



Public limited company with a capital of 95,589,777 euros
Registered office: 32, rue Alexandre Dumas - 75011 Paris
890 974 413 Companies Register of Paris

(the “**Company**”)

**COMBINED GENERAL MEETING OF SHAREHOLDERS
DATED MAY 27, 2026**

AGENDA

Ordinary:

1. Approval of the parent company financial statements for the financial year ended December 31, 2025,
2. Approval of the consolidated financial statements for the financial year ended December 31, 2025,
3. Allocation of loss for the financial year ended December 31, 2025,
4. Approval of the regulated agreements entered into between certain subsidiaries of the Company and companies of the Sanofi Group,
5. Renewal of Mr. Emmanuel Blin’s term of office as director,
6. Renewal of Ms. Elizabeth Bastoni’s term of office as director,
7. Renewal of Ms. Cécile Dussart’s term of office as director,
8. Renewal of Sanofi Aventis Participations’s term of office as director,
9. Renewal of Bpifrance Investissement’s term of office as director,
10. Renewal of Ms. Géraldine Leveau’s term of office as director,
11. Renewal of Mr. Mattias Perjos’s term of office as director,
12. Ratification of the co-optation of Mr. Tristan Imbert as director,
13. Renewal of Mr. Tristan Imbert’s term of office as director,
14. Approval of the information referred to in article L. 22-10-9, paragraph I of the French Commercial Code relating to remuneration paid during or awarded in respect of the financial year ended December 31, 2025 to corporate officers,
15. Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2025 or awarded in respect of the same financial year to Mr. Emmanuel Blin, in respect of his office as Chair of the board of directors of the Company,
16. Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2025 or awarded in

respect of the same financial year to Mr. David Seignolle, in respect of his office as Chief Executive Officer of the Company,

17. Approval of the variable components of the remaining balance of remuneration paid during the financial year ended December 31, 2025 to Mr. Ludwig de Mot, in respect of his office as Chief Executive Officer of the Company from March 1, 2024 to December 9, 2024,
18. Approval of the remuneration policy for members of the board of directors,
19. Approval of the remuneration policy for Mr. Emmanuel Blin, Chair of the board of directors,
20. Approval of the remuneration policy for Mr. David Seignolle, Chief Executive Officer of the Company,
21. Ratification of the transfer of the registered office (ratification of the decision of the board of directors to transfer the Company's registered office and to amend to Article 4 ("Registered Office") of the articles of association,
22. Authorization to be granted to the Board of Directors to purchase, hold or transfer shares in the Company,

Extraordinary:

23. Authorization for the board of directors to reduce the share capital by cancelling shares under the authorization to repurchase the Company's own shares,
24. Authorization to be granted to the board of directors to grant free shares, existing or to be issued, which results in the waiver by the shareholders of their preferential subscription rights,

Ordinary:

25. Powers for formalities.

TEXT OF THE RESOLUTIONS

RESOLUTIONS WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING

First resolution

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

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

having reviewed the financial statements for the financial year ended December 31, 2025, the board of directors' report, including the management report and the corporate governance report, and the statutory auditors' report on the financial statements,

approves, in their entirety and without reservation, the financial statements for the financial year ended December 31, 2025, as presented, together with the transactions reflected in those financial statements and summarized in those reports,

notes that the financial statements for the financial year do not show any expenses or charges as referred to in article 39-4 of the French General Tax Code.

Second resolution

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

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

having reviewed the board of directors' report on the management of the group, included in the management report for the financial year ended December 31, 2025, in accordance with article L. 233-26 of the French Commercial Code, and the statutory auditors' report on the consolidated financial statements for the financial year ended December 31, 2025,

approves, in their entirety and without reservation, the consolidated financial statements for the financial year ended December 31, 2025 as presented to them, together with the transactions reflected in those financial statements and summarized in the group management report.

Third resolution

Allocation of loss for the financial year ended December 31, 2025

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

having reviewed the board of directors' management report and the statutory auditors' reports, noting that the loss for the financial year ended December 31, 2025 amounts to 475,066,447.82 euros,

resolves to allocate said loss to the retained earnings account] which will consequently amount to 1,273,599,454.88 euros.

