

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

1. APPROVAL OF THE STATUTORY ACCOUNTS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2024 (FIRST RESOLUTION)

We recommend that you approve the financial statements for the financial year ended December 31, 2024, which shows a net profit of 184,587,840.63 euros.

These 2024 financial statements and the related statutory auditors' report are included in section 6.2 of the 2024 Universal Registration Document (published on the Company's website (www.viridiengroup.com) and available upon request to the Company).

2. ALLOCATION OF EARNINGS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2024 (SECOND RESOLUTION)

Our proposed allocation of the Company's result is in accordance with the law and our articles of association.

We propose to allocate the entire result of the financial year ended December 31, 2024, i.e. the net profit of 184,587,840.63 euros, to the Carry forward account which would be increased from an amount of 243,962,251.75 euros to the amount of 428,550,092.38 euros.

Pursuant to the provisions of Article 243 bis of the French *Code Général des Impôts*, the General Meeting acknowledges that no dividends were distributed over the last three financial years.

3. APPROVAL OF THE CONSOLIDATED ACCOUNTS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2024 (THIRD RESOLUTION)

We recommend that you approve the consolidated financial statements for the financial year ended December 31, 2024, which shows a profit (Group's part) of 49,813,374.56 dollars US.

The 2024 consolidated financial statements and the related statutory auditors' report are included in section 6.1 of the 2024 Universal Registration Document (published on the Company's website (www.viridiengroup.com) and available upon request to the Company).

4. MANDATES OF STATUTORY AUDITORS IN CHARGE OF CERTIFYING FINANCIAL STATEMENTS (FOURTH AND FIFTH RESOLUTIONS)

We remind you that the terms of office of ERNST & YOUNG et Autres and MAZARS as Statutory Auditors, in charge of the certification of the financial statements, expire at the close of this General Meeting called to approve the financial statements for the year ending December 31, 2024.

The Audit and Risk Management Committee has implemented a selection procedure for the appointment of new statutory auditors, in strict compliance with Article 16 of EU Regulation No. 537/2014 of the European Parliament and Council dated April 16, 2014. With the support of an internal selection committee, the Committee carried out an independent and rigorous selection process, assessing the candidates based on a detailed request for proposals that included specific selection criteria, as well as interviews with the various candidates. Following a thorough review of the candidates' files, the Audit and Risk Management Committee made two recommendations, each involving two co-auditors, with a motivated preference for:

- (i) DELOITTE & ASSOCIES, to replace ERNST & YOUNG et Autres, and
- (ii) BDO PARIS, to replace MAZARS.

The Audit and Risk Management Committee highlighted the high quality of all the preselected audit firms, which met the Company's requirements in terms of audit approach, geographic coverage, and sector knowledge. However, DELOITTE & ASSOCIES and BDO PARIS were preferred for their practical approach and their geographical organization tailored to the needs of the Group.

The Audit and Risk Management Committee has declared that it was not influenced by a third party in its decision, and that no contractual clause was imposed on it that had the effect of restricting its choice.

Following the recommendation and motivated preference of the Audit and Risk Management Committee, we propose that you appoint:

- (i) DELOITTE & ASSOCIES, in replacement of ERNST & YOUNG et Autres, and
- (ii) BDO PARIS, in replacement of MAZARS,

as statutory auditors of the Company in charge of the certification of the financial statements, for a period of six financial years, i.e. at the end of the annual ordinary general meeting to be held in 2031 and called to approve the financial statements ending December 31, 2030.

5. APPOINTMENT OF BDO PARIS AS STATUTORY AUDITOR IN CHARGE OF CERTIFYING THE SUSTAINABILITY INFORMATION (SIXTH RESOLUTION)

On proposition of the Board of Directors and joint recommendation of the Audit and Risk Management Committee and Sustainability Committee, we recommend that you approve the appointment of BDO PARIS, in replacement of ERNST & YOUNG et Autres whose term of office is expiring, as the Company's statutory auditor in charge of certifying the sustainability information, for period of six financial years, i.e. at the end of the annual ordinary general meeting to be held in 2031 and called to approve the financial statements ending December 31, 2030.

6. TERMS AS DIRECTORS (SEVENTH TO TENTH RESOLUTIONS)

We remind you that the terms of office as members of the Board of Directors of Mr. Philippe SALLE, Mrs. Anne-France LACLIDE-DROUIN and Mr. Michael DALY will expire at the end of this General Meeting called to approve the annual accounts closed on December 31, 2024.

Upon recommendation of the Remuneration, Appointment and Governance Committee, we propose to renew the term of office of Mr. Philippe SALLE (seventh resolution), Mrs. Anne-France LACLIDE-DROUIN (eighth resolution) and Mr. Michael DALY (ninth resolution) for a four-year term expiring at the end of the General Meeting to be held in 2029 to approve the financial statements for the previous financial year. The Board of Directors believes that the renewal of Mrs. Anne-France LACLIDE-DROUIN and Messrs. Philippe SALLE and Michael DALY will enable the continuation of the Group's transformation to which they have contributed since their appointment as director. Their respective expertise in finance, restructuring and geology, combined with their knowledge of the Company and its activity, will contribute to the value of the debates and the effective implementation of the transformation.

In addition, on October 31, 2024, upon recommendation of the Appointment, Remuneration and Governance Committee, the Board of Directors co-opted Mrs. Amélie OYARZABAL as new independent Director for the remainder of Mrs. Helen LEE BOUYGUES' term of office, i.e. until the Annual General Meeting called to be held in 2028 to approve the financial statements for the previous financial year. We recommend that you ratified her co-optation (tenth resolution).

6.1 INDEPENDENCE AND GENDER BALANCE

The Board of Directors, following the Remuneration, Appointment and Governance Committee's recommendation, has qualified Mrs. Anne-France LACLIDE-DROUIN and Amélie OYARZABAL and Messrs. Philippe SALLE and Michael DALY as independent members in accordance with the independence criteria of the AFEP-MEDEF Code, which is adopted by the Company as its reference code for corporate governance. In this respect, it is specified that Mrs. Anne-France LACLIDE-DROUIN and Amélie OYARZABAL and Messrs. Philippe SALLE and Michael DALY do not have any business relationship with the Group.

