

## CGG

A French Limited Company with a share capital of € 7,123,811  
Registered office : 27 avenue Carnot, 91300 Massy  
Evry Trade and Companies Register 969 202 241

### **EXTRACT FROM THE MINUTES OF THE COMBINED GENERAL MEETING HELD ON MAY 4, 2023**

On Thursday, May 4, 2023, at 10:30 a.m., the shareholders of CGG duly called by the Board of Directors of the Company, pursuant to the meeting notice published in the *Bulletin des Annonces Légales Obligatoires* of March 27, 2023 and the convening notice published in the *Bulletin des Annonces Légales Obligatoires* and the legal pages of "Actu-Juridique.fr" of April 17, 2023, met in a Combined General Meeting at Espace Verso, 52 rue de la victoire, 75009 Paris.

The meeting was chaired by Mr. Philippe SALLE, Chairman of the Board of Directors.

Upon the Chairman's proposal, in accordance with section R. 225-101 of the French Commercial Code, DNCA Finance represented by Mr. Olivier HABULT and Inocap Gestion represented by Mr. Sébastien LEMONNIER, shareholders in attendance and representing the largest number of votes either themselves or as proxy, were appointed as scrutineers and accepted the function.

The bureau being regularly formed, Mr. Eduardo COUTINHO was appointed as secretary of the Meeting.

The Chairman declared the Meeting open.

The attendance sheet, certified as accurate by the members of the bureau, showed that 1,982 shareholders holding 307,141,491 shares, i.e. more than one fifth of the share capital for the ordinary general meeting and more than one fourth of the share capital for the extraordinary general meeting, were present or represented or voted by post or online, these 307,141,491 shares representing 307,415,532 voting rights, i.e. 43.12% of all shares with voting rights.

Consequently, the Meeting was regularly formed and could validly deliberate.

The Chairman put on the desk and made available to the members of the General Meeting all the documents required by law. He declared that these documents were published on the Company's website and made available to the shareholders at the registered office in accordance with legal provisions.

[...]

### **RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING**

#### **First resolution**

*(Approval of the statutory accounts for financial year ended December 31, 2022)*

Upon presentation of the management report of the Board of Directors and the report of the Statutory Auditors, the General Meeting hereby approves the financial statements for financial year ended

December 31, 2022, as they are presented in such reports and which show as of this date a net profit of 150,058,885.47 euros.

[...]

This resolution was passed by the required majority.

#### **Second resolution**

*(Allocation of earnings for financial year ended December 31, 2022)*

The General Meeting, on the proposal of the Board of Directors, resolves to allocate the entire result of the financial year ended December 31, 2022, i.e. the net profit of 150,058,885.47 euros, to the Carry forward account which is increased from an amount of 0 euro to the amount of 150,058,885.47 euros. Pursuant to the provisions of article 243bis of the French *Code Général des Impôts*, the General Meeting acknowledges that no dividends were distributed over the last three financial years.

[...]

This resolution was passed by the required majority.

#### **Third resolution**

*(Approval of the consolidated financial statements for financial year ended December 31, 2022)*

Upon presentation of the management report of the Board of Directors and the report of the Statutory Auditors, the General Meeting approves the consolidated financial statements for financial year ended December 31, 2022, as they are presented in such reports and which show as of this date a profit (Group's part) of 43.1 million US\$.

[...]

This resolution was passed by the required majority.

#### **Fourth resolution**

*(Renewal of the term of Mrs. Colette LEWINER as Director)*

The General Meeting resolves to renew Mrs. Colette LEWINER as Director for a four-year period expiring at the end of the General Meeting to be held in 2027 to approve the financial statements for the previous financial year.

[...]

This resolution was passed by the required majority.

#### **Fifth resolution**

*(Renewal of the term of Mr. Mario RUSCEV as Director)*

The General Meeting resolves to renew Mr. Mario RUSCEV as Director for a four-year period expiring at the end of the General Meeting to be held in 2027 to approve the financial statements for the previous financial year.

[...]

This resolution was passed by the required majority.

#### **Sixth resolution**

*(Statutory auditors' special report on regulated agreements - Acknowledgment of the absence of any new agreement)*

The General Meeting, having reviewed the statutory auditors' special report on regulated agreements, mentioning the absence of any new agreement of the type referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, hereby takes note of it purely and simply.

[...]

This resolution was passed by the required majority.

#### **Seventh resolution**

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

The General Meeting approves, in accordance with article L.22-10-34, I of the French Commercial Code, the information referred to in article L.22.10-9, I of the French Commercial Code, as presented in the Company's 2022 Universal Registration Document, section 4.2.2.

[...]

This resolution was passed by the required majority.

#### **Eighth resolution**

*(Approval of 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)*

The General Meeting approves, in accordance with article L.22-10-34, II of the French Commercial Code, 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 in the Company's 2022 Universal Registration Document, section 4.2.3.A.

[...]

This resolution was passed by the required majority.

#### **Ninth resolution**

*(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)*

The General Meeting approves, in accordance with article L.22-10-34, II of the French Commercial Code, 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 in the Company's 2022 Universal Registration Document, section 4.2.3.B.

[...]

This resolution was passed by the required majority.

#### **Tenth resolution**

##### *(Approval of the remuneration policy of Directors)*

The General Meeting approves, in accordance with article L.22-10-8, II of the French Commercial Code, the remuneration policy applicable to the Directors, as presented in the Company's 2022 Universal Registration Document, section 4.2.1.2.c).

[...]

This resolution was passed by the required majority.

#### **Eleventh resolution**

##### *(Approval of the remuneration policy of the Chairman of the Board of Directors)*

The General Meeting approves, in accordance with article L.22-10-8, II of the French Commercial Code, the remuneration policy applicable to the Chairman of the Board of Directors, as presented in the Company's 2022 Universal Registration Document, section 4.2.1.2.a).

[...]

This resolution was passed by the required majority.

#### **Twelfth resolution**

##### *(Approval of the remuneration policy of the Chief Executive Officer)*

The General Meeting approves, in accordance with article L.22-10-8, II, of the French Commercial Code, the remuneration policy applicable to the Chief Executive Officer as presented in the Company's 2022 Universal Registration Document, section 4.2.1.2.b).

[...]

This resolution was passed by the required majority.

#### **Thirteenth resolution**

##### *(Delegation of authority to the Board of Directors to buyback the Company's shares in accordance with article L. 22-10-62 of the French Commercial Code, duration of the authority, purposes, terms, ceiling, suspension during a public offer period)*

The General Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors, for a period of eighteen months, pursuant to the provisions of articles L.22-10-62 et 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 that may take place during the term of this share purchase program.

This authorization cancels the authorization given to the Board of Directors by the General Meeting of May 5, 2022 in its thirteenth ordinary resolution.

Acquisitions may be made in order to:

- to ensure the facilitation of the secondary market or the liquidity of CGG 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;

- to retain purchased shares and subsequently remit them in exchange or as payment in the framework of merger, demerger, contribution of external growth transactions;
- to cover stock option plans and/or free 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,
- to cover securities giving entitlement to the allocation of shares in the Company within the framework of the regulations in force;
- to 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 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.

The Company reserves the right to use optional mechanisms or derivative instruments.

The maximum purchase price per share shall be €4.02 (acquisition costs excluded).

In case of operation on capital, in particular a shares 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).

The maximum amount of the share purchase program shall be 286,367,643 euros.

The General Meeting grants full powers to the Board of Directors to carry out these transactions, to determine the terms and conditions thereof, to enter into all agreements and to carry out all formalities.

[...]

This resolution was passed by the required majority.

## **RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING**

### **Fourteenth resolution**

*(Delegation of authority to the Board of Directors to cancel the Company's shares in accordance with article L. 22-10-62 of the French Commercial Code)*

The General Meeting, pursuant to Article L. 22-10-62 of the French Commercial Code, having reviewed the report of the Board of Directors and the report of the statutory auditors:

- 1) Authorizes the Board of Directors 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 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.

- 2) Resolves that 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.
- 3) Sets the period of validity of this authorization at twenty-six months from the date of this Meeting,
- 4) Grants all powers to the Board of Directors to carry out the operations necessary for such cancellations and the corresponding reductions in the share capital, to amend the Company's articles of association accordingly and to carry out all necessary formalities.

[...]

This resolution was passed by the required majority.