In accordance with article 243 bis of the French General Tax Code, no dividends were paid in respect of the last three financial years.

Fourth resolution

Approval of the regulated agreements entered into between certain subsidiaries of the Company and companies of the Sanofi Group

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

having reviewed the board of directors' report and the statutory auditors' special report on regulated agreements and commitments governed by articles L. 225-38 et seq. of the French Commercial Code,

approves the following agreements:

- (i) agreement entitled "Term sheet relating to the Global Manufacturing and Supply Agreement ("GMSA")", dated January 30, 2025, concluded between Euroapi France and Sanofi Winthrop Industrie,
- (ii) agreement entitled "Term sheet relating to the Global Manufacturing and Supply Agreement", dated May 12, 2025, concluded between Euroapi France and Sanofi Winthrop Industrie,
- (iii) agreement entitled "Letter agreement relating to the Reverse Manufacturing and Supply Agreement Sels of B12 ("rMSA B12")", dated December 5, 2025, concluded between Euroapi France and Sanofi Winthrop Industrie,
- (iv) agreement entitled "Term sheet relating to the Global Manufacturing and Supply Agreement ("GMSA")", dated December 19, 2025, concluded between Euroapi France and Sanofi Winthrop Industrie,
- (v) agreement entitled "Letter agreement relating the New Reverse Manufacturing and Supply Agreement A ("new rMSA A")", dated January 20, 2026, concluded between Euroapi France and Sanofi Winthrop Industrie,
- (vi) agreement entitled "Extension Letter agreement of the Master Carve Out Agreement", dated January 26, 2026, concluded between Euroapi and Sanofi.

Fifth resolution

Renewal of Mr. Emmanuel Blin's term of office as director

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the board of directors' report,

noting that Mr. Emmanuel Blin's term of office as director expires at the end of this general meeting,

resolves to renew the term of office of Mr. Emmanuel Blin as director for the three-year period, which will end at the end of the general meeting convened to approve in 2029 the financial statements for the financial year ended December 31, 2028, in order to promote the staggering of the directors' terms of office.

Sixth resolution

Renewal of Ms. Elizabeth Bastoni's term of office as director

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the board of directors' report,

noting that Ms. Elizabeth Bastoni's term of office as director expires at the end of this general meeting,

resolves to renew the term of office of Ms. Elizabeth Bastoni as director for the one-year period, which will end at the end of the general meeting convened to approve in 2027 the financial

statements for the financial year ended December 31, 2026, in order to promote the staggering of the directors' terms of office.

Seventh resolution

Renewal of Ms. Cécile Dussart's term of office as director

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the board of directors' report,

noting that Ms. Cécile Dussart's term of office as director expires at the end of this general meeting,

resolves to renew the term of office of Ms. Cécile Dussart as director for the two-year period, which will end at the end of the general meeting convened to approve in 2028 the financial statements for the financial year ended December 31, 2027, in order to promote the staggering of the directors' terms of office.

Eighth resolution

Renewal of Sanofi Aventis Participations's term of office as director

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the board of directors' report,

noting that Sanofi Aventis Participations's term of office as director expires at the end of this general meeting,

resolves to renew the term of office of Sanofi Aventis Participations as director for the two-year period, which will end at the end of the general meeting convened to approve in 2028 the financial statements for the financial year ended December 31, 2027, in order to promote the staggering of the directors' terms of office.

Ninth resolution

Renewal of Bpifrance Investissement's term of office as director

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the board of directors' report,

noting that Bpifrance Investissement's term of office as director expires at the end of this general meeting,

resolves to renew the term of office of Bpifrance Investissement as director for the one-year period, which will end at the end of the general meeting convened to approve in 2027 the financial statements for the financial year ended December 31, 2026, in order to promote the staggering of the directors' terms of office.

Tenth resolution

Renewal of Ms. Géraldine Leveau's term of office as director

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the board of directors' report,

noting that Ms. Géraldine Leveau's term of office as director expires at the end of this general meeting,

resolves to renew the term of office of Ms. Géraldine Leveau as director for the three-year period, which will end at the end of the general meeting convened to approve in 2029 the financial

statements for the financial year ended December 31, 2028, in order to promote the staggering of the directors' terms of office.

Eleventh resolution

Renewal of Mr. Mattias Perjos's term of office as director

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the board of directors' report,

noting that Mr. Mattias Perjos's term of office as director expires at the end of this general meeting,

resolves to renew the term of office of Mr. Mattias Perjos as director for the three-year period, which will end at the end of the general meeting convened to approve in 2029 the financial statements for the financial year ended December 31, 2028, in order to promote the staggering of the directors' terms of office.

Twelfth resolution

Ratification of the co-optation of Mr. Tristan Imbert as director

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the board of directors' report,

having noted that, at its meeting on December 10, 2025, the board of directors provisionally appointed Mr. Tristan Imbert as a member of the board of directors to replace Mr. Rodolfo Savitzky, who had resigned, for the remainder of the latter's term of office, i.e., until the close of this general meeting,

ratifies, in accordance with article L. 225-24 of the French Commercial Code, the appointment of Mr. Tristan Imbert as a member of the board of directors under the aforementioned terms and conditions.

Thirteenth resolution

Renewal of Mr. Tristan Imbert's term of office as director

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the board of directors' report,

noting that Mr. Tristan Imbert's term of office as director expires at the end of this general meeting,

resolves to renew the term of office of Mr. Tristan Imbert as director for the two-year period, which will end at the end of the general meeting convened to approve in 2028 the financial statements for the financial year ended December 31, 2027, in order to promote the staggering of the directors' terms of office.

Fourteenth resolution

Approval of the information referred to article L. 22-10-9, paragraph I of the French Commercial Code relating to remuneration paid during or awarded in respect of the financial year ended December 31, 2025 to corporate officers

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

having reviewed the board of directors' report on corporate governance,

approves, pursuant to article L. 22-10-34, paragraph I of the French Commercial Code, the information referred to in article L. 22-10-9, paragraph I of the French Commercial Code concerning

remuneration of any kind paid during or awarded in respect of the financial year ended December 31, 2025 to corporate officers, as set out in the aforementioned report included in the Company's 2025 Universal Registration Document, in section 2.3.2.

Fifteenth resolution

Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2025 or awarded in respect of the same financial year to Mr. Emmanuel Blin, in respect of his office as Chair of the board of directors of the Company

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

having reviewed the board of directors' report on corporate governance, pursuant to article L. 22-10-34, paragraph II of the French Commercial Code,

approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the financial year 2025 or awarded in respect of the same financial year to Mr. Emmanuel Blin, Chair of the board of directors of the Company, in respect of his office, as decided by the board of directors and detailed in the aforementioned report included in the Company's 2025 Universal Registration Document, in Section 2.3.3.

Sixteenth resolution

Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2025 or awarded in respect of the same financial year to Mr. David Seignolle, in respect of his office as Chief Executive Officer of the Company

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

having reviewed the board of directors' report on corporate governance, pursuant to article L. 22-10-34, paragraph II of the French Commercial Code,

approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the financial year 2025 or awarded in respect of the same financial year to Mr. David Seignolle, Chief Executive Officer of the Company, in respect of his office, as decided by the board of directors and set out in the aforementioned report included in the Company's 2025 Universal Registration Document, in Section 2.3.5.

Seventeenth resolution

Approval of the variable components of the remaining balance of remuneration paid during the financial year ended December 31, 2025 to Mr. Ludwig de Mot, in respect of his office as Chief Executive Officer of the Company from March 1, 2024 to December 9, 2024

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

having reviewed the board of directors' report on corporate governance, pursuant to article L. 22-10-34, paragraph II of the French Commercial Code,

approves the variable components of the remaining balance of remuneration paid during the financial year 2025 to Mr. Ludwig de Mot, Chief Executive Officer of the Company from, March 1, 2024 until December 9, 2024, in respect of his office, as decided by the board of directors and detailed in the aforementioned report included in the Company's 2025 Universal Registration Document, in Section 2.3.4.

