



A French *Société Anonyme* (corporation) with a capital of €792,911.88  
Registered office: 7-11, boulevard Haussmann  
75009 Paris (France)  
Paris Trade and Companies Registry No. 799 363 718  
(the "**Company**")

**REPORT OF THE BOARD OF DIRECTORS  
TO THE ANNUAL ORDINARY MEETING AND EXTRAORDINARY GENERAL SHAREHOLDERS MEETING  
OF 11 MAY 2026**

Dear Shareholders,

We have convened this Annual General Meeting and Extraordinary General Meeting to submit for your approval the resolutions relating to the following agenda:

**AGENDA**

***Resolutions submitted to the Ordinary General Shareholders' Meeting:***

- Reports of the Board of Directors and the Statutory Auditor,
- Approval of the Company's financial statements for the financial year ended 31 December 2025 (1<sup>st</sup> resolution),
- Approval of the Company's consolidated financial statements for the financial year ended 31 December 2025 (2<sup>nd</sup> resolution),
- Allocation of the income for the financial year ended 31 December 2025 (3<sup>rd</sup> resolution),
- Approval of the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code (*Code de commerce*) (4<sup>th</sup> resolution),
- Renewal of a Director's term of office (Sylvie Grégoire) (5<sup>th</sup> resolution),
- Renewal of a Director's term of office (June Lee) (6<sup>th</sup> resolution),
- Renewal of a Director's term of office (Troy Ignelzi) (7<sup>th</sup> resolution),
- Approval of the compensation items mentioned in Article L. 22-10-9 I of the French Commercial Code, pursuant to Article L. 22-10-34 of the French Commercial Code (8<sup>th</sup> resolution),
- Approval of the compensation items paid during, or allocated for, the financial year 2025 to Ms. Sylvie Grégoire as Chair of the Board of Directors (9<sup>th</sup> resolution),
- Approval of the compensation items paid during, or allocated for, the financial year 2025 to Mr. Marc de Garidel as Chief Executive Officer (10<sup>th</sup> resolution),
- Approval of the information on corporate officers' compensation included in the corporate governance report and referred to in Article L.22-10-9 I. of the French Commercial Code (11<sup>th</sup> resolution),
- Approval of the compensation policy applicable to the Chair of the Board of Directors (12<sup>th</sup> resolution),
- Approval of the compensation policy applicable to the Chief Executive Officer (13<sup>th</sup> resolution),
- Approval of the compensation policy applicable to the Board members (14<sup>th</sup> resolution),
- Authorization to be granted to the Board to purchase the Company's own shares (15<sup>th</sup> resolution),

***Resolutions submitted to the Extraordinary General Shareholders' Meeting:***

- Authorization to the Board of Directors to reduce share capital by cancelling treasury shares (16<sup>th</sup> resolution),

- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, maintaining preferential subscription rights (17<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, with cancellation of the preferential subscription rights by way of an offer to the public, and with the ability to confer a right of priority (18<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, with cancellation of the preferential subscription rights in favor of a specific category of persons (19<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase, within the limit of 30% of the share capital per year, by issuing shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, with cancellation of the preferential subscription rights by way of a public offer to qualified investors or a restricted group of investors, within the meaning of Article L. 411-2, paragraph 1°, of the French Monetary and Financial Code (*Code monétaire et financier*) (20<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, with cancellation of the preferential subscription rights in favor of certain categories of investors within the framework of an equity financing agreement in the United States stock market known as an “At-The-Market” or “ATM Program” (21<sup>st</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, with cancellation of the preferential subscription rights in favor of designated beneficiaries (22<sup>nd</sup> resolution),
- Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights (23<sup>rd</sup> resolution),
- Delegation of authority to the Board of Directors to increase capital by capitalizing premiums, reserves, profits or other items (24<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to issue shares and securities leading to a capital increase in consideration of non-cash contributions (25<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to issue shares and securities entailing a capital increase in the event of a public exchange offer initiated by the Company (26<sup>th</sup> resolution),
- Setting of the overall limits on the amount of the issues carried out pursuant to the delegations granted (27<sup>th</sup> resolution),
- Authorization to the Board of Directors to grant share subscription and/or purchase options ("**Options**"), with cancellation of the shareholders' preferential subscription rights in favor of a specific category of persons (28<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to issue and allot ordinary share warrants ("**Warrants**"), with cancellation of the shareholders' preferential subscription rights in favor of a specific category of persons (29<sup>th</sup> resolution),
- Authorization to the Board of Directors to grant free shares, whether existing or to be issued ("**Free Shares**"), with cancellation of the shareholders' preferential subscription rights in favor of a specific category of persons (30<sup>th</sup> resolution),
- Setting of the overall limits on the amount of the issues carried out pursuant to the authorizations to grant Options and Free Shares and the delegations of authority in order to issue Warrants (31<sup>st</sup> resolution),

- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares or securities conferring access to the Company's capital restricted to members of a company savings plan, with cancellation of the shareholders' preferential subscription rights in favor thereof (32<sup>nd</sup> resolution),

***Resolutions submitted to the Ordinary General Shareholders' Meeting:***

- Powers for formalities (33<sup>rd</sup> resolution).