#### **Fifteenth resolution**

*(Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits or premiums)*

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after reviewing the report of the Board of Directors, and in accordance with the provisions of articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

- 1) Hereby delegates to the Board of Directors its authority to decide to increase the share capital, on one or several occasions, at the time and terms determined by the Board, 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 the combination of these two processes.
- 2) Resolves that if the Board of Directors uses this delegation of authority, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, in the event of a capital increase in the form of a free allocation of shares, fractional rights will not be negotiable or transferable and the corresponding shares will be sold; the sums resulting from this sale will be allocated to the holders of the rights within the period provided for by the regulation.
- 3) Sets the period of validity of this delegation at twenty-six months, from the date of this Meeting.
- 4) Resolves that the amount of the capital increase under this resolution shall not exceed the nominal amount of 712,357.32 euros (i.e. for information purpose, 10% of the share capital as of December 31, 2022), 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 shall be deducted from the maximum nominal amount of ordinary shares provided for in the sixteenth resolution of this General Meeting.

- 5) Resolves that 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.

- 6) Grants to the Board of Directors 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.
- 7) Acknowledges that this delegation of authority supersedes, as from the date hereof, the unused portion, if any, of any previous delegation of authority for the same purpose.

[...]

This resolution was passed by the required majority.

#### **Sixteenth resolution**

*(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, with preferential subscription right)*

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, in particular articles L.225-129-2, L.228-92 and L.225-132 and seq. of the French Commercial Code:

- 1) Hereby delegates to the Board of Directors its authority to issue, free of charge or against payment, on one or several occasions, in proportion and on the time periods determined by the Board, on the French and/or international market, either in Euros or in foreign currencies or in any other unit of account based on a set of currencies,
  - Ordinary shares,
  - and/or securities granting access to the capital and/or to debt securities.
- 2) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 3) Resolves to set the following limits on the amounts of the issues authorized in the event of use by the Board of Directors of the present delegation:

The aggregate nominal amount of ordinary shares that may be issued under this authorization may not exceed 3,561,786.61 euros (i.e., for information purposes, 50% of the share capital as of December 31, 2022), it being specified that the aggregate nominal amount of the ordinary shares that may be issued pursuant to the 15<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> resolutions submitted to this Meeting, shall be allocated on that limit.

This limit shall be increased, as the case may be, by the aggregate 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.

The aggregate nominal amount of debt securities issued under to this delegation may not exceed €50 million, it being specified that the aggregate nominal amount of debt securities issued by the Company pursuant to the 17<sup>th</sup> and 18<sup>th</sup> resolutions submitted to this Meeting shall be deducted from this ceiling.

- 4) If the Board of Directors uses this delegation of authority in connection with the issues referred to in 1) above:
  - a. decides that 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,
  - b. decides that if the subscriptions on an irreducible basis, and where applicable on a reducible basis, have not absorbed the entire issue referred to in 1), 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,
- 5) Resolves that 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 shall have the power to decide that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold.
  - 6) Resolves that the Board of Directors shall have the necessary powers, within the limits fixed above, in particular to set the terms and conditions of the issue(s) and determine the issue price, if any, acknowledge the completion of the resulting capital increases, amend the articles of association accordingly, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase and, more generally, to do whatever is necessary in this respect.
  - 7) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
  - 8) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

[...]

This resolution was passed by the required majority.

#### **Seventeenth resolution**

*(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 under 1 of article L. 411-2 of the French Monetary and Financial Code, and/or as consideration for securities in a public exchange offer)*

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, in particular L.225-129-2, L.225-136, L. 22-10-51, L. 22-10-52, L.22-10-54 and L.228-92:

- 1) Delegates to the Board of Directors its authority to issue, on one or several occasions, in proportion and on the time periods determined by the Board, on the French and/or international market, by way of a public offering other than the ones referred to under 1 of Article L. 411-2 of the French Monetary and Financial Code, either in Euros or in foreign currencies or in any other unit of account based on a set of currencies:
  - Ordinary shares,
  - and/or securities granting access to the capital and/or to debt securities.

These securities may be issued in order to compensate shares which may be contributed to the Company in the course of a public exchange offer covered by the terms and conditions set in article L.22-10-54 of the French Commercial Code and within the limits set in this resolution.

- 2) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.