Eighteenth resolution

Approval of the remuneration policy for members of the board of directors

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

having reviewed the board of directors' report on corporate governance, pursuant to the provisions of article L. 22-10-8, paragraph II of the French Commercial Code,

approves the remuneration policy for members of the board of directors in respect of the financial year 2026, as set out in the aforementioned report included in the Company's 2025 Universal Registration Document, in Section 2.3.1.

Nineteenth resolution

Approval of the remuneration policy for Mr. Emmanuel Blin, Chair of the board of directors

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

having reviewed the board of directors' report on corporate governance, pursuant to article L. 22-10-8, paragraph II of the French Commercial Code,

approves the remuneration policy for Mr. Emmanuel Blin, Chair of the Board of Directors, in respect of the financial year 2026, as set out in the aforementioned report included in the Company's 2025 Universal Registration Document, in Section 2.3.1.

Twentieth resolution

Approval of the remuneration policy for Mr. David Seignolle, Chief Executive Officer of the Company

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

having reviewed the board of directors' report on corporate governance, pursuant to article L. 22-10-8, paragraph II of the French Commercial Code,

approves the remuneration policy for Mr. David Seignolle, Chief Executive Officer of the Company, for the financial year 2026, as set out in the aforementioned report included in the Company's 2025 Universal Registration Document, in Section 2.3.1.

Twenty-First resolution

Ratification of the transfer of the registered office (ratification of the decision of the board of directors to transfer the Company's registered office and to amend to Article 4 ("Registered Office") of the articles of association)

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the board of directors' report,

ratifies in accordance with article L. 225-36 of the French Commercial Code the transfer of the registered office from 15, rue Traversière – 75012 Paris to 32, rue Alexandre Dumas – 75011 Paris, as resolved by the board of directors at its meeting of May 21, 2025.

That decision has resulted in the following amendment to article 4 of the Company's articles of association (the amended sections are shown in bold type):

"The registered office is located at : **32, rue Alexandre Dumas – 75011 Paris**

It may be transferred to any other place in France by a decision of the Board of Directors (conseil d'administration), subject to ratification of this decision by the next ordinary shareholders' meeting, and anywhere else by virtue of a resolution of the extraordinary shareholders' meeting, subject to the legal provisions in force.

In case of a transfer decided on by the Board of Directors, the latter is authorized to amend the articles of association and to carry out the resulting publicity and filing formalities, provided that it is stated that the transfer is subject to the ratification referred to above."

The legal formalities relating to publication of this decision have been carried out.

Twenty-Second resolution

Authorization to be granted to the board of directors to purchase, hold or transfer shares in the Company

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

having reviewed the board of directors' report,

authorizes the board of directors, with powers to subdelegate within the conditions set forth by law, for a period of eighteen (18) months from the date hereof, to acquire, in accordance with the Articles L. 225-210 et seq. and L. 22-10-62 et seq. of the French Commercial Code, in Articles 241- 1 to 241-5 of the General Regulations of the *Autorité des marchés financiers* and by Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, shares in the Company, acquisitions made by the Company may under no circumstances result in the Company holding at any time more than 10% of the shares comprising its share capital,

resolves that the shares may be acquired, sold, exchanged or transferred by any means, on one or more occasions, on the stock market or over the counter, including by block purchases or sales, public offers, the use of options or derivatives, in compliance with applicable regulations,

resolves that the authorization may be used for the following purposes:

- to ensure the liquidity of the Company's shares under a liquidity contract entered into with an investment services provider acting independently, that complies with a code of conduct recognized by the *Autorité des marchés financiers*;
- to use all or part of the shares acquired to satisfy obligations under stock option plans, free share grants, employee savings plans or other grants of shares to employees and executive directors of the Company or of companies that are or will be affiliated to it, and to carry out any hedging transactions relating to these transactions under the conditions and in accordance with the provisions of the applicable laws and regulations;
- to deliver shares upon the exercise of rights associated with securities giving entitlement to the grant of shares in the Company, and to carry out any hedging transactions relating to such transactions under the conditions and in accordance with the provisions of the applicable laws and regulations;
- to purchase shares to be held and subsequently used in exchange or as consideration for potential external growth transactions, mergers, demergers or asset-for-share exchanges, in particular in compliance with stock market regulations;
- to cancel all or some of the shares so repurchased, subject to the adoption of the Twenty-Third resolution below and, if so, in accordance with the terms set out therein; or

