



COMBINED SHAREHOLDERS MEETING OF MAY 11, 2023

ADDENDUM NO. 1 TO THE NOTICE OF MEETING

The purpose of this addendum is to supplement the notice of meeting for the 2023 Combined Shareholders Meeting of EUROAPI (hereinafter the “General Meeting”).

It is an integral part of the notice of meeting brochure and should be read in conjunction with it.

At its meeting of April 20, 2023, the Board of Directors decided:

- to add the following additional item to the agenda of the General Meeting:
“Approval of commitments concerning the payment of a non-competition indemnity and a termination indemnity between the Company and Mr. Karl Rotthier dated May 4, 2022 (agreements referred to in Article L. 225-38 of the French Commercial Code).”
- to submit to this General Meeting the following additional resolution:
“The general meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the statutory auditors’ special report, approved the commitments concerning the payment of a non-competition indemnity and a termination indemnity between the Company and Mr. Karl Rotthier dated May 4, 2022, described in the statutory auditors’ special report, which the Board of Directors authorized at its meeting of May 4, 2022.”

The additional item is included in the agenda and the additional resolution becomes the 29th resolution (*Approval of commitments concerning the payment of a non-competition indemnity and a termination indemnity between the Company and Mr. Karl Rotthier dated May 4, 2022 (agreements referred to in Article L. 225-38 of the French Commercial Code)*).

A summary of these agreements is available on the Company’s website at <https://euroapi.com/> / Investors section / Regulatory information / Legal documents.

In addition, at its meeting of April 20, 2023, the Board of Directors decided to amend the 12th, 14th, 15th, 16th, 17th, 19th, 20th, 21st, 23rd, 24th and 25th resolutions presented in the initial notice of meeting brochure and the convening notice published in the BALO on April 3, 2023, in order to add the following clarification to each of the resolutions specified above as set forth in this addendum:

“decided that the Board of Directors shall not, without the prior authorization of the General Meeting, to make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company’s securities and until the end of the offer period”.

Finally, at its meeting of April 20, 2023, the Board of Directors decided to make an adjustment to the 15th resolution presented in the initial notice of meeting brochure and the convening notice published in the BALO on April 3, 2023, in order to replace “eighteen million and eight hundred thousand (18,800,000) euros” by “nine million and four hundred thousand (9,400,000) euros”, in accordance with the terms and conditions described in this addendum.

Agenda

The agenda on page 45 of the notice of meeting is amended as follows (for clarity, the amendments appear in bold and are underlined>):

ORDINARY GENERAL MEETING

1. Approval of the unconsolidated financial statements for the financial year ended December 31, 2022,
2. Approval of the consolidated financial statements for the financial year ended December 31, 2022,
3. Allocation of the loss for the financial year ended December 31, 2022,
4. Ratification of the appointment by co-optation of Mattias Perjos as member of the Board of Directors of the Company,
5. Determination of the total compensation allocated to the Board of Directors of the Company,
6. Approval of the information mentioned in Article L. 22-10-9 I. of the French Commercial Code,
7. Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended December 31, 2022 or awarded in respect of the same financial year to the Chair of the Board of Directors of the Company,
8. Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended December 31, 2022 or awarded for the same financial year to the Chief Executive Officer of the Company,
9. Approval of the compensation policy for members of the Board of Directors,
10. Approval of the compensation policy for the Chair of the Board of Directors,
11. Approval of the compensation policy for the Chief Executive Officer,
12. Authorization to be granted to the Board of Directors to purchase the Company's own shares.

EXTRAORDINARY GENERAL MEETING

13. Authorization to be granted to the Board of Directors to reduce the share capital by cancellation of shares, under the authorization to buy back its own shares,
14. Delegation of authority to the Board of Directors to increase the share capital by the issuance of ordinary shares and/or other securities, with preferential subscription rights for shareholders,
15. Delegation of authority to be granted to the Board of Directors to increase the share capital by the issuance of ordinary shares and/or any other securities, without preferential subscription rights for shareholders and with a public offering (other than the offerings referred to in 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 the issuance of ordinary shares and/or any other securities, without preferential subscription rights for shareholders, in the context of a public offering to qualified investors or a limited circle of investors, as referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code,
17. Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights decided under the above delegations,
18. Authorization to be granted to the Board of Directors, in the event of an issuance of shares or any other securities without preferential subscription rights for shareholders, to set the issuance price within the limit of 10% of the share capital,
19. Delegation of authority to the Board of Directors to decide to issue ordinary shares or securities giving access to the Company's share capital, without the preferential subscription rights for shareholders for the benefit of categories of beneficiaries,
20. Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to the share capital of the Company, in the event of a public offering with an exchange component initiated by the Company,
21. Delegation of authority to the Board of Directors to decide to issue ordinary shares of the Company or securities giving access by any means, immediately and/or in the future, of the Company's share capital, up to a limit of 10% of the share capital, to remunerate contributions in kind of equity securities or securities giving access to the share capital of third-party companies outside a public exchange offering,
22. Overall limits on the amount of issuances carried out pursuant to the delegations of authority set out in the above resolutions,
23. Delegation of authority to the Board of Directors to increase the capital by incorporating of premiums, reserves, profits or other items,
24. Authorization to be granted to the Board of Directors to grant options to subscribe for or purchase the Company's shares, in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code, which entails the waiver by shareholders of their preferential subscription rights,
25. Authorization to be granted to the Board of Directors to grant free shares, existing or to be issued, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, which entails waiver by the

- shareholder of their preferential subscription rights,
26. Overall limits on the amount of issuances that may be carried out under the authorizations to be granted to the Board of Directors for the purpose of granting stock options or free shares,

27. Delegation of authority to the Board of Directors to increase the share capital by the issuance of shares and/or securities giving access to the share capital of the Company, for the benefit of employees participating in the Company's savings plan,
28. Powers granted for purposes of legal formalities.

ORDINARY GENERAL MEETING

29. **Approval of commitments concerning the payment of a non-competition indemnity and a termination indemnity between the**

Company and Mr. Karl Rotthier dated May 4, 2022 (agreements referred to in Article L. 225-38 of the French Commercial Code).

Report on and text of the draft resolutions

The draft resolutions appearing in the section “*Report on and texts of the draft resolutions*” from page 46 to page 70 of the notice of meeting brochure are amended as follows:

By adding the clarification below, the General Meeting is asked to specify that the financial delegations allowing the Board of Directors to carry out capital increases immediately and/or in the future, which are the subject of the 12th, 14th to 17th, 19th to 21st and 23rd to 25th resolutions, which are submitted to the vote of the General Meeting, may under no circumstances be used by the Board of Directors as from the filing by a third party of a proposed public offer for the Company’s securities and until the end of the offer period without the prior approval of the General Meeting, i.e. the Board of Directors may not use such financial delegations as a defense against a public offer for the Company’s securities without obtaining the prior approval of the shareholders.

- the following additional clarification:

“decided that the Board of Directors shall not, without the prior authorization of the General Meeting, make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company’s securities and until the end of the offer period”

is added to:

- the 12th resolution (*Authorization to be granted to the Board of Directors to purchase the Company’s own shares*), in a final paragraph,
- the 14th resolution (*Delegation of authority to the Board of Directors to increase the share capital by the issuance of ordinary shares and/or other securities, with preferential subscription rights for shareholders*), in a penultimate paragraph,
- the 15th resolution (*Delegation of authority to be granted to the Board of Directors to increase the share capital by the issuance of ordinary shares and/or any other securities, without preferential subscription rights for shareholders and with a public offering (other than the offerings referred to in Article L. 411-2 of the French Monetary and Financial Code)*), in a penultimate paragraph,
- the 16th resolution (*Delegation of authority to the Board of Directors to increase the share capital by the issuance of ordinary shares and/or any other securities, without preferential subscription rights for shareholders, in the context of a public offering to qualified investors or a limited circle of investors, as referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code*), in a penultimate paragraph,
- the 17th resolution (*Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights decided under the above delegations*), in a penultimate paragraph,
- the 19th resolution (*Delegation of authority to the Board of Directors to decide to issue ordinary shares or securities giving access to the Company’s share capital, without the preferential subscription rights for shareholders for the benefit of categories of beneficiaries*), in a penultimate paragraph,
- the 20th resolution (*Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to the share capital of the Company, in the event of a public offering with an exchange component initiated by the Company*), in a final paragraph
- the 21st resolution (*Delegation of authority to the Board of Directors to decide to issue ordinary shares of the Company or securities giving access by any means, immediately and/or in the future, of the Company’s share capital, up to a limit of 10% of the share capital, to remunerate contributions in kind of equity securities or securities giving*

- *access to the share capital of third-party companies outside a public exchange offering*), in a antepenultimate paragraph,
 - the 23rd resolution (*Delegation of authority to the Board of Directors to increase the capital by incorporating of premiums, reserves, profits or other items*), in a penultimate paragraph,
 - the 24th resolution (*Authorization to be granted to the Board of Directors to grant options to subscribe for or purchase the Company's shares, in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code, which entails the waiver by shareholders of their preferential subscription rights*), in a antepenultimate paragraph,
 - the 25th resolution (*Authorization to be granted to the Board of Directors to grant free shares, existing or to be issued, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, which entails waiver by the shareholder of their preferential subscription rights*), in a antepenultimate paragraph,
- the 15th resolution presented in the initial notice of meeting brochure is adjusted as follows (for clarity, the changes appear in bold and are underlined):

Fifteenth resolution – Delegation of authority to be granted to the Board of Directors to increase the share capital by the issuance of ordinary shares and/or any other securities, without preferential subscription rights for shareholders and with a public offering (other than the offerings referred to in Article L. 411-2 of the French Monetary and Financial Code)

By the 15th resolution,

The General Meeting is asked to allow the Board of Directors to issue Company shares or securities giving access to the share capital of the Company or of other companies, through a public offer, with the exception of offers intended exclusively for qualified investors and/or a limited circle of investors referred to in Article L. 411-2, 1° of the French Monetary and Financial Code.

The Board of Directors may establish a priority subscription period on an irreducible and/or reducible basis in favor of the shareholders.

- Delegation ceiling
 - Share capital increase: **9.4 million** euros in par value, i.e., less than **10%** of the share capital at December 31, 2022;
 - Debt securities: 750 million euros.

The transactions will be deducted from the ceilings provided for in the 22nd resolution.

- Duration of the delegation
 - Twenty-six months

3. decided that the maximum nominal amount of the capital increases that may be carried out, immediately and/or in the future, by virtue of this resolution, is set at **nine million and four hundred thousand (9,400,000) euros** (or the equivalent value of this amount in the event of an issue in another currency), it being specified that:
 - the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation shall be deducted from the overall ceiling provided for in the Twenty-second Resolution below,
 - to these limits shall be added, as the case may be, the nominal value of the shares to be issued to preserve, in accordance with the law and, as the case may be, with the applicable

contractual provisions, the rights of the holders of securities and other rights giving access to the capital,

- the section “*Report on and texts of the draft resolutions*” is completed with the following information:

Resolution under the competence of the ordinary general meeting

Twenty-ninth resolution – Approval of commitments concerning the payment of a non-competition indemnity and a termination indemnity between the Company and Mr. Karl Rotthier dated May 4, 2022 (agreements referred to in Article L. 225-38 of the French Commercial Code)

By the 29th resolution,

The General Meeting is asked to add an additional item to the agenda to approve the commitments concerning:

- the payment of an indemnity in consideration of a non-competition undertaking
 - Duration:
 - 12 months in case of resignation; or
 - 6 months in case of dismissal;
 - renewable once (as of the effective departure of Mr. Karl Rotthier from the Company)
- the payment of an indemnity due in the event of the termination of Mr. Karl Rotthier’s corporate mandate.

The Board of Directors considers that these commitments allow (i) in the case of the non-competition indemnity, to protect the legitimate interests and development of the Group in a highly specialized sector, in the event of the Chief Executive Officer’s departure, and (ii) in the case of the termination indemnity, to attract a person with the skills and experience required to achieve the Company’s growth objectives.

Twenty-ninth resolution

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the statutory auditors’ special report,

approves the commitments concerning the payment of a non-competition indemnity and a termination indemnity between the Company and Mr. Karl Rotthier dated May 4, 2022, described in the statutory auditors’ special report, which the Board of Directors authorized at its meeting of May 4, 2022.

The remaining draft resolutions remain unchanged.