- 3) The aggregate nominal amount of ordinary shares that may be issued under this delegation may not exceed 712,357.32 euros (i.e., for information purposes, 10% of the share capital as of December 31, 2022), it being specified that the aggregate nominal amount of the ordinary shares that may be issued pursuant to the 18<sup>th</sup> and 21<sup>st</sup> resolutions submitted to this Meeting, shall be allocated on that limit. In addition, the aggregate nominal amount of ordinary shares issued under this delegation shall be deducted from the maximum nominal amount of ordinary shares that may be issued under the 16<sup>th</sup> resolution of this Meeting.

This limit shall be increased, as the case may be, by 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.

The aggregate nominal amount of debt securities issued under to this delegation may not exceed €50 million.

This amount is to be deducted from the ceiling on the nominal amount of debt securities set forth in the 16<sup>th</sup> resolution of this Meeting.

- 4) Resolves to cancel the shareholders' preferential subscription rights to the ordinary shares and to the securities giving access to the capital and/or to debt securities covered by this resolution, while allowing the Board of Directors to grant shareholders a priority right, in accordance with the law.
- 5) Resolves that the amount to be received by the Company for each ordinary share issued under this delegation of authority, after taking into account, in the event of the issue of stand-alone share warrants, the issue price of said warrants, shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation.
- 6) Resolves, in the event of the issue of securities as consideration for securities tendered in connection with a public exchange offer, that 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.
- 7) Resolves that if the subscriptions have not absorbed the entire issue referred to in 1), 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,
- 8) Resolves that the Board of Directors shall have the necessary powers, within the limits fixed above, in particular to set the terms and conditions of the issue(s), if any, acknowledge the completion of the resulting capital increases, amend the articles of association accordingly, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase and, more generally, to do whatever is necessary in this respect.
- 9) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, 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) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

[...]

This resolution was passed by the required majority.

### **Eighteenth resolution**

*(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 means of an offer referred to under 1 of article L. 411-2 of the French Monetary and Financial Code)*

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, in particular L.225-129-2, L.225-136, L. 22-10-52 and L.228-92:

- 1) Hereby delegates to the Board of Directors its authority to issue, on one or several occasions, in proportion and on the time periods determined by the Board, on the French and/or international market, by means of an offer referred to in Article L. 411-2 of the French Monetary and Financial Code, either in Euros or in foreign currencies or in any other unit of account based on a set of currencies:
  - Ordinary shares,
  - and/or securities granting access to the capital and/or to debt securities.
- 2) Sets the period of validity of this delegation at twenty-six months from the date of this General Meeting.
- 3) The aggregate nominal amount of ordinary shares that may be issued under this authorization may not exceed 712,357.32 euros (i.e., for information purposes, 10% of the share capital as of December 31, 2022).

This aggregate amount of ordinary shares shall be deducted from the maximum amount of ordinary shares that may be issued under the 16<sup>th</sup> and 17<sup>th</sup> resolutions of this Meeting.

This limit shall be increased, as the case may be, by 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.

The aggregate nominal amount of securities issued under to this delegation may not exceed €50 million.

This amount is to be deducted from the ceiling on the nominal amount of debt securities set forth in the 16<sup>th</sup> resolution of this Meeting.

- 4) Resolves to cancel the shareholders' preferential subscription rights to the ordinary shares and to the securities giving access to the capital and/or to debt securities covered by this resolution.
- 5) Resolves that the amount to be received by the Company for each ordinary share issued under this delegation of authority, after taking into account, in the event of the issue of stand-alone share warrants, the issue price of said warrants, shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation.
- 6) Resolves that if the subscriptions have not absorbed the entire issue referred to in 1), 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 regulations,
  - to freely allocate all or part of the unsubscribed securities,
- 7) Resolves that the Board of Directors shall have the necessary powers, within the limits fixed above, in particular to set the terms and conditions of the issue(s), if any, acknowledge the completion of the resulting capital increases, amend the articles of association accordingly, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase and, more generally, to do whatever is necessary in this respect.
  - 8) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
  - 9) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

[...]

This resolution was passed by the required majority.

#### **Nineteenth resolution**

*(Authorization to set the issue price under the conditions determined by the General Meeting in case of issue without preferential subscription right)*

The General Meeting, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with the provisions of Article L. 22-10-52, paragraph 2, of the French Commercial Code, authorizes the Board of Directors, when it decides to issue ordinary shares or securities giving access to the capital under the 17<sup>th</sup> and 18<sup>th</sup> resolutions, to derogate, within the limit set out by the regulation, from the conditions for fixing the price provided for in the aforementioned resolutions and to determine the issue price of the equity securities to be issued in accordance with the following conditions:

- a) the issue price will be at least equal to the weighted average price of the Company's share on the Euronext Paris regulated market, weighted by volumes during the day preceding the date of fixing of the issue price, possibly reduced by a maximum discount of 10%;
- b) the issue price of the securities granting access to the share capital shall be such that the sum received immediately by the Company increased, as the case may be, by any sum that the Company may perceive subsequently be, for each Company share issued following the issue of such securities, at least equal to the share price issue defined in the preceding paragraph.

Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

[...]

This resolution was passed by the required majority.

### **Twentieth resolution**

*(Authorization to increase the amount of issues pursuant to the 16<sup>th</sup> to 18<sup>th</sup> resolutions of this General Meeting)*

The General Meeting, having reviewed the report of the Board of Directors, and the special report of the statutory auditors, resolves that, for each of the issues of ordinary shares or securities decided pursuant to the 16<sup>th</sup> to 18<sup>th</sup> resolutions, the number of shares to be issued may be increased in accordance with the conditions set forth in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, and up to the ceilings set by the General Meeting under the terms of the above resolutions.

Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

[...]

This resolution was passed by the required majority.

### **Twenty-first resolution**

*(Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or securities granting access to the capital within the limit of 10% of the capital in order to remunerate contributions in kind of securities or securities giving access to the capital)*

The General Meeting, having reviewed the report of the Board of Directors, and the special report of the statutory auditors, in accordance with articles L. 225-147, L. 22-10-53, and L. 228-92 of the French Commercial Code:

- 1) Authorizes the Board of Directors, on the basis of the report of the independent appraiser, 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.
- 2) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 3) Resolves that 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 shall be deducted from the maximum nominal amount of ordinary shares provided for in the 16<sup>th</sup> and 17<sup>th</sup> resolutions of this Meeting.

- 4) Delegates full powers to the Board of Directors to approve the valuation of the contributions, to decide on the resulting capital increase, to acknowledge the completion thereof, to allocate, where appropriate, all costs and duties incurred by the capital increase to the contribution premium, to deduct from the contribution premium the sums necessary to raise the legal

reserve to one-tenth of the new capital after each increase, and to amend the articles of association accordingly, and to do whatever is necessary in this respect.

- 5) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
- 6) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

[...]

This resolution was passed by the required majority.

### **Twenty-second resolution**

*(Delegation to the Board of Directors 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)*

The General Meeting, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and L. 3332-18 and seq. of the French Labor Code:

- 1) Delegates its authority to the Board of Directors to increase the share capital on one or more occasions, at its sole discretion, by issuing ordinary shares or securities 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.
- 2) Waives, in favor of the members of the Company Savings Plan, the shareholders' preferential subscription right to subscribe to newly issued shares and securities granting access to the share capital which may result from the issue authorized and delegated hereby.
- 3) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 4) Limits 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 as of the date of this Meeting. This amount is to be deducted from the maximum nominal amount of ordinary shares that may be issued under the 16<sup>th</sup> resolution of this Meeting and from the overall ceiling set in the 17<sup>th</sup> resolution of the Combined General Meeting of May 5, 2022.

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.

- 5) Resolves that the price of the shares to be issued, pursuant to 1) of this delegation, may not be more than 20% lower than the average price of the share during the 20 trading days preceding the day of the decision fixing the opening date of the subscription, nor higher than this average.
- 6) Resolves, 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;

- 7) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.
- 8) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, 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 may or may not implement this delegation, take all necessary measures and carry out all formalities.

[...]

This resolution was passed by the required majority.

#### **Twenty-third resolution**

*(Powers for formalities)*

The General Meeting grants full powers to the bearer of a copy or an extract of these minutes to fulfill all legal registration or publicly formalities.

[...]

This resolution was passed by the required majority.

Extract certified true

/s/ Eduardo COUTINHO

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Eduardo COUTINHO  
Group General Counsel and Secretary