If you approve the renewal of the term of office of Mrs. Anne-France LACLIDE-DROUIN and Messrs. Philippe SALLE and Michael DALY and the ratification of the co-optation of Mrs. Amélie OYARZABAL:

- The Board's independence rate, defined in accordance with the criteria of the AFEP-MEDEF Code, would be maintained at 87.5% (it being specified that the director representing the employees has not been included in this calculation). The Company will thus continue to comply with the recommendations of this Code regarding the proportion of independent members;
- The proportion of women on the Board would be 50% (it being specified that the director representing employees has not been included in this calculation), in accordance with the law.

Information on the composition of the Board and the assessment of the independence of the directors is provided in section 4.1.3.1 of the 2024 Universal Registration Document.

6.2 SKILLS, EXPERIENCE, COMPETENCE AND KNOWLEDGE OF THE GROUP

Information regarding the skills and experience of the candidates and the reason for their candidatures is detailed hereinafter and in section 4.1.3.1 of the 2024 Universal Registration Document:

- **Mr. Philippe SALLE**

Mr. Philippe SALLE, 59 years old, French national, is an Independent Director of Viridien since 2018. As of December 31, 2024, he holds 284 shares of Viridien. Mr. Philippe SALLE is a graduate of the École des Mines of Paris (France) and holds an MBA from the Kellogg Graduate School of Management, Northwestern University (Chicago, USA). Mr. Philippe SALLE began his career at Total in Indonesia before joining Accenture in 1990. He then joined McKinsey in 1995 and became senior manager in 1998. In 1999, he joined the Vedior group (which later became Randstad, a company listed on Euronext Amsterdam). He became Chairman and CEO of Vedior France in 2002; in 2003, he became a member of the Managing Board of Vedior NV and was then appointed President for South Europe in 2006 (France, Spain, Italy and Switzerland). From 2007 to 2011, he served first as Deputy CEO and then Chairman and CEO of the Geoservices group (sold to SLB in 2010, listed on the New York Stock Exchange), a technological company operating in the petroleum industry with 7,000 associates in 52 countries. From 2011 to 2015, he was Chairman and CEO of the Altran group. He then became Chairman and CEO of Elixior where he remained until October 31, 2017. Since December 1, 2017, he has been Head of the Emeria group (formerly Foncia). On October 14th, 2024, he is appointed as Chairman of the Board of Directors of Atos Group and CEO of Atos from February 1st, 2025. He is a Knight of the French National Order of Merit and of the Legion of Honor and Commander of the Order of Merit of the Italian Republic.

In addition to his directorship at Viridien, Mr. Philippe SALLE is Chairman and Chief Executive Officer of Atos, a company listed on Euronext Paris.

- **Mrs. Anne-France LACLIDE-DROUIN**

Mrs. Anne-France LACLIDE-DROUIN, 57 years old, French national, is an independent Director of Viridien since 2017. As of December 31, 2024, she holds 225 shares of Viridien. Mrs. Anne-France LACLIDE-DROUIN is a graduate from the Institut commercial of Nancy (ICN) and Mannheim University. She also holds a diplôme d'études supérieures comptables et financières. Mrs. Anne-France LACLIDE-DROUIN began her career at PricewaterhouseCoopers before occupying various positions in the Financial division of international groups in different sectors, such as the distribution sector, where she acquired international experience. In 2001, she became Financial Director of Guilbert, then Staples, AS Watson and GrandVision. Mrs. Anne-France LACLIDE-DROUIN has been CFO of Oberthur Technologies, comprising the responsibility of the Financial and Legal Functions of the Group, from 2013 to 2017 and of Consolis Holding SAS and a member of the Executive Committee of Consolis Group SAS, from 2017 to 2020. From 2021 to 2022, she has been Group CFO of RATP Dev. In 2023 and 2024, she was CFO and member of the Executive Committee of Ingenico.

In addition to her directorship at Viridien, Mrs. Anne-France LACLIDE-DROUIN is a Director, Chairwoman of the Audit Committee and Chairwoman of the CSR Committee of Believe, a company listed on Euronext Paris.

- **Mr. Michael DALY**

Mr. Michael DALY, 71 years old, British national, is an Independent Director of Viridien since 2015. As of December 31, 2024, he holds 345 shares of Viridien. Mr. Michael DALY is a graduate of The University College of Wales, Leeds University (Ph.D.) and Harvard Business School (PMD). Michael DALY is a British geologist, oil and gas executive and academic. He joined the Geological Survey of Zambia in 1976, mapping the remote Muchinga Mountains of northeast Zambia. He began his business career with BP in 1986 as a research geologist. After a period of strategy work and exploration and production positions in Venezuela, the North Sea and London, he became President of BP's Middle East and S. Asia Exploration and Production business. In 2006, Michael DALY became BP's Global Exploration Chief and a Group Vice President. He served on BP's Group Executive team as Executive Vice President from 2010 until his retirement in 2014 after 28 years with the company. He is a Visiting Professor in Earth Sciences at the University of Oxford where he leads a copper basin analysis group, and is a Director of Snowfox Discovery Ltd., a hydrogen exploration company. He was recently President of the Geological Society of London, a registered Charity.

- **Mrs. Amélie OYARZABAL**

Mrs. Amélie OYARZABAL, 57 years old, French national, is an Independent Director of Viridien since October 31, 2024. As of December 31, 2024, he holds 750 shares of Viridien. Amélie OYARZABAL graduated from Sciences Po, Paris and from the London School of Economics and Political Science (LSE). Amélie OYARZABAL has more than 25 years of financial advisory experience. Partner at Lazard Frères for 16 years, Amélie OYARZABAL played leadership roles in launching Lazard's Beijing office and later in Chicago. In 2019, Amélie OYARZABAL joined Greenhill & Co., Inc. as a Managing Director to open the French office of Greenhill for which she is responsible.

6.3 ATTENDANCE RATE

The individual attendance rates of all Board members are detailed in section 4.1.3.4 of the 2024 Universal Registration Document.

The attendance rates for Board and Committee meetings during the 2024 financial year of candidates for renewal are detailed below:

	Philippe SALLE	Anne-France LACLIDE-DROUIN	Michael DALY	Amélie OYARZABAL
Board of Directors	100%	100%	100%	100 %
Audit and Risk Management Committee	n.a.	100%	n.a.	100 %
Sustainability Committee	n.a.	100%	100%	100 %
New Businesses and M&A Committee	n.a.	n.a.	100%	n.a.

6.4 NATIONALITIES AND AGE RATE OF THE BOARD OF DIRECTORS

If you approve the renewal of Mrs. Anne-France LACLIDE-DROUIN and Messrs. Philippe SALLE and Michael DALY and the ratification of the co-optation of Mrs. Amélie OYARZABAL:

- The average age of the members of the Board of Directors would be nearly 62 years;
- The internationalization rate of the Board of Directors would be 3 nationalities represented (France, USA and UK);

in accordance with the diversity objectives presented in section 4.1.3.1.d) of the 2024 Universal Registration Document.

7. STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS - ACKNOWLEDGMENT OF THE ABSENCE OF ANY NEW AGREEMENT (*ELEVENTH RESOLUTION*)

We ask you to acknowledge that there is no new agreement referred to in Articles L. 225-38 of the French Commercial Code.

No agreement has been concluded or previously authorized which remained in force.

The statutory auditors' special report on regulated agreements is included in section 4.1.4.4 of the 2024 Universal Registration Document.

8. SAY ON PAY (*TWELFTH TO EIGHTEENTH RESOLUTIONS*)

8.1 SAY ON PAY EX POST

8.1.1 Approval of the information mentioned under part I of Article L.22-10-9 of the French Commercial Code (*twelfth resolution*)

In accordance with Article L. 22-10-34 I of the French Commercial Code, we request that you approve the information referred to in I of Article L. 22-10-9 of the French *Commercial Code* contained in the 2024 Universal Registration Document under section 4.2.2.

This information includes all remuneration paid to corporate officers during the past financial year or granted pursuant to the same financial year. It also includes the equity ratios used to monitor the evolution of the compensation of corporate officers in relation to that of employees and the performance of Viridien.

8.1.2 Approval the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid during the past financial year or granted in respect of the same financial year to Mr. Philippe SALLE, Chairman of the Board of Directors (*thirteenth resolution*)

In accordance with Article L. 22-10-34 II of the French Commercial Code, we request that you approve the fixed, variable and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mr. Philippe SALLE, Chairman of the Board of Directors, as presented below.

These elements are in line with the remuneration policy for the Chairman of the Board of Directors for financial year 2024 adopted by the Combined General Meeting of Thursday, May 15, 2024 in its eleventh ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
Fixed remuneration	€170,000	€170,000	In accordance with the 2024 remuneration policy applicable to the Chairman of the Board of Directors approved by the Shareholders' Meeting of May 15, 2024, Philippe Salle received a fixed annual remuneration of €170,000 for his duties as Chairman of the Board

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
			of Directors (unchanged since 2018).
Annual variable remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any variable remuneration.
Deferred variable remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any deferred variable remuneration.
Multi-annual variable remuneration (cash)	Not applicable	Not applicable	Philippe SALLE does not receive any multi-annual variable remuneration.
Exceptional remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any exceptional remuneration.
Stock options, performance shares, and any other long-term remuneration element	Not applicable	Not applicable	Philippe SALLE does not receive any allocation of stock options or performance shares.
Remuneration allocated to Directors	€70,000 (allocated for 2023 and paid in 2024)	€70,000 (allocated for 2024 and to be paid in 2025)	In accordance with the 2024 remuneration policy applicable to the Board of Directors approved by the Shareholders' Meeting of May 15, 2024, Philippe SALLE will receive in 2025, for the year 2024 and for his term of office as Director, a variable portion amounting to €70,000 (considering his attendance rate over 90%).
Valuation of benefits of any kind	Not applicable	Not applicable	Philippe SALLE does not benefit from any benefit in kind.
Severance pay	Not applicable	Not applicable	Philippe SALLE is not entitled to any severance pay.
Non-compete indemnity	Not applicable	Not applicable	Philippe SALLE is not entitled to any non-compete indemnity.
General Benefits plan	Not applicable	Not applicable	For 2024, Philippe SALLE does not benefit from such plans.

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
Supplementary pension plan	Not applicable	Not applicable	Philippe SALLE does not benefit from a supplementary pension plan.

8.1.3 Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid for the past financial year or granted in respect of the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer (*fourteenth resolution*)

in accordance with Article L.22-10-34, II of the French Commercial Code, we request that you approve the fixed, variable and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer, as presented below.

These elements are in line with the remuneration policy for the Chairman of the Board of Directors for financial year 2024 adopted by the Combined General Meeting of May 15, 2024 in its thirteenth ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
Fixed remuneration	€680,400	€680,400	
Annual variable remuneration (Payment of the annual variable remuneration is subject to approval by the 2025 General Meeting under the conditions provided for in Article L. 22-10-34, II of the French Commercial Code)	€775,656 (allocated for 2023 and paid in 2024)	€780,215 (allocated for 2024 and to be paid in 2025)	<p>Sophie ZURQUIYAH receives a variable remuneration subject to fulfilling non-financial objectives (representing one third of variable remuneration) and financial objectives (representing two thirds of variable remuneration).</p> <p>The quantifiable financial criteria are based on fulfilling the Group's budgetary objectives, set by the Board of Directors. Her target amount is set to 100% of her fixed remuneration.</p> <p>The performance criteria and/or conditions were established by the Board meeting of March 6, 2024.</p> <p>The financial objectives are as follows:</p> <ul style="list-style-type: none"> • Group Net Cash Flow (25%); • Free EBITDA (25%); • Group Segment revenues (25%); and

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
			<ul style="list-style-type: none"> Operating income (25%). <p>The non-financial objectives focused on:</p> <ul style="list-style-type: none"> Group Strategic and Financial Plan Management (30%); Business, Organization, People and Operational Performance Management (40%); ESG/HSE (30%). <p>On the basis of fulfilling the above financial and non-financial conditions and the financial statements for the year 2024, and upon recommendation of the Appointment, Remuneration and Governance Committee, the Board of Directors, at its meeting of February 27, 2025, set this variable remuneration at €780,215.</p> <p>This payment corresponds to an overall fulfilment rate of 114.7% of the objectives (out of a possible maximum of 166.67%). This rate is applied to the target amount of variable remuneration (corresponding to 100% of the annual fixed remuneration of Sophie ZURQUIYAH). Payment of this remuneration will be subject to the approval by the 2025 General Meeting.</p>
Deferred variable remuneration	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any deferred variable remuneration.
Exceptional remuneration	Not applicable	Not applicable	Sophie ZURQUIYAH did not receive any exceptional remuneration in 2024.
Remuneration allocated to Directors	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any remuneration allocated to Directors.
General benefits plan	Not applicable	€5,340	Sophie ZURQUIYAH benefits from the general compulsory benefits plan of the Group applicable to all employees.

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
			For 2024, the amount corresponding to the expense borne by the Company under this scheme represents €5,340 for Sophie ZURQUIYAH.
International medical insurance	Not applicable	€37,032	Sophie ZURQUIYAH benefits from an international medical insurance contract. For 2024, the amount corresponding to the expense borne by the Company under this contract is €37,032 (US\$40,218 converted in euros on the basis of an average conversation rate for the year 2024 of 0.9208). The cost of this international medical insurance is borne by Viridien SA.
Valuation of benefits in kind (company car)	Not applicable	€9,600	The Board of Directors, at its meeting of April 26, 2018, decided that for her duties as Chief Executive Officer, Sophie ZURQUIYAH would benefit from a company car, the reinstatement of which cannot give rise to a benefit in kind greater than an annual amount of €11,880.
Valuation of benefits in kind (unemployment insurance)	Not applicable	€12,693	Sophie ZURQUIYAH benefits from an individual unemployment insurance plan with the GSC. This guarantee provides for the payment of a maximum percentage of 13.3% of Sophie ZURQUIYAH's target remuneration in 2024 (i.e. €180,998) over a period of 12 months.
Multi-annual variable remuneration (cash)	Not applicable	Not applicable	No multi-annual variable remuneration plan was implemented by the Company during the 2024 financial year.
Stock options, performance shares, and any other long-term remuneration element		Stock options: Not applicable	The Chief Executive Officer was not allocated any Stock Options in 2024.
		Performance shares: €450,000	At its meeting of June 19, 2024, and on the basis of the 16th resolution of the General Meeting of May 15, 2024, the Board of Directors granted Sophie ZURQUIYAH

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
(Valuation according to the method used for the consolidated accounts for the 2024 financial year)			<p>1,000,000 performance shares, i.e. 0.140% of the Company's share capital at the date of the grant.</p> <p>The acquisition of rights is subject to presence in June 2027 (i.e. three years from the date of grant) subject to the fulfilment of the following performance conditions, to be met over a three-year vesting period:</p> <ul style="list-style-type: none"> • a performance condition based on the performance of Viridien's stock price compared to a selected peer group between 2024 and 2027, conditioning 30% of the allocation; Achievement equal to or above 130% of the median growth of the peer panel will result in 100% of the shares vesting under this condition. Growth equal to 100% and strictly below 130% of the median growth of the peer panel will result in 75% of the shares vesting linearly up to 100% under this condition. Achievement below 100% of the median growth of the peer panel will result in 0% of the shares vesting under this condition, • a performance condition based on Beyond the Core growth in Revenue for the years 2024, 2025 and 2026, conditioning 20% of the allocation. In case this objective is not achieved, no rights shall be acquired under this condition, • a performance condition based on the achievement of an average net debt to EBITDAs ratio target for the full year 2026, conditioning 30% of the allocation; If the objective is not attained, no right is acquired under this condition,

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
			<ul style="list-style-type: none"> • a performance condition based on the achievement of an environmental, social and governance objective conditioning 20% of the award; if the objective is not attained, no rights are acquired under this condition. An ESG scorecard has been defined including the following criteria and indicators: <ul style="list-style-type: none"> - Social (40%) including indicators of diversity and employee engagement, - HSE (20%) and more precisely an indicator linked to the “Total recordable case frequency” (TRCF), - Environmental (40%) including indicators related to carbon neutrality, energy use efficiency in data centers (PUE) and carbon intensity. <p>Other conditions applicable to this plan are set out in paragraph 4.2.2.1.B. of the 2024 Universal Registration Document.</p>
Supplementary pension plan	Not applicable	€13,910	<p>Sophie ZURQUIYAH benefits from a collective defined-contribution funded pension plan implemented for the Group’s executives since January 1, 2005.</p> <p>The contribution is calculated with reference to the Annual Social Security Ceiling:</p> <ul style="list-style-type: none"> • tranche A – up to 1 Annual Social Security Ceiling: 0.5% employee contribution and 1% employer contribution; • tranche B – between 1 and 4 Annual Social Security Ceilings: 2% employee contribution and 3% employer contribution;

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
			<ul style="list-style-type: none"> • tranche C – between 4 and 8 Annual Social Security Ceilings: 3.5% employee contribution and 5% employer contribution. <p>The contribution base consists exclusively of the gross annual remuneration for the year declared, the base salary, the annual variable remuneration and the benefit in kind (company car). As a matter of principle, this base excludes any other remuneration element. For 2024, the amount corresponding to the expense borne by the Company under this plan represents €13,910 for Sophie ZURQUIYAH.</p>
Contractual termination indemnity	No amount paid to Sophie ZURQUIYAH for the 2024 financial year	No amount allocated to Sophie ZURQUIYAH for the 2024 financial year	<p>For the duration of her term of office, Sophie ZURQUIYAH would benefit from a contractual termination indemnity in the event of termination of her corporate office. These benefits have the following characteristics:</p> <p>Sophie ZURQUIYAH benefits from a contractual termination indemnity in the event of revocation and non-renewal of her term of office within twelve months following a change of control, in the absence of any situation of failure characterized by the non-achievement of the performance conditions described below; No payment shall be made in the event of serious or gross misconduct regardless of the reason for leaving.</p> <p>The payment of the contractual termination indemnity will depend on the average achievement rate of the objectives relating to the annual variable portion of Sophie ZURQUIYAH's remuneration for the last three financial years ended prior to the departure date, in accordance with the following rule:</p>

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
			<ul style="list-style-type: none"> • If the average achievement rate is less than 80%, no contractual termination indemnity will be paid; • If the average achievement rate is equal to or greater than 80% and less than 90%, the contractual termination indemnity will be due at 50% of its amount; • If the average achievement rate is equal to or greater than 90%, the contractual termination indemnity will be due on a straight-line basis between 90% and 100% of its amount. <p>This contractual termination indemnity will be equal to the difference between (i) a gross amount capped at 200% of the Annual Reference Remuneration and including all sums of any nature whatsoever, and on any basis whatsoever, to which Sophie ZURQUIYAH may be entitled as a result of the termination, and (ii) all sums to which she may be entitled as a result of the implementation of the non-compete commitment.</p> <p>The aggregate of the contractual termination indemnity and the non-compete indemnity may under no circumstances exceed 200% of the corporate officer's Annual Reference Remuneration. Should the combined amount of the two benefits be greater, the contractual termination indemnity would be reduced to the amount of this cap.</p> <p>The Annual Reference Remuneration consists exclusively of the annual fixed remuneration received during the twelve rolling months prior to the notice date, plus the annual average of the variable remuneration due for the last three financial</p>

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
			<p>years ended prior to the departure date or beginning of the notice period, if applicable.</p> <p>It is specified that, the Board of Directors must acknowledge, prior to the payment of the special termination indemnity, (i) that the performance conditions described above have been met and (ii) that the contractual termination indemnity complies with the Corporate Governance Code in force at the date of the departure of the person concerned.</p>
<p>Non-compete commitment indemnity</p>	<p>No amount paid to Sophie ZURQUIYAH for the 2024 financial year</p>	<p>No amount allocated to Sophie ZURQUIYAH for the 2024 financial year</p>	<p>Sophie ZURQUIYAH has a non-compete commitment applicable to activities involving services for the acquisition, processing or interpretation of geophysical data, or the supply of equipment or products designed for the acquisition, processing or interpretation of geophysical data, and involving the contribution of the person concerned to projects or activities in the same field as those in which she participated within the Viridien group.</p> <p>In consideration for this commitment for a period of 18 months from the date of the termination of Sophie ZURQUIYAH's duties, she would receive remuneration corresponding to 100% of her Annual Reference Remuneration.</p> <p>The allowance will be paid in instalments and will not be payable when the person concerned claims his or her pension rights and, in any event, beyond the age of 65.</p>

8.2 SAY ON PAY EX ANTE – REMUNERATION POLICY OF CORPORATE OFFICERS

Considering that the functions of Chairman of the Board of Directors and Chief Executive Officer will be combined as from April 30, 2025, the remuneration policies for the Chairman of the Board and for the Chief Executive Officer described below will cover the period from January 1, 2025 to April 30, 2025 inclusive. The remuneration policy for the Chairperson and Chief Executive Officer will apply from April 30, 2025 to December 31, 2025.

8.2.1 Approval of the remuneration policy of Directors (*fifteenth resolution*)

In accordance with Article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Directors, as presented in the 2024 Universal Registration Document, section 4.2.1.2.d).

8.2.2 Approval of the remuneration policy of the Chairman of the Board of Directors (*sixteenth resolution*)

In accordance with Article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Chairman of the Board of Directors, as presented in the 2024 Universal Registration Document, section 4.2.1.2 a).

8.2.3 Approval of the remuneration policy of the Chief Executive Officer (*seventeenth resolution*)

In accordance with Article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Chief Executive Officers, as presented in the 2024 Universal Registration Document, section 4.2.1.2.b).

8.2.4 Approval of the remuneration policy of the Chairperson and Chief Executive Officer (*eighteenth resolution*)

In accordance with Article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Chairperson and Chief Executive Officers, as presented in the 2024 Universal Registration Document, section 4.2.1.2.c).

9. DELEGATION OF AUTHORITY TO BUYBACK THE COMPANY'S SHARES (*NINETEENTH RESOLUTION*) AND TO CANCEL THESE SHARES (*TWENTIETH RESOLUTION*)

In the nineteenth resolution, we propose that you grant the Board of Directors, for a period of eighteen (18) months, pursuant to the provisions of Articles L. 22-10-62 and seq. and L. 225-210 and seq. of the French Commercial Code, to purchase, on one or more occasions and at such times as it shall determine, Company shares up to a maximum number of shares that may not exceed 10% of the number of shares making up the share capital as of the date of this General Meeting, adjusted if necessary to take account of any capital increases or reductions or reverse share split that may take place during the term of this share purchase program.

This authorization would cancel the authorization given to the Board of Directors by the General Meeting of May 15, 2024 in its fourteenth ordinary resolution.

Acquisitions would be made in order to:

- ensure the facilitation of the secondary market or the liquidity of Viridien shares through a liquidity contract entered into with an investment service provider acting in compliance with the market practice admitted by the regulations, it being specified that in this context, the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, minus the number of shares resold;
- retain purchased shares and subsequently remit them in exchange or as payment in the framework of merger, demerger, contribution of external growth transactions;
- cover stock option plans and/or performance share plans (or similar plans) to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies as well as all allocations of shares under a company or group savings plan (or similar plan), under the Company's profit-sharing scheme and/or all other forms of share allocation to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies,

- cover securities giving entitlement to the allocation of shares in the Company within the framework of the regulations in force;
- cancel any shares acquired, in accordance with the authorization granted or to be granted by the Extraordinary General Meeting; and
- generally, to implement any market practice that may be admitted by the French *Autorité des Marchés Financiers* and, more generally, to carry out any other transaction in compliance with applicable regulations (in such a case, the Company will inform its shareholders by means of a press release).

These share purchases may be carried out by any means, including the acquisition of blocks of shares, and at such times as the Board of Directors may determine.

The Company does not intend to use optional mechanisms or derivative instruments.

The Board may not, without the prior authorization of the General Meeting, use this authorization from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

We propose that you set the maximum purchase price at 250 euros per share (acquisition costs excluded) and consequently the maximum amount of the share purchase program at 179,036,500 euros. In case of operation on capital, in particular a share split or reverse shares split or an allocation of free shares to shareholders, the above-mentioned amount will be adjusted in the same proportions (multiplication coefficient equal to the ratio between the number of shares comprising the capital before the operation and the number of shares after the operation).

As a consequence of the cancellation objective, we ask you, under the twentieth resolution, to authorize the Board of Directors, for a period of twenty-four months from the General Meeting, to cancel, at its sole discretion, on one or more occasions, up to a maximum of 10% of the share capital calculated as of the date of the cancellation decision, less any shares cancelled during the previous 24 months, the treasury shares that the Company holds or may hold, in particular as a result of the share buybacks carried out within the framework of Article L. 22-10-62 of the French Commercial Code, as well as to reduce the Company's share capital by the same amount, in accordance with the legal and regulatory provisions in force.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

The Board of Directors would therefore have the necessary powers to take the necessary action in such matters.

10. FINANCIAL DELEGATIONS (TWENTY-FIRST TO TWENTY-SEVENTH RESOLUTIONS)

The Board of Directors wishes to have the necessary delegations to proceed, if it deems is useful, with any share issuances that may be necessary in the context of the development of the Company's activities.

Therefore, you are asked to renew the financial delegations that are expiring, under the twenty-first to twenty-seventh resolutions. On the status of the current delegations, you will find the table of current delegations and authorizations granted by the General Meeting to the Board of Directors and the status of their use in the 2024 Universal Registration Document in paragraph 7.3.4.

In addition, considering the delegations likely to generate a cash capital increase eventually, you are invited to decide on a delegation of authority for the purpose of increasing the capital to the members of a company savings plan within the framework of the twenty-seventh resolution, in accordance with the regulation in force.

These delegations would supersede, as of the date of the General Meeting, any unused portion of any previous delegation with the same purpose.

10.1 DELEGATION OF AUTHORITY TO INCREASE THE SHARE CAPITAL THROUGH THE INCORPORATION OF RESERVES, PROFITS AND/OR PREMIUMS (TWENTY-FIRST RESOLUTION)

The delegation of such authority expires this year and has not been used.

We ask you to authorize the Board of Directors, for a further period of twenty-six months, to decide to increase the share capital, on one or more occasions, at the time and terms as it shall determine, by incorporation into the capital of reserves, profits, premiums or other items whose capitalization will be allowed, by the issuance and allocation of shares or by an increase in the nominal amount of existing ordinary shares, or by a combination of these two processes.

The amount of the capital increase under this resolution would not exceed the nominal amount of 716,146.50 euros (i.e. for information purpose, 10% of the share capital as of December 31, 2024), not taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation procedures, the rights of the holders of securities or other rights giving access to the Company's capital.

The nominal amount of the capital increases carried out under this resolution would be deducted from the maximum nominal amount of ordinary shares provided for in the twenty-second resolution of this General Meeting (delegation of authority to increase the share capital with preferential subscription rights).

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

The Board of Directors would have full powers to implement this resolution and, in general, to take all measures and carry out all formalities required for the successful completion of each capital increase, to record the completion thereof and to amend the articles of association accordingly.

10.2 DELEGATION OF AUTHORITY TO ISSUE SHARES WITH AND WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

Delegations of such authority expire this year and have not been used.

It is proposed to renew the delegations of authority in order to carry out capital increases by contribution in cash with or without preferential subscription right.

The purpose of these delegations is to grant the Board of Directors full latitude to proceed at the times of its choice, for a period of 26 months, with the issue of:

- ordinary shares,
- and/or securities granting access to capital of the Company and/or debt securities.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

10.2.1 Delegation of authority to issue shares and/or securities granting access to capital of the Company and/or debt securities, with preferential subscription right (twenty-second resolution)

Under this delegation, the issues would be carried out with shareholders' preferential subscription rights.

We propose that you set the maximum overall nominal amount of ordinary shares that may be issued under this delegation at 3,580,732.50 euros (representing approximately 50% of the existing share capital as of December 31, 2024). This ceiling would be deducted from the overall nominal amount of ordinary shares that may be issued pursuant to the following resolutions of this General Meeting:

- twenty-first resolution: delegation of authority to increase the share capital through the incorporation of reserves, profits or premiums,
- twenty-third resolution: delegation of authority to increase the share capital without preferential subscription right through public offer, and/or as consideration for securities in a public exchange offer,
- twenty-fourth resolution: delegation of authority to increase the share capital without preferential subscription right by private placement,

- twenty-sixth resolution: delegation of authority to increase the share capital in order to remunerate contributions in kind,
- twenty-seventh resolution: delegation of authority to increase the share capital without preferential subscription right to the members of a company savings plan.

We propose that you set the maximum nominal amount of debt securities on the Company that may be issued under this delegation at 50 million euros. This ceiling would be deducted from the nominal amount of debt securities on the Company likely to be issued pursuant to the following resolutions of this General Meeting:

- twenty-third resolution: delegation of authority to increase the share capital without preferential subscription right through public offer, and/or as consideration for securities in a public exchange offer,
- twenty-fourth resolution: delegation of authority to increase the share capital without preferential subscription right by private placement,

If the Board of Directors uses this delegation of authority in connection with the issues referred to above, the issue(s) of ordinary shares or securities giving access to the capital shall be reserved in preference to shareholders who may subscribe on an irreducible basis.

If the subscriptions on an irreducible basis, and where applicable on a reducible basis, have not absorbed the entire issue, the Board of Directors may use the following options:

- to limit the amount of the issue to the amount of subscriptions, within the limits provided for by the regulation,
- to freely allocate all or part of the unsubscribed securities,
- to offer to the public all or part of the unsubscribed securities,

The issues of warrants may be carried out by subscription offer, but also by free allocation to the holders of existing shares, it being specified that the Board of Directors would have the power to decide that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold

This delegation would be granted for a period of twenty-six months from the date of this Meeting.

10.2.2 Delegations [without preferential subscription right](#)

10.2.2.1 Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, without preferential subscription right, within the scope of public offerings other than the ones referred to in Article L. 411-2 of the French Monetary and Financial Code (twenty-third resolution)

Under this delegation, the issues would be carried out through a public offer (other than the ones referred to in Article L. 411-2 of the French Monetary and Financial Code) and/or in the course of a public exchange offer.

The preferential subscription right of shareholders to ordinary shares and securities giving access to the capital and/or to debt securities would be deleted with the option for the Board of Directors to grant shareholders the possibility of subscribing in priority, in accordance with the law.

The total nominal amount of ordinary shares that may be issued under this delegation may not exceed 716,146.50 euros (representing approximately 10% of the share capital as of December 31, 2024).

This ceiling would be deducted from the nominal amount of ordinary shares of the Company likely to be issued pursuant to the following resolutions of this General Meeting:

- twenty-fourth resolution: delegation of authority to increase the share capital without preferential subscription right by private placement, and
- twenty-sixth resolution: delegation of authority to increase the share capital in order to remunerate contributions in kind.

In addition, the aggregate nominal amount of ordinary shares that may be issued under this delegation shall be deducted from the maximum nominal amount of ordinary shares that may be issued under the twenty-second resolution of this General Meeting.

The aggregate nominal amount of debt securities issued under to this delegation may not exceed 50 million euros. This amount is to be deducted from the ceiling on the nominal amount of debt securities set forth in the twenty-second resolution of this Meeting (delegation of authority to increase share capital of with preferential subscription right).

The amount due, or to be due to the Company for each of the ordinary shares issued under this delegation of authority, after taking into account, in the event of the issue of independent stock warrants, the price of issue of said warrants, would be at least equal, at the discretion of the Board of Directors:

- to the average Company's share price on the Euronext Paris regulated market, weighted by volumes during the last trading day preceding the date of fixing of the issue price, possibly reduced by a maximum discount of 10%,
- to the volume-weighted average of the Company's share price on the Euronext Paris regulated market over the last three consecutive trading days preceding the date the start of the offer, possibly reduced by a maximum discount of 10%.

The Board of Directors will therefore set an issue price in accordance with the terms described above, which correspond to the rules applicable in this matter before the reform introduced by Law No. 2024-537 of June 13, 2024.

Indeed, until this reform, the provisions of the French Commercial Code (R. 22-10-32 C.com) required that the price of shares in such an issuance should be at least equal to the weighted average price of the shares during the three last trading sessions preceding the launch of the public offer, possibly reduced by a maximum discount of 10%.

Furthermore, in accordance with the nineteenth resolution of the General Meeting held on May 4, 2023, the Board of Directors had the option to derogate from the legal price rule mentioned above and set the issue price of shares at least equal to the average price of the Company's shares on the Euronext Paris regulated market, weighted by volumes during the last trading session preceding the price determination, potentially reduced by a maximum discount of 10%.

These provisions are no longer applicable since the law n°2024-537 of June 13, 2024, which abolished the legal price rule (and thus its derogation). Consequently, the Board of Directors has decided to submit to this General Meeting a delegation that expressly reflects the previously applicable price rules.

In the event of the issue of securities as consideration for securities tendered in connection with a public exchange offer, the Board of Directors shall have the necessary powers, under the conditions set out in Article L. 22-10-54 of the French Commercial Code and within the limits set out above, to draw up the list of securities tendered in exchange, to set the terms of issue, the exchange ratio and, if applicable, the amount of the cash balance to be paid, and to determine the terms and conditions of the issue.

If the subscriptions have not absorbed the entire issue, the Board of Directors may use the following options:

- to limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulation,
- to freely allocate all or part of the unsubscribed securities.

This delegation would be granted for a period of twenty-six months from the date of this Meeting.

10.2.2.2 Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, without preferential subscription right, by mean of an offer referred to under 1 of Article L. 411-2 of the French Monetary and Financial Code (private placement) (twenty-fourth resolution)

Under this delegation, the issues would be carried out through an offer referred to in 1 of Article L. 411-2 of the Monetary and Financial Code (private placement).

The preferential subscription right of shareholders to ordinary shares and securities giving access to the capital and/or to debt securities would be deleted

The total nominal amount of ordinary shares that may be issued under this delegation may not exceed 716,146.50 euros (representing approximately 10% of the existing share capital as of December 31, 2024).

This amount would be deducted from the maximum nominal amount of ordinary shares that may be issued pursuant to the following resolutions of this Meeting:

- twenty-second resolution: delegation of authority to increase the share capital with preferential subscription right, and
- twenty-third resolution: delegation of authority to increase the share capital without preferential subscription right through public offer, and/or as consideration for securities in a public exchange offer.

The aggregate nominal amount of debt securities issued under to this delegation may not exceed 50 million euros. This amount is to be deducted from the ceiling on the nominal amount of debt securities set forth in the twenty-second resolution of this General Meeting (delegation of authority to increase share capital of with preferential subscription right).

The amount due, or to be due to the Company for each of the ordinary shares issued under this delegation of authority, after taking into account, in the event of the issue of independent stock warrants, the price of issue of said warrants, would be at least equal, at the discretion of the Board of Directors:

- to the average Company's share price on the Euronext Paris regulated market, weighted by volumes during the last trading day preceding the date of fixing of the issue price, possibly reduced by a maximum discount of 10%,
- to the volume-weighted average of the Company's share price on the Euronext Paris regulated market over the last three consecutive trading days preceding the start of the offer, possibly reduced by a maximum discount of 10%.

The Board of Directors will therefore set an issue price in accordance with the terms described above, which correspond to the rules applicable in this matter before the reform introduced by Law No. 2024-537 of June 13, 2024.

Indeed, until this reform, the provisions of the French Commercial Code (R. 22-10-32 C.com) required that the price of shares in such an issuance should be at least equal to the weighted average price of the shares during the three last trading sessions preceding the launch of the public offer, possibly reduced by a maximum discount of 10%.

Furthermore, in accordance with the nineteenth resolution of the General Meeting held on May 4, 2023, the Board of Directors had the option to derogate from the legal price rule mentioned above and set the issue price of shares at least equal to the average price of the Company's shares on the Euronext Paris regulated market, weighted by volumes during the last trading session preceding the price determination, potentially reduced by a maximum discount of 10%.

These provisions are no longer applicable since the law n°2024-537 of June 13, 2024, which abolished the legal price rule (and thus its derogation). Consequently, the Board of Directors has decided to submit to this General Meeting a delegation that expressly reflects the previously applicable price rules.

If the subscriptions have not absorbed the entire issue, the Board of Directors may use the following options:

- to limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulation,
- to freely allocate all or part of the unsubscribed securities.

This delegation would be granted for a period of twenty-six months from the date of this Meeting.

10.2.2.3 Authorization to increase the amount of issues (twenty-fifth resolution)

We propose, under the delegations with and without subscription right above (twenty-second to twenty-fourth resolutions), to grant the Board of Directors the ability to increase, under the conditions provided for by Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, and within the limits of the ceilings set by the General Meeting, the number of shares provided for in the initial issue.

Thus, the number of securities could be increased within 30 days of the closing of the subscription within the limit of 15% of the initial issue and at the same price as the initial issue, within the limit of the ceilings set by the General Meeting.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

10.3 DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES, AND/OR SECURITIES GRANTING ACCESS TO THE CAPITAL OF THE COMPANY WITHIN THE LIMIT OF 10% OF THE CAPITAL IN ORDER TO REMUNERATE CONTRIBUTIONS IN KIND OF SECURITIES OR SECURITIES GIVING ACCESS TO THE CAPITAL (TWENTY-SIXTH RESOLUTION)

To facilitate external growth operations, we kindly ask you to authorize the Board of Directors to issue ordinary shares or securities giving access to ordinary shares as consideration for contributions in kind granted to the Company and consisting of shares or securities giving access to the capital, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.

This delegation would be granted for twenty-six months.

The aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 10% of the share capital as of this General Meeting, not taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation procedures, the rights of the holders of securities or other rights giving access to the Company's capital.

This amount would be deducted from the maximum nominal amount of ordinary shares that may be issued pursuant to the following resolutions of this Meeting:

- twenty-second resolution: delegation of authority to increase the share capital with preferential subscription right, and
- twenty-third resolution: delegation of authority to increase the share capital without preferential subscription right through public offer, and/or as consideration for securities in a public exchange offer.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

10.4 DELEGATION TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES AND/OR SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL OF THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT, TO THE MEMBERS OF A COMPANY SAVINGS PLAN, PURSUANT TO ARTICLES L. 3332-18 ET SEQ. OF THE FRENCH LABOR CODE (TWENTY-SEVENTH RESOLUTION)

We submit this resolution to your vote in order to comply with the provisions of Article L. 225-129-6 of the French Commercial Code, under the terms of which the Extraordinary Shareholders' Meeting is called upon to vote on delegations of authority likely to generate immediate or future increases in the share capital in cash, and must therefore also vote on a delegation of authority in favor of the members of a company savings plan.

Under this delegation, it is proposed to delegate to the Board of Directors the authority to increase the share capital on one or more occasions, at its sole discretion, by issuing ordinary shares or securities granting access to the Company's capital for the benefit of members of one or more company or group savings plans set up by the Company and/or the French or foreign companies affiliated with it under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.

Pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors shall be entitled to grant to the beneficiaries defined in the first paragraph above, free of charge, shares to be issued or already issued or other securities granting access to the Company's capital to be issued or already issued in respect of (i) the employer's contribution which may be paid in accordance with the regulations governing company or group savings plans, and/or (ii) where applicable, the discount, and may decide, in the event of the

issue of new shares in respect of the discount and/or the employer's contribution, to incorporate in the capital the reserves, profits or premiums necessary to pay up the said shares.

In accordance with the law, the General Meeting would cancel shareholders' preferential subscription rights to the shares and securities that may be issued pursuant to this delegation.

The maximum aggregate amount of the increase(s) in capital that may be completed by the use of this delegation to 2 % of the amount of share capital recorded on the date of the Board of Directors' decision. This amount would to be deducted from the maximum nominal amount of ordinary shares that may be issued under the twenty-second resolution of this General Meeting (delegation of authority to increase the share capital with preferential subscription right) and from the overall ceiling set in the eighteenth resolution of the General Meeting of May 15, 2024.

To this amount shall be added, as the case may be, the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.

This delegation would be granted for twenty-six (26) months.

It is specified that the price of the shares to be issued, pursuant to this delegation, may not be more than 20% lower than the average price of the share during the twenty (20) trading days preceding the day of the decision fixing the opening date of the subscription, nor higher than this average.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

11. AMENDMENT TO ARTICLE 9.4 OF THE ARTICLES OF ASSOCIATION (TWENTY-EIGHTH RESOLUTION)

Law no. 2024-537 of June 13, 2024, aiming to increase the financing of companies and the attractiveness of France, includes a number of measures modifying the decision-making procedures of the Board of Directors.

From now on, subject to the condition that any member of the Board may object to the use of this option, the Articles of Association may stipulate that Board decisions may be taken by written consultation, whereas previously this option was limited to a restricted number of decisions, depending on their nature.

In order to take into account the new provisions of Article L.225-37 of the French Commercial Code, as amended by Law no. 2024-537, authorizing written consultation of Directors, we submit for your approval a proposed amendment to Article 9.4 of the Articles of Association as follows:

Previous wording	New wording
<p>4. Decisions falling under the authority of the Board of Directors pursuant to Article L. 225-37 of the French Commercial Code may be taken by written consultation of the Directors.</p>	<p>4. At the initiative of the Chairman of the Board of Directors, the decisions of the Board of Directors may also be taken by written consultation of the Directors. In this case, at the request of the Chairman of the Board, the members of the Board of Directors are asked to give their opinion on the decision(s) addressed to them, by any written means, including electronically, within 2 calendar days of the decision(s) being sent to them. Any member of the Board of Directors has 24 hours from the date of dispatch to object to the use of written consultation. In the event of opposition, the Chairman immediately informs the other directors and convenes a meeting of the Board of Directors. In the absence of a written reply to the Chairman of the Board within the aforementioned time limit, and in accordance with the procedures set out in the request, Directors will be deemed to be absent and</p>

	<p>not to have taken part in the decision. The decision can only be adopted if at least half the members of the Board have taken part in the written consultation, and by a majority of the members taking part in this consultation. The Chairman of the Board is deemed to preside over the written consultation and therefore has the casting vote in the event of a tie. The Internal rules and Regulations of the Board of Directors set out the other terms and conditions of the written consultation not defined by the legal and regulatory provisions in force or by these Articles of Association.</p>
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The written consultation of directors would offer some flexibility in the Board's operations; however, its use should be limited to topics that have been previously discussed by the Board and require a formal written decision afterward, and/or to topics that do not prompt debate and can be addressed through supporting documents, such as, but not limited to, parent company guarantees.

The Board of Directors invites you to approve by your vote the text of the resolutions as proposed.

THE BOARD OF DIRECTORS