- more generally, to operate for any purpose that may hereafter be authorized by law or any market practice that may be accepted by the market authorities, it being specified that, in such a case, the Company would inform its shareholders by means of a press release,

resolves to set the maximum unit purchase price per share (excluding fees and commissions) at 15 euros, with an overall limit of nine million five hundred thousand euros, it being specified that this purchase price will be subject to any adjustments, where necessary, to take into account of any transactions affecting the share capital (in particular in the event of the capitalization of reserves and the grant of free shares, share splits or reverse share splits) that may take place during the validity period of this authorization,

resolves that the maximum number of shares that may be purchased under this resolution may not, at any time, exceed 10% of the total number of shares making up the share capital at any time, this percentage applying to a share capital number adjusted to reflect transactions affecting it subsequently, it being specified that, in accordance with the law, (i) when the shares are purchased to promote the liquidity of the Company's shares under the conditions set out in the General Regulations of the *Autorité des marchés financiers*, the number of shares taken into account for the calculation of this limit will be equal to the number of shares purchased less the number of shares resold during the term of the authorization and (ii) when they are purchased with a view to their retention and subsequent delivery as payment or exchange as part of a merger, demerger or contribution, the number of shares acquired may not exceed 5% of the total number of shares,

grants full powers to the board of directors, with powers to subdelegate within the conditions set forth by law, to implement this authorization, in particular to decide whether to launch a share repurchase program and to set the terms and conditions thereof, to place any stock market orders and to sign any deeds of sale or transfer, enter into any agreements, liquidity contracts and option contracts, make all declarations to the *Autorité des marchés financiers* and any other body, and perform all necessary formalities, in particular allocating or reallocating the shares acquired for the various formalities, and generally do all that is necessary,

resolves that, without the prior authorization of the general meeting, the board of directors may not make use of this delegation of authority from the date on which a third party submits a proposed tender offer for the Company's shares until the end of the offer period,

notes that this resolution supersedes, at the end of this general meeting, and, where applicable, up to the unused portion thereof, the authorization of the same nature granted to the board of directors in the Fifteenth resolution of the general meeting of May 21, 2025.

Twenty-Third resolution

Authorization for the board of directors to reduce the share capital by cancelling shares under the authorization to repurchase the Company's own shares

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

having reviewed the board of directors' report and the statutory auditors' report,

subject to the adoption of the Twenty-Second resolution above,

authorizes the board of directors, in accordance with Articles L. 225-210 et seq. and L. 22-10-62 et seq. of the French Commercial Code, for a period of eighteen (18) months from today, to cancel, on one or more occasions, up to a maximum of 10% of the share capital per twenty-four (24) month period, all or some of the shares acquired by the Company and to reduce, as appropriate, the share capital, in the proportions and at the times it sees fit, it being specified that this limit applies to an

amount of share capital which may be adjusted to take account of any transactions affecting it subsequent to the date of this general meeting,

resolves that any excess of the purchase price of the shares over their par value will be deducted from share, merger or contribution premiums or from any available reserve, including the legal reserve, provided that the latter does not fall below 10% of the Company's share capital after the capital reduction,

grants full powers to the board of directors, with powers to subdelegate within the conditions set forth by law, to perform any actions, formalities or declarations with a view to finalizing any capital reductions that may be made under this authorization, and to amend the Company's articles of association accordingly,

notes that this resolution supersedes, at the end of this general meeting, and, where applicable, up to the unused portion thereof, the authorization of the same nature granted to the board of directors in the Sixteenth resolution of the general meeting of May 21, 2025.

Twenty-Fourth resolution

Authorization to be granted to the board of directors to grant free shares, existing or to be issued, which results in the waiver by the shareholders of their preferential subscription rights

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

having reviewed the report of the board of directors of the Company and the statutory auditors' report,

in accordance with articles L. 225-197-1 to L. 225-197-5, L. 22-10-59 and L. 22-10-60 of the French Commercial Code,

authorizes the board of directors to grant, on one or more occasions, free shares of the Company, either existing or to be issued, to employees, or to certain categories of employees, and/or to corporate officers of the Company or of companies or economic interest groups in which the Company holds, directly or indirectly, at least 10% of the capital or voting rights on the date of grant of the shares concerned,

specifies that the board of directors, to be able to proceed with the grant of free shares to corporate officers who meet the conditions set out in article L. 225-197-1, paragraph II of the French Commercial Code, must comply with article L. 22-10-60 of the French Commercial Code,

decides that the total number of shares that may be granted free of charge by the board of directors, pursuant to this authorization, may not exceed 3.6% of the Company's share capital, as recorded by the board of directors on the date of the decision to grant the said shares, it being specified that the total number of shares granted free of charge by the board of directors may not exceed 10% of the Company's share capital on the date of the decision to grant them, and that this number will be deducted from the overall limit set out in the Twenty-Eighth resolution of the general meeting of May 21, 2025,

decides that the total number of shares that may be granted under this authorization to corporate officers may not represent more than 1% of the Company's share capital on the date of the decision by the board of directors to grant them,

decides that the board of directors shall set a vesting period of at least one (1) year (the "Vesting Period"), at the end of which the shares shall be definitively allocated to their beneficiaries, and, where applicable, a holding period, it being specified that the combined duration of the vesting and holding periods may not be less than two (2) years,

decides, notwithstanding the above, that the shares will be definitively granted before the end of the Vesting Period in the event of disability of the beneficiaries corresponding to the classification in the second or third category set forth in article L. 341-4 of the French Social Security Code, and, in this case, that the shares will immediately become freely transferable,

notes that, in the event of a free grant of shares to be issued by the Company, this authorization automatically results in the waiver by the shareholders of their preferential subscription rights to the new shares issued in favor of the beneficiaries of said free grant of shares, the corresponding capital increase being definitively completed by the sole fact of the final grant of the shares to the beneficiaries,

notes that this resolution results, insofar as is necessary, in a waiver by the shareholders in favor of the beneficiaries of free shares, of the part of the reserves, profits or premiums which, if applicable, will be used in the event of the issue of new shares at the end of the Vesting Period, for the completion of which all powers are delegated to the board of directors,

delegates to the board of directors, with the option of sub-delegation under the conditions set forth by law, all powers to:

- establish the existence of sufficient reserves and transfer to an unavailable reserve account the sums necessary to pay up the new shares to be allocated;
- determine whether the free shares granted are existing shares or shares to be issued;
- to determine the identity of the beneficiaries of the grants and the number of free shares that may be granted to each of them;
- to set the conditions and, if applicable, the criteria for the grant of these shares;
- to determine, where applicable, the performance conditions to be met in order for the grant to become final;
- to decide, if and when appropriate, on the capital increase(s) correlative to the issue of any new free shares granted;
- to adjust, if necessary, the number of shares granted in the event of transactions affecting the Company's capital or shareholders' equity that have the effect of modifying the value of the shares making up the capital to preserve the rights of the beneficiaries of free shares granted;
- and, in general, to take all necessary steps and enter into all agreements to ensure the successful completion of the planned grants,

decides that the board of directors shall not, without the prior authorization of the general meeting, make use of this authorization as from the filing by a third party of a proposed tender offer for the Company's securities and until the end of the tender offer period,

decides that the board of directors shall inform the ordinary shareholders' meeting each year, under the conditions provided for by the legal and regulatory provisions in force, of the transactions made under this resolution,

decides that this authorization is granted for a period of twenty-six (26) months from this day and to cancel, from today's date, the unused portion as the case may be of the authorization for the same purpose granted to the board of directors in the general meeting of May 21, 2025 in its Twenty-Seventh resolution.

RESOLUTION WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING

Twenty-Fifth resolution

Powers for formalities

The general meeting, voting on the quorum and majority conditions for ordinary general meetings, confers full powers on any bearer of an original, copy or certified extract of the minutes of this meeting to carry out any filing, publication or other formalities required.