The purpose of this report is to set out the reasons for the resolutions submitted for your approval at the Annual General Meeting and Extraordinary General Meeting to be held on 11 May 2026, except for resolutions relating to the approval of the annual accounts and the governance of the Company. Regarding these resolutions, we refer you to the annual report on the Company's activities during the financial year ended 31 December 2025 and to the corporate governance report (included in the 2026 Universal Registration Document).

One of the purposes of this general meeting is to grant the Company and its Board of Directors all the necessary tools (i) to maintain the liquidity of the Company's shares, by granting the Board of Directors authorization to trade in the Company's shares, and (ii) to strengthen its equity capital by granting a series of delegations to the Board of Directors, and consequently, to renew existing delegations.

You will be asked to grant new delegations to the Board of Directors to establish incentive schemes for the benefit of the Company's employees, directors and/or other partners, in the form of share subscription warrants, share subscription or purchase options, or bonus shares.

**PRESENTATION OF THE RESOLUTIONS SUBMITTED TO THE SHAREHOLDERS MEETING**

**1. AUTHORIZATION TO ENSURE THE LIQUIDITY OF THE SHARE**

***15<sup>th</sup> and 16<sup>th</sup> resolutions – Authorization to be granted to the Board to purchase the Company's own shares and authorization to the Board of Directors to reduce share capital by cancelling treasury shares***

The Board of Directors would be authorized to repurchase the Company's shares to enable the Company to:

- the animation and liquidity of the Company's securities through an investment services provider acting independently within the framework of a liquidity contract in accordance with the practice accepted by the regulations; and/or
- to honor obligations related to stock option programs, free share grants, employee savings plans or other share allocations to employees and officers of the Company or related companies; and/or
- the delivery of shares on the occasion of the exercise of rights attached to transferable securities giving access to capital; and/or
- the cancellation of all or part of the securities thus repurchased, subject to the adoption by the Extraordinary General Meeting of the 16<sup>th</sup> resolution below and in the terms indicated therein; and/or
- the retention of shares and their subsequent delivery in payment or exchange in the context of a merger, division or contribution operation; and/or
- the realization of any operation in accordance with the regulations in force; or

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

Such share purchases may be carried out by any means compatible with the applicable laws and regulations and at such times as the Board of Directors deems appropriate, and any shares acquired may be sold or transferred by any means in accordance with the applicable laws.

The authorization to be granted to the Board of Directors includes limitations relating to the maximum purchase price per share (€300), the maximum amount allocated to the implementation of the buy-back program (€2,378,735,400) and the volume of shares that may be repurchased (10% of the Company's share capital on the date the purchases are made).

This authorization would be granted for a period of 18 months and would terminate the authorization granted to the Board of Directors by the General Meeting of 6 June 2025 in its 19<sup>th</sup> resolution.

The 16<sup>th</sup> resolution, of an extraordinary nature, would allow the Board of Directors to reduce the share capital by cancelling treasury shares, up to a limit of 10% of the share capital per 24-month period.

This authorization would be granted for a period of 18 months and would terminate the authorization granted to the Board of Directors by the General Meeting of 6 June 2025 in its 20<sup>th</sup> resolution.

We would like to point out that the current authorization has not been used.

## **2. AUTHORIZATIONS TO STRENGTHEN THE COMPANY'S EQUITY**

In order to provide the Board of Directors with the greatest possible flexibility in its search for financing to ensure the Company's development during the coming financial year, it is proposed that you renew the existing authorizations aimed at strengthening its equity and/or quasi-equity, through the issue of shares, equity securities giving access to other equity securities or entitling the holder to the allocation of debt securities or transferable securities giving access to the Company's equity securities. In order to broaden the range of financing sources available to the Company, both internally from existing shareholders and externally from the general public, qualified investors, or a specific category of investors, it is proposed that you, alternatively, retain your pre-emptive subscription rights or waive them in favor of qualified investors, a category of private investors, or the general public, by way of a public offering.

The issue price determined under these delegations would be set by the Board of Directors in accordance with applicable legislation and the terms set out in the draft resolutions.

In accordance with the provisions of Article R. 225-113 of the Commercial Code, we would like to inform you that information regarding the Company's business performance since the start of the current financial year, as well as for the previous financial year, is set out in the management report presented to you as part of the to the approval of the Company's financial statements for the financial year ended 31 December 2025, on which you are also called upon to deliberate at this General Meeting.

***17<sup>th</sup> resolution – Delegation of authority to the Board of Directors to carry out a capital increase through the issue of shares, equity securities giving access to other equity securities or entitling the holder to the allocation of debt securities and/or transferable securities giving access to equity securities, whilst maintaining the pre-emptive subscription right***

It is proposed that you:

**Delegates** to the Board of Directors its competence, with the option of subdelegation under legal and regulatory conditions, to decide to increase the share capital, in one or more instalments, in France or abroad, in the proportion and at the times it will appreciate, in euros, foreign currencies or units of account fixed by reference to several currencies, by issuing:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving entitlement to the allocation of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities giving access to ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

which may be paid up in cash, including by offsetting claims, while retaining the right of pre-emptive subscription,

**Specifies**, for all necessary purposes, that issues of preference shares and of securities conferring access to preference shares are expressly excluded from this delegation of authority;

**Delegates** to the Board of Directors its authority to decide to issue securities conferring access to capital of companies in which the Company directly or indirectly owns more than half of the capital;

**Decides** that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be €750,000 (or the equivalent value of that amount in the event of an issue in another currency) (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 75,000,000 shares), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of the holders of securities and other rights conferring access to capital will be added to such overall limit, where applicable;

**Decides** that the maximum nominal amount of debt securities that may be issued pursuant to this delegation of authority is set at €2,000,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and
- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code that the Board of Directors decides to issue or of which it authorizes the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Decides**, in the event that the Board of Directors uses this delegation of authority, that:

- the issue(s) shall be first restricted to shareholders who may subscribe by way of right in proportion to the number of shares they own at the time;
- the Board of Directors may, in accordance with Article L. 225-133 of the French Commercial Code, allot any excess equity securities not subscribed by shareholders pursuant to their preferential subscription rights to shareholders who have subscribed for a higher number of shares than that which they were entitled to subscribe pursuant to their preferential subscription right, in proportion to the subscription rights they hold and within the limit of their requests;
- in accordance with Article L. 225-134 of the French Commercial Code, if the capital increase has not been fully subscribed through subscriptions for shares to which the shareholders are entitled pursuant to their preferential subscription rights and, if applicable, for any excess shares, the Board of Directors shall be entitled to use the various rights provided by law, in any order in its discretion, including offering shares to the public in France and/or abroad;

**Decides** that the issues of warrants for subscription of the Company's shares may be carried out by an offer of subscription but also by a free grant to the holders of existing shares;

**Decides** that, in case of a free allotment of share warrants, the Board of Directors will have the possibility to decide that the fractional allotment rights will not be negotiable and the corresponding securities will be sold;

**To note** that this authorization would automatically entail a waiver of your pre-emptive subscription rights to the Company's ordinary shares to which the securities issued pursuant to this authorization would entitle you;

**Resolve** that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's securities;

**Resolve** that the Board of Directors shall have full powers to implement this authorization, with the power to sub-delegate to the Chief Executive Officer, within the limits and subject to the conditions specified above.

This delegation would be granted for a period of 26 months and would terminate the delegation granted to the Board of Directors by the General Meeting of 6 June 2025 in its 21<sup>st</sup> resolution.

***18<sup>th</sup> resolution - Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, with cancellation of the preferential subscription rights by way of an offer to public, and with the ability to confer a right of priority***

It is proposed that you:

**Delegates** to the Board of Directors the authority to decide to issue, by making a public offering (with the exception of the public offering referred to in Article L. 411-2 of the French Monetary and Financial Code), on one or more occasions, in the amounts and at the times it considers appropriate, both in France and abroad, on the French and/or international market, in euros, foreign currencies or units of account established with reference to several currencies:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),
- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving entitlement to the allocation of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities giving access to ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

which may be paid up in cash, including by offsetting receivables, with cancellation of the preferential subscription right, and with the ability to confer a right of priority;

**Decides** that the securities conferring access to the Company's ordinary shares issued in this manner may, in particular, consist of debt securities or be associated with the issue of such securities, or permit the issue thereof as intermediate securities. In particular, they may take the form of subordinated or unsubordinated securities (and in such case, the Board of Directors shall set their subordination rank), with or without a fixed term, and which may be issued in euros or foreign currencies or in any monetary units established with reference to several currencies;

**Decides** that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be €750,000 (or the equivalent value of that amount in the event of an issue in another currency) (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 75,000,000 shares), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- the nominal amount of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital in the future will be added to such overall limit, where applicable;

**Decides** that the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority is set at €2,000,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and
- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, that the Board of Directors decides to issue or of which it authorizes the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Decides** to cancel shareholders' preferential subscription rights to the securities that may be issued pursuant to this delegation of authority, without indication of beneficiaries, it being specified however that the Board of Directors may grant the shareholders, for some or all of the securities issued pursuant to this delegation of authority, a priority period for which it shall set the exercise terms and conditions, within the limits of the applicable laws and regulations. This subscription priority shall be exercised in proportion to the number of shares held by each shareholder and may not create negotiable rights;

**Acknowledges** that this delegation of authority automatically entails a waiver by shareholders of their preferential subscription rights to ordinary shares of the Company to which the securities that may be issued on the basis of this delegation of authority entitle them;

**Decides** that, if any issue is not fully subscribed, the Board of Directors may use one or other of the following options, in such order as it shall determine:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided,
- freely allocate all or part of the unsubscribed securities issued among the persons of its choice, and
- offer to the public, on the French or international market, all or part of the issued securities not subscribed;

**Decides** that the issue price of the securities issued pursuant to this delegation of authority shall be set by the Board of Directors, with the option of subdelegation, under the following conditions:

- i. the issue price for the shares may not be less than the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of Directors of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board of Directors, by a maximum discount of ten percent (10%), and
- ii. the issue price of the securities will be such that the amount immediately received by the Company, plus, if applicable, the amount that may be subsequently received by the Company, will be for each ordinary share issued as a consequence of the issuance of these securities at least equal to the amount referred to in paragraph "i." above, after correction, if applicable, of this amount to take into account the difference in the date of dividend eligibility;

**Decides** that the transactions covered by this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Decides** that the public offerings, decided in virtue of this resolution, may be associated, in the framework of a same issue or several issues carried out at the same time, with one or several offerings referred to in Article L. 411-2 of the French Monetary and Financial Code, resolved in accordance with the 20<sup>th</sup> resolution;

**Decides** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above

This delegation would be granted for a period of 26 months and would terminate the delegation granted to the Board of Directors by the General Meeting of 6 June 2025 in its 22<sup>nd</sup> resolution.

The 23<sup>rd</sup> resolution of this meeting also permits, within the legal limit of 15%, an increase in the amount of the issue decided upon under this delegation, in the event of oversubscription.

***19<sup>th</sup> resolution - Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, with cancellation of the preferential subscription rights in favor of a specific category of persons***

It is proposed that you:

**Delegates** to the Board of Directors its authority to carry out share capital increase, on one or more occasions, both in France and abroad, in the amounts and at the times it considers appropriate, on the French and/or international market, in euros, foreign currencies, or units of account established with reference to several currencies, by issues with cancellation of preferential subscription rights of:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),
- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving entitlement to the allocation of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities giving access to ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

whose payment may be made in cash, in particular by offsetting debts and in full at the time of subscription;

**Decides** that the maximum nominal amount of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority is set at €750,000 (or the equivalent value of that amount in the event of an issue in another currency)(representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 75,000,000 shares), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital will be added to such overall limit, where applicable;

**Decides** that the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority is set at €2,000,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and

- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code that the Board of Directors decides to issue or of which it authorizes the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Decides** to cancel shareholders' preferential subscription rights for shares that may be issued pursuant to this authorization and to reserve the shares to be issued pursuant to this resolution:

- (i) to French or foreign individuals, legal entities, including companies, trusts or investment funds or other investment vehicles of any kind, investing as their principal activity, or having invested more than one million euros during the 24 months preceding the considered capital increase, (a) in the pharmaceutical sector; and/or (b) in growth stocks listed on a regulated market or a multilateral negotiation system (type Euronext Growth) considered as "*micro, small and medium-sized enterprises ("SMEs")*" in the meaning of annex I to the Regulation (CE) no. 651/2014 of the European Commission of June 17, 2014; and/or
- (ii) to one or more strategic partners of the Company, located in France or abroad, who has (have) entered into or will enter into one or more partnership agreements (development, co-development, distribution, manufacturing agreements, etc.) or commercial agreements with the Company (or a subsidiary) and/or companies they control, that control them or are controlled by the same person(s), directly or indirectly, within the meaning of Article L. 233-3 of the French Commercial Code; and/or
- (iii) to any French or foreign investment service or any foreign institution having an equivalent status, likely to guarantee the realization of an issue intended to be placed with the persons referred to in (i) and/or (ii) above and, in this context, to subscribe for the securities issued;

**Acknowledges** that this delegation of authority automatically entails in favor of the holders of securities conferring access to the Company's capital and that may be issued pursuant to this resolution an express waiver by the shareholders of their preferential subscription right to the shares to which the securities entitle them;

**Decides** that the issue price of the securities issued pursuant to this delegation of authority shall be set by the Board of Directors, with the option of subdelegation, under the following conditions:

- i. the issue price for the shares may not be less than the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of Directors of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board of Directors, by a maximum discount of ten percent (10%), and
- ii. the issue price of the securities will be such that the amount immediately received by the Company, plus, if applicable, the amount that may be subsequently received by the Company, will be for each ordinary share issued as a consequence of the issuance of these securities at least equal to the amount referred to in paragraph "i." above, after correction, if applicable, of this amount to take into account the difference in the date of dividend eligibility;

**Decides** that, if any issue is not fully subscribed, the Board of Directors may use one or other of the following options, in such order as it shall determine:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided,
- freely allocate all or part of the unsubscribed securities issued among the persons of its choice, and
- offer to the public, on the French or international market, all or part of the issued securities not subscribed;

**Decides** that the transactions referred to in this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Decides** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above.

This delegation would be granted for a period of 18 months and would terminate the delegation granted to the Board of Directors by the General Meeting of 6 June 2025 in its 23<sup>rd</sup> resolution.

*20<sup>th</sup> resolution - Delegation of authority to the Board of Directors to carry out a capital increase, within the limit of 30% of the share capital per year, by issuing shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, with cancellation of the preferential subscription rights by way of a public offer to qualified investors or a restricted circle of investors within the meaning of Article L. 411-2, paragraph 1 of the French Monetary and Financial Code (Code monétaire et financier)*

It is proposed that you:

**Delegates** to the Board of Directors its authority to decide to issue, by way of an offer as provided for in Article L. 411-2 1° of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, on the French and/or international market, in euros, foreign currencies or units of account set by reference to several currencies:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),
- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving entitlement to the allocation of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities giving access to ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

whose payment may be made in cash, including by offsetting debts;

**Decides** that the securities giving access to the Company's ordinary shares issued in this way may, in particular, consist of debt securities or be associated with the issue of such securities, or allow their issue as intermediate securities. They may take the form of subordinated or unsubordinated securities (in which case the Board of Directors shall determine their subordination rank), with or without a fixed term, and may be issued either in euros, in foreign currencies, or in any monetary unit established by reference to several currencies;

**Decides** that the maximum nominal amount of the capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation is set at 237,873.56 euros (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 23,787,356 shares), that in any event, the issues of equity securities carried out pursuant to this delegation by way of an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code may not exceed the limits provided for by the regulations applicable on the date of issue, it being specified that this limit will be assessed on the date of the Board of Directors' decision to use this delegation; it being specified that to this maximum nominal amount above shall be added, where applicable, the nominal value of the shares to be issued to preserve, in accordance with the law and, where applicable, with the applicable contractual stipulations, the rights of the holders of securities and other rights giving access to the share capital ;

**Decides** further that the nominal amount of the capital increases that may be carried out pursuant to this delegation shall be applied against the overall ceiling provided for in the 27<sup>th</sup> resolution;

**Decides** that the maximum nominal amount of debt securities that may be issued, immediately or in the future, pursuant to this delegation is set at 2,000,000,000 euros (or the equivalent of this amount in the event of an issue in another currency), it being specified that:

- this amount will be applied against the overall ceiling provided for in the 27<sup>th</sup> resolution;

- this amount shall be increased, where applicable, by any redemption premium above par; and
- this ceiling does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Decides** to cancel the shareholders' preferential subscription rights to the securities that may be issued pursuant to this delegation;

**Acknowledges** that this delegation of authority automatically entails the waiver by shareholders of their pre-emptive right to subscribe for the ordinary shares of the Company to which the securities issued pursuant to this delegation of authority entitle them;

**Decides** that the issue price of the securities issued pursuant to this delegation of authority shall be set by the Board of Directors, with the option of subdelegation, under the following conditions:

- i. the issue price for the shares may not be less than the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of Directors of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board of Directors, by a maximum discount of ten percent (10%), and
- ii. the issue price of the securities will be such that the amount immediately received by the Company, plus, if applicable, the amount that may be subsequently received by the Company, will be for each ordinary share issued as a consequence of the issuance of these securities at least equal to the amount referred to in paragraph "i." above, after correction, if applicable, of this amount to take into account the difference in the date of dividend eligibility;

**Decides** that the transactions covered by this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Decides** that, if subscriptions do not absorb the entirety of such an issue, the Board may use, in the order it shall determine, one or other of the following options:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided,
- freely allocate all or part of the unsubscribed securities issued among the persons of its choice, and
- offer to the public, on the French or international market, all or part of the issued securities not subscribed;

**Decides** that the public offering(s) decided upon under this resolution may be combined, in the context of a single issue or several issues carried out simultaneously, with a public offering(s) decided upon under 18<sup>th</sup> resolution;

**To decide** that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate to the Chief Executive Officer, within the limits and subject to the conditions specified above.

This delegation shall be granted for a period of 26 months and shall terminate the delegation granted to the Board of Directors by the General Meeting of 6 June 2025 in its 24<sup>th</sup> resolution.

The 23<sup>rd</sup> resolution of this meeting also permits, within the legal limit of 15%, an increase in the amount of the issue decided upon under this delegation, in the event of oversubscription

**21<sup>st</sup> resolution - Delegation of authority to the Board of Directors to carry out a capital increase by issuing of shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, with cancellation of the preferential subscription rights in favor of certain categories of investors within the framework of an equity financing agreement in the United States stock market known as an “At-The-Market” or “ATM Program”**

It is proposed that you:

**Delegate** to the Board of Directors your authority to decide to increase the share capital, on one or more occasions, both in France and abroad, in such proportions and at such times as it deems fit, on the French and/or international market, in euros, foreign currencies or units of account determined by reference to several currencies, through issues with the cancellation of preferential subscription rights of :

- ordinary shares (including, where applicable, those represented by *American Depositary Shares* or *American Depositary Receipts*),
- and/or ordinary shares (including, where applicable, those represented by *American Depositary Shares* or *American Depositary Receipts*) to which are attached securities entitling the holder to the allocation of further ordinary shares (where applicable, represented by *American Depositary Shares* or *American Depositary Receipts*) or debt securities,
- and/or securities (including, in particular, any debt securities) giving access to ordinary shares (including, where applicable, represented by *American Depositary Shares* or *American Depositary Receipts*),

the payment for which may be made in cash, including by set-off of claims and in full at the time of subscription;

**To resolve** that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this authorization, shall be set at €20,000 (or the equivalent value of this amount in the event of an issue in another currency) (representing, on the basis of the current nominal value of the Company’s shares, equal to €0.01, a maximum of 2,000,000 shares), it being specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this authorization would be deducted from the overall ceiling provided for in the 27<sup>th</sup> resolution;
- to this ceiling would be added, where applicable, the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable, the relevant contractual provisions, the rights of holders of securities and other rights giving access to the capital;

**Decides** to cancel shareholders’ preferential subscription rights for shares that may be issued pursuant to this authorization and to restrict the shares to be issued pursuant to this resolution:

- (i) to any French or foreign credit institution,
- (ii) to any French or foreign investment services provider, or
- (iii) to any foreign institution with equivalent status,

intervening within the framework of an ATM Program set up by the Company (or any equity financing program of the same nature which would replace it) and providing, within this framework, for the subscription of securities issued by the Company;

**To note** that this authorization would automatically entail, for the benefit of holders of securities giving access to the Company’s share capital and which may be issued pursuant to this resolution, a waiver of your pre-emptive subscription rights to the Company’s ordinary shares to which the securities issued on the basis of this authorization would entitle holders;

**Resolve** that the issue price of the securities issued under this authorization shall be set by the Board of Directors, with the power to sub-delegate, subject to the following conditions:

- i. the issue price may not be less than the weighted average share price on the Euronext Paris market over a period selected by the Board of Directors comprising between three (3) and ninety

- (90) consecutive trading days preceding the setting of the issue price, possibly reduced, at the Board of Directors' discretion, by a maximum discount of ten per cent (10%); and
- ii. the issue price of the securities shall be such that the sum received immediately by the Company, plus, where applicable, any sum likely to be received subsequently by the Company, shall, for each ordinary share issued as a result of the issue of such securities, be at least equal to the amount referred to in paragraph "i." above, after adjusting, where applicable, that amount to take account of the difference in dividend entitlement dates;

**Resolve** that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's securities;

**Resolve** that the Board of Directors shall have full powers to implement this delegation, with the power to sub-delegate to the Chief Executive Officer, within the limits and subject to the conditions specified above.

This delegation would be granted for a period of 18 months and would terminate the delegation granted to the Board of Directors by the General Meeting of 6 June 2025 in its 25<sup>th</sup> resolution.

***22<sup>nd</sup> resolution – Delegation of authority to the Board of Directors to carry out a capital increase by issuing of shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, with cancellation of the preferential subscription rights in favor of designated beneficiaries***

It is proposed that you:

**Delegate** to the Board of Directors your authority to decide to increase the share capital, on one or more occasions, both in France and abroad, in such proportions and at such times as it deems fit, on the French and/or international market, in euros, foreign currencies or units of account determined by reference to several currencies, by issues with cancellation of preferential subscription rights of:

- ordinary shares (including, where applicable, those represented by *American Depositary Shares* or *American Depositary Receipts*),
- and/or ordinary shares (including, where applicable, those represented by *American Depositary Shares* or *American Depositary Receipts*) to which are attached securities entitling the holder to the allocation of further ordinary shares (where applicable, represented by *American Depositary Shares* or *American Depositary Receipts*) or debt securities,
- and/or securities (including, in particular, any debt securities) giving access to ordinary shares (including, where applicable, those represented by *American Depositary Shares* or *American Depositary Receipts*),

the payment for which may be made in cash, including by set-off of claims and in full at the time of subscription;

To **resolve** that the maximum nominal amount of capital increases that may be carried out, either immediately or in the future, pursuant to this authorization, is set at €237,873.56 (or the equivalent value of this amount in the event of an issue in another currency) (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum of 23,787,356 shares), it being specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this authorization shall be deducted from the overall ceiling provided for in the 27<sup>th</sup> resolution;
- to this ceiling shall be added, where applicable, the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable, the relevant contractual provisions, the rights of holders of securities and other rights giving access to the capital;

**Resolve** that the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this authorization is set at €200,000,000 (or the equivalent value of this amount in the event of an issue in another currency), it being specified that:

- this amount shall be counted against the overall ceiling provided for in the 27<sup>th</sup> resolution;
- this amount shall be increased, where applicable, by any redemption premium above par; and
- this ceiling does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92, paragraph 3, of the Commercial Code, the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the Commercial Code or, in other cases, under the conditions to be determined by the Company in accordance with the provisions of Article L. 228-36-A of the Commercial Code;

**Decides** to cancel shareholders' preferential subscription rights for shares of securities that may be issued pursuant to this authorization and to reserve the shares to be issued pursuant to this resolution to one or more designated beneficiaries, and to delegate to the Board of Directors to designate such beneficiaries in accordance with the provisions of Article L. 22-10-52-1 of the French Commercial Code;

**To note** that this authorization automatically entails, for the benefit of holders of securities giving access to the Company's capital and which may be issued pursuant to this resolution, a waiver by shareholders of their pre-emptive subscription rights to the Company's ordinary shares to which the securities issued pursuant to this authorization would entitle them;

**Resolve** that the issue price of the shares issued pursuant to this authorization shall be set by the Board of Directors in accordance with the procedures laid down in the regulations applicable on the date this authorization is exercised;

**Resolve** that, if an issue is not fully subscribed, the Board of Directors may exercise, in the order it determines, one or both of the following options:

- limit the issue to the amount of subscriptions, provided that these amount to at least three-quarters of the issue initially decided upon,
- freely allocate all or part of the unsubscribed securities issued to persons of its choice, and
- offer to the public, on the French or international market, all or part of the unsubscribed securities;

**Resolve** that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's securities;

**To resolve** that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate to the Chief Executive Officer, within the limits and subject to the conditions specified above.

This delegation would be granted for a period of 18 months and would terminate the delegation granted to the Board of Directors by the General Meeting of 6 June 2025 in its<sup>26th</sup> resolution.

***23<sup>rd</sup> resolution – Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights***

It is proposed that you:

**Delegate** to the Board of Directors its authority, with the option to sub-delegate to the Chief Executive Officer, to increase the number of securities to be issued in the event of a capital increase of the Company with or without preferential subscription rights, at the same price as that set for the initial issue, within the time limits and subject to the restrictions provided for by the applicable regulations on the date of issue (currently, within thirty days of the close of the subscription, up to a limit of 15% of the initial issue and at the same price as that set for the initial issue), in particular with a view to granting an over-allotment option in accordance with market practices;

**Resolve** that the nominal amount of the capital increases authorized by this resolution shall be deducted from the overall ceiling provided for in the<sup>27th</sup> resolution of this meeting.

This delegation would be granted for a period of 26 months and would terminate any delegation granted to the Board of Directors by the General Meeting of 6 June 2025 in its<sup>27th</sup> resolution.

***24<sup>th</sup> resolution – Delegation of authority to the Board of Directors to increase capital by capitalizing share premiums, reserves, profits or other items***

It is proposed that you:

**Delegate** to the Board of Directors its competence to increase, on one or more occasions, the share capital in such proportions and at such times as it deems fit, by capitalising premiums, reserves, profits or other items whose capitalisation is legally and statutorily permissible, in the form of an allotment of new bonus shares or an increase in the nominal value of existing shares, or by the combined use of these two methods;

**Resolve** that the maximum nominal amount of capital increases that may be carried out, immediately or in the future, pursuant to this delegation, is set at €750,000 (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum of 75,000,000 shares), it being specified that this ceiling shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable, the relevant contractual provisions, the rights of holders of securities and other rights giving access to the capital;

**To resolve** that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's securities;

**Resolve** that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate to the Chief Executive Officer, within the limits and subject to the conditions specified above.

This delegation would be granted for a period of 26 months and would terminate the delegation granted to the Board of Directors by the General Meeting of 6 June 2025 in its 28<sup>th</sup> resolution.

***25<sup>th</sup> resolution – Delegation granted to the Board of Directors to issue shares and securities resulting in a capital increase in consideration for contributions in kind***

It is proposed that you:

**Delegate** to the Board of Directors the powers, with the right to sub-delegate under the conditions laid down by law and the Articles of Association, to carry out one or more capital increases by issuing, in France and/or abroad, immediately and/or in the future, (i) ordinary shares or (ii) securities governed by Articles L. 228-92(1), L. 228-93, paragraph 3, and L. 228-94, paragraph 2, of the Commercial Code (a) giving immediate or future access, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other manner, to shares in the Company or another company or (b) entitling the holder to the allocation of debt securities, up to a maximum nominal amount representing less than 20% of the share capital (as existing on the date of the transaction), for the purpose of remunerating contributions in kind made to the Company and consisting of equity securities or transferable securities giving access to the capital, where the provisions of Article L. 22-10-54 of the Commercial Code do not apply; it being specified that to this maximum nominal amount mentioned above shall be added, where applicable, the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable, the relevant contractual provisions, the rights of holders of securities and other rights giving access to the share capital;

**Take note** that, in accordance with the law, you would have no preferential subscription right to the shares or securities issued pursuant to this authorization;

**Take note** that this authorization would automatically entail a waiver of your pre-emptive subscription rights to the shares to which the securities issued pursuant to this authorization would entitle you;

**To specify**, where necessary, that the issue of preference shares would be expressly excluded from this authorization;

**Resolve** that the maximum nominal amount of capital increases carried out pursuant to this authorization may not exceed 20% of the Company's share capital (as existing on the date of the transaction), to which would be added, where applicable, the amount of additional shares to be issued

to preserve, in accordance with legal, regulatory or contractual provisions, the rights of holders of securities and other rights giving access to the capital;

**Resolve** that the nominal amount of the capital increases authorized by this resolution shall be deducted from the overall ceiling provided for in the 27<sup>th</sup> resolution;

**Resolve** that the nominal amount of debt securities that may be issued pursuant to this authorization shall not exceed €2,000,000,000 (or the equivalent value of this amount in the event of an issue in another currency);

**Resolve** that the nominal amount of any issue of debt securities authorized by this resolution shall be deducted from the overall limit provided for in the 27<sup>th</sup> resolution;

**Resolve** that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate to the Chief Executive Officer, within the limits and subject to the conditions specified above.

This delegation shall be granted for a period of 26 months and shall terminate the delegation granted to the Board of Directors by the General Meeting of 6 June 2025 in its 29<sup>th</sup> resolution.

***26<sup>th</sup> resolution – Delegation of authority granted to the Board of Directors to issue shares and securities resulting in a capital increase in the event of a public exchange offer initiated by the Company***

It is proposed that you:

**Delegate** to the Board of Directors the authority to carry out, on one or more occasions, capital increases through the issue of shares and/or securities giving access, by any means whatsoever, immediately and/or in the future, to the Company's share capital, in consideration for securities contributed to a public exchange offer initiated by the Company in France or abroad, in accordance with local rules, on securities of another company admitted to trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code;

**To note** that, in accordance with the law, you would not have any preferential subscription rights to the securities issued pursuant to this authorization;

**To specify**, where necessary, that the issue of preference shares would be expressly excluded from this authorization;

**Resolve** that the maximum nominal amount of capital increases carried out pursuant to this authorization shall not exceed €750,000 (or the equivalent value of this amount in the event of an issue in another currency) (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum of 75,000,000 shares), to which shall be added, where applicable, the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable, the relevant contractual provisions, the rights of holders of securities and other rights giving access to the capital;

**Resolve** that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this authorization shall be deducted from the overall ceiling provided for in the 27<sup>th</sup> resolution;

**Resolve** that the maximum nominal amount of debt securities that may be issued pursuant to this delegation is set at €2,000,000,000 (or the equivalent value of this amount in the event of an issue in another currency), it being specified that:

- this amount will be deducted from the overall limit set out in the 27<sup>th</sup> resolution;
- this amount shall be increased, where applicable, by any redemption premium above par; and
- this limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92(3) of the Commercial Code, the issue of which may be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the Commercial Code or, in other

cases, under the conditions to be determined by the Company in accordance with the provisions of Article L. 228-36-A of the Commercial Code;

**To note** that this delegation would automatically entail a waiver of your pre-emptive subscription right to the Company's ordinary shares to which the securities issued pursuant to this delegation would entitle you;

**Resolve** that the Board of Directors shall have full powers to implement this authorization, with the option to sub-delegate to the Chief Executive Officer, within the limits and subject to the conditions specified above.

This delegation would be granted for a period of 26 months and would terminate the delegation granted to the Board of Directors by the General Meeting of 6 June 2025 in its 30<sup>th</sup> resolution.

***27<sup>th</sup> resolution – Setting the overall limits on the amount of issues carried out pursuant to the delegations granted***

In view of the authorizations set out above, it is proposed that you resolve that:

- the total maximum nominal amount of the capital increases that may be carried out pursuant to the delegations of authority granted under the 17<sup>th</sup> to 22<sup>nd</sup>, 25<sup>th</sup> and 26<sup>th</sup> resolutions above is set at €750,000 (or the equivalent value of that amount in the event of an issue in another currency)(representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 75,000,000 shares) it being specified that this overall limit will be increased in all cases by the additional amount of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital;
- the total maximum nominal amount of the debt securities that may be issued pursuant to the delegations granted under the 17<sup>th</sup> to 22<sup>nd</sup>, 25<sup>th</sup> and 26<sup>th</sup> resolutions above is set at €2,000,000,000 (or the equivalent value of that amount in the event of an issue in another currency).

You are reminded that, in accordance with Article R. 225-116 of the French Commercial Code, the Board of Directors, at the time it exercises one of the delegations described above, shall draw up a supplementary report setting out the final terms of the transaction and its impact on the position of holders of equity securities and securities giving access to the capital, in particular with regard to their share of equity. This report, together with the Statutory Auditor's supplementary report, will be made available to you in accordance with the conditions laid down by the law and regulations in force.

**3. PROFIT-SHARING AND SHARE OWNERSHIP SCHEMES FOR EMPLOYEES, DIRECTORS AND OTHER PARTNERS**

In order to enable the Company's Board of Directors to implement profit-sharing schemes for the benefit of persons contributing to the development of the Company and/or, where applicable, its subsidiaries, notably through a corporate office, an employment contract or a consultancy agreement, it is proposed that you grant a series of authorizations to enable the issue of securities giving access to the Company's capital or equity securities, and more specifically share subscription warrants, share subscription or purchase options, and bonus shares. Consequently, you are being asked to waive your pre-emptive subscription rights in favor of these persons.

The issue and exercise price of these securities would be determined by the Board of Directors at the time of their issue based on the market price and, where applicable, subject to a slight discount on the market price, and in compliance with the legal provisions applicable to these securities.

**28<sup>th</sup> resolution – Authorization to the Board of Directors to grant share subscription and/or purchase options (“Options”) with cancellation of the shareholders’ preferential subscription rights in favor of a specific category of persons**

It is proposed that you:

**Authorizes** the Board of Directors to grant, on one or more occasions, during the periods authorized by law, to the employees and/or corporate officers (or some of them) of the Company or of companies or groups affiliated with it in accordance with the conditions set out in Article L. 225-180, paragraph I of the French Commercial Code (“**Beneficiaries**”), options conferring the right to subscribe for new shares to be issued by the Company as a capital increase or to purchase existing shares of the Company resulting from share buybacks in accordance with the legal requirements (“**Options**”), under the following conditions:

- the authorization concerns a maximum number of Options, each confers the right to subscribe for and/or purchase one share, it being specified that the maximum nominal amount of the capital increases that may be carried out immediately or in the future by virtue of this authorization may not exceed 10% of the share capital on a fully diluted basis as of the date of this General Meeting; this maximum amount will be increased by the nominