discount and/or as an employer contribution similar to the contribution offered in connection with the employee shareholding plan provided for in the twenty-second resolution above

- **resolves** that the Board of Directors, as appropriate, will have full powers, with the right to delegate or sub-delegate under the conditions provided for by law, to implement this delegation, in particular to:

- determine the list of beneficiaries of the issues of Company shares from among the aforementioned categories of beneficiaries and the number of shares that may be subscribed by each of them

- decide that the subscriptions may be made directly or through a company mutual fund or other structures or entities permitted under applicable legal or regulatory provisions

- determine the dates, terms and conditions of the issues that may be carried out pursuant to this resolution and, in particular, set the opening and closing dates of the subscription period(s), the cum rights dates, the method by which the shares will be paid up and the time frame for paying up the shares

- request the listing of the new securities on the stock market, place on record the completion of the share capital increases for the amount of the shares that will be effectively subscribed, capitalise the profits, reserves or share premiums necessary to pay up the shares issued free of consideration in respect of the employer contribution and/or discount granted under the plan, amend the Articles of Association accordingly, carry out any transactions and complete any formalities, directly or through an agent, related to the share capital increases, and, where applicable, deduct the costs incurred by the share capital increases from the amount of the premiums in respect of the increases and the amounts required to bring the legal reserve to one-tenth of the new share capital after each increase

- **resolves** that this authorisation is granted for a period of 18 months as from the date of this Meeting and supersedes, with immediate effect, the unused portion of the authorisation granted in the eighteenth resolution of the Annual Shareholders' Meeting of 13 June 2024.

**This resolution, put to the vote, was adopted by 99.99%.**

VOTE FOR: 313,555,514

VOTE AGAINST: 27,474

ABSTENTION: 4,589

**TWENTY-FOURTH RESOLUTION (DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO DECIDE THE ISSUE OF SHARES AND/OR SECURITIES, WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS, FOR THE BENEFIT OF ONE OR MORE PERSONS DESIGNATED BY NAME)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, and specifically Articles L. 225-129-2, L. 22-10-52-1 and L. 228-92 of the French Commercial Code:

- **delegates** to the Board of Directors full powers to issue, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, (i) Company's ordinary shares or (ii) securities giving access by any means, immediately and/or in the future, to Company's ordinary shares, including in accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued that may give access to ordinary shares to be issued by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital. The aforementioned securities may be issued in euros, in a foreign currency or in any other monetary unit established with reference to a basket of currencies, at the discretion of the Board of Directors, and may be paid up in cash, including by offsetting receivables

- **resolves** that the maximum nominal amount of capital increases that may be carried out under this resolution may not exceed 10% of the Company's share capital as at the date of the Board of Directors' decision, within the limits provided for by the regulations, and will be deducted from (i) the nominal ceiling of €179,193 set under the fifteenth resolution of this General Meeting and (ii) the overall ceiling provided for in the 25<sup>th</sup> resolution below, or, where applicable, from the overall ceiling provided for in a resolution with the same purpose superseding the said resolution during the validity period of this delegation. To this ceiling shall be added, where applicable, the nominal amount of the capital increase required to preserve the rights of holders of rights or securities giving access to the Company's capital, in accordance with the law and, where applicable, any contractual stipulations providing for other methods of preservation

- **resolves**, in accordance with the provisions of Article L. 22-10-52-1 of the French Commercial Code, that the issue price of the shares issued under this authorisation shall be set by the Board of Directors as follows: the issue price of the new shares may be (i) equal to the weighted average price of the Company's shares during the three trading days preceding the Board of Directors' decision to increase the share capital in favor of one or more persons designated by the Board, less a potential maximum discount of 10%, or (ii) set in accordance with the laws and regulations applicable on the date this authorisation is used

- **resolves** to waive the shareholders' pre-emptive rights to subscribe for ordinary shares and any other securities giving access to the Company's share capital to be issued, in favor of one or more persons designated by name, and to delegate to the Board of Directors the power to designate such persons
- **resolves** that if subscriptions do not take up the entire issue referred to above, the Board of Directors may limit the amount of the issue to the amount of subscriptions received, where applicable within the limits provided for by regulations
- **resolves** that the Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation as from the filing of a tender offer for the Company's securities by a third party, until the end of the offer period
- **resolves** that the Board of Directors shall have full powers to implement this authorisation, in particular to:
  - set the terms and conditions of the issue(s)
  - designate the person or persons for whom the issue is reserved
  - determine the number of shares to be allocated to each beneficiary
  - decide the amount to be issued, the issue price and the amount of any premium that may be requested on issue
  - determine the dates and terms of issue, and the nature, form and characteristics of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term
  - determine the method of payment for the shares and/or securities issued or to be issued
  - set the terms and conditions for the exercise of the rights attached to the shares issued or to be issued and, in particular, set the date, which may be retroactive, from which the new shares will carry dividend rights, as well as all other terms and conditions of the issue
  - suspend the exercise of the rights attached to the securities issued for a maximum period of three months
  - at its sole discretion, charge the costs of capital increases against the amount of premiums relating thereto and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase
  - record the completion of each capital increase and amend the bylaws accordingly
  - make any adjustments required in accordance with legal provisions, and set the terms under which the rights of holders of securities giving future access to the capital will be preserved, where applicable, and
  - in general, enter into any and all agreements, take any and all measures and carry out any and all formalities required in connection with the issue, listing and financing servicing of the shares and securities issued pursuant to this authorisation and the exercise of the rights attached thereto, and generally do whatever is necessary in such matters
- **resolves** that this delegation is granted for a period of 18 months as from the date of this Meeting

• **notes** that, if the Board of Directors decides to use this delegation, it will report to shareholders thereon at the next Ordinary Shareholders' Meeting, in accordance with the applicable laws and regulations.

**This resolution, put to the vote, was adopted by 99.98%.**

VOTE FOR: 313,523,422

VOTE AGAINST: 58,958

ABSTENTION: 5,197

#### **TWENTY-FIFTH RESOLUTION (OVERALL CEILINGS FOR ISSUES OF SHARES AND/OR SECURITIES)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report:

• **resolves** that:

- the maximum aggregate nominal amount of the share capital increases that may be carried out pursuant to the delegations granted under the resolutions 14, 15, 16, 18, 19, 20, 22, 23 and 24 is set at €895,966 (or the equivalent on the issue date of said amount if issued in a foreign currency or in a unit of account established by reference to a basket of currencies), increased, where applicable, by the nominal amount of any shares that may be issued to preserve, in accordance with the law and, as the case may be, any contractual provisions, the rights of holders of securities and other rights giving access to shares

- the maximum aggregate nominal amount of the share capital increases that may be carried out pursuant to the delegations granted under the resolutions 15, 19, 20, 22, 23 and 24 is set at €179,193 (or the equivalent on the issue date of said amount if issued in a foreign currency or in a unit of account established by reference to a basket of currencies), increased, where applicable, by the nominal amount of any shares that may be issued to preserve, in accordance with the law and, as the case may be, any contractual provisions, the rights of holders of securities and other rights giving access to shares

- the maximum aggregate nominal amount of the debt securities that may be issued pursuant to the delegations granted under the resolutions 14, 15, 16, 18, 19, 20, 22 and 23 is set at €750,000,000 (or the equivalent on the issue date of said amount if issued in a foreign currency or in a unit of account established by reference to a basket of currencies).

**This resolution, put to the vote, was adopted by 99.90%.**

VOTE FOR: 313,263,897

VOTE AGAINST: 316,325

ABSTENTION: 7,355

**TWENTY-SIXTH RESOLUTION (ALIGNMENT OF ARTICLE 17 OF THE ARTICLES OF ASSOCIATION “CONVENING AND MEETINGS OF THE BOARD OF DIRECTORS” WITH THE LAW OF 13 JUNE 2024 AIMED AT BOOSTING BUSINESS FINANCING AND THE ATTRACTIVENESS OF FRANCE (LOI ATTRACTIVITÉ))**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, and having reviewed the Board of Directors' report, in application of law no. 2024-537 of 13 June 2024 aimed at boosting business financing and the attractiveness of France, resolves:

- to amend the provisions relating to the holding of meetings of the Board of Directors by means of telecommunications, set out in Article 17 (“Convening and meetings of the Board of Directors”) of the Company’s Articles of Association, in order to bring them into line with the new regulations
- to amend the provisions relating to written consultation in Article 17 (“Convening and meetings of the Board of Directors”) of the Company’s Articles of Association, in order to bring them into line with the new regulations.

Article 17 of the Company’s Articles of Association, as amended, would read as follows:

Current text	Proposed text
<p><b>Convening and meetings of the Board of Directors</b></p> <p>The Board of Directors shall meet, at the invitation of its Chairman, as often as the interests of the Company require and at least every three months.</p> <p>Notices of meeting shall be given by any means, five days before the meeting, and shall state the agenda for the meeting, which shall be determined by the person giving the notice.</p> <p>However, the Board may meet without delay and without a pre-established agenda:</p> <ul style="list-style-type: none"> <li>• if all the Directors in office are present or represented at that meeting</li> <li>• if convened by the Chairman during a shareholders' meeting, or</li> <li>• in case of emergency.</li> </ul> <p>Directors constituting at least one-third of the members of the Board of Directors may, by indicating the agenda for the meeting, convene the Board if it has not met for more than two months.</p>	<p><b>Convening and meetings of the Board of Directors</b></p> <p>The Board of Directors shall meet, at the invitation of its Chairman, as often as the interests of the Company require and at least every three months.</p> <p>Notices of meeting shall be given by any means, five days before the meeting, and shall state the agenda for the meeting, which shall be determined by the person giving the notice.</p> <p>However, the Board may meet without delay and without a pre-established agenda:</p> <ul style="list-style-type: none"> <li>• if all the Directors in office are present or represented at that meeting</li> <li>• if convened by the Chairman during a shareholders' meeting, or</li> <li>• in case of emergency.</li> </ul> <p>Directors constituting at least one-third of the members of the Board of Directors may, by indicating the agenda for the meeting, convene the Board if it has not met for more than two months.</p>

<p>The Board meets at the Company's registered office or at any other place in France or outside France.</p> <p>Any Director may authorise, even by letter, telegram, telex or telefax, one of his colleagues to represent him at a meeting of the Board, but each Director may represent only one of his colleagues.</p> <p>The Board of Directors shall meet validly when at least half of its members are present or deemed present.</p> <p>For the purposes of calculating the quorum and majority, Directors who participate in the Board meeting by videoconference or telecommunication under the conditions defined by the internal regulations of the Board of Directors shall be deemed present. However, actual attendance or representation will be required for all Board deliberations relating to the closing of the annual accounts and the consolidated accounts, as well as the preparation of the management report and the report on the management of the Group.</p> <p>Decisions shall be taken by a majority of the members present or represented, each Director having one vote for himself and one vote for the Director he represents.</p> <p>The Board of Directors may also, at the discretion of its Chairman, take the following decisions by written consultation:</p> <ul style="list-style-type: none"> <li>• co-optation following (i) a death, (ii) a resignation, (iii) when the number of directors has fallen below the statutory minimum or (iv) when the gender balance is no longer respected</li> <li>• authorisation of sureties, endorsements and guarantees given by the Company</li> <li>• transfer of the registered office to the same department</li> </ul>	<p>The Board meets at the Company's registered office or at any other place in France or outside France.</p> <p>Any Director may authorise, even by letter <b>or e-mail</b>, one of his colleagues to represent him at a meeting of the Board, but each Director may represent only one of his colleagues.</p> <p>The Board of Directors shall meet validly, <b>regardless of the method of consultation</b>, when at least half of its members are present or deemed present.</p> <p>For the purposes of calculating the quorum and majority, Directors who participate in the Board meeting by <b>any means</b> of telecommunications under the conditions defined <b>by the regulations in force</b> shall be deemed present.</p> <p>Decisions shall be taken by a majority of the members present or represented, each Director having one vote for himself and one vote for the Director he represents.</p> <p>The Board of Directors may also, at the discretion of its Chairman, take <b>all</b> decisions by written consultation.</p>
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- amendment of the Articles of Association in order to bring them into line with the conditions laid down by the law

- convening of the general meeting.

In the event of a written consultation, the Chairman shall send to each Director, alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, the text of the proposed decisions as well as all documents useful for his information.

The Directors have a period of five calendar days (ending at 11:59 p.m., Paris time, on the last day of this period) from the date of dispatch of the draft decisions to vote in writing.

The reply is sent alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, to the attention of the Chairman of the Board of Directors, at the registered office of the Company, if applicable.

The Board of Directors shall not validly deliberate on written consultation unless at least half of its members have replied within the time limit indicated above.

Decisions are taken by a majority of the votes of the responding members, each member having one vote.

An attendance register shall be kept and signed by the Directors attending the Board meeting.

The minutes are drawn up and copies or extracts of the deliberations are issued and certified in accordance with the law.

In the event of a written consultation, the Chairman shall send to each Director, alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, the text of the proposed decisions as well as all documents useful for his information.

**From the date of the notice of written consultation, any Director may object, by any written means, to the use of written consultation within the period indicated in the notice of written consultation and that may not be shorter than one working day.**

The Directors have a period of five calendar days (ending at 11:59 p.m., Paris time, on the last day of this period) from the date of dispatch of the draft decisions to vote in writing.

The reply is sent alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, to the attention of the Chairman of the Board of Directors, at the registered office of the Company, if applicable.

The Board of Directors shall not validly deliberate on written consultation unless at least half of its members have replied within the time limit indicated above.

Decisions are taken by a majority of the votes of the responding members, each member having one vote.

An attendance register shall be kept and signed by the Directors attending the Board meeting.

The minutes are drawn up and copies or extracts of the deliberations are issued and certified in accordance with the law.

**This resolution, put to the vote, was adopted by more than 99.99%.**

VOTE FOR: 313,576,055

VOTE AGAINST: 1,326

ABSTENTION: 10,196

**TWENTY-SEVENTH RESOLUTION (POWERS FOR FORMALITIES)**

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, gives full powers to the bearer of an original, copy or extract of the minutes of this Meeting to carry out all necessary formalities.

**This resolution, put to the vote, was adopted by more than 99.99%.**

VOTE FOR: 313,582,481

VOTE AGAINST: 796

ABSTENTION: 4,300

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There being no further business and no one requesting the floor, the Chairman thanked the shareholders and declared the meeting closed at 16:30.

Of all the above, the present minutes have been drawn up and, after reading, have been signed by the members of the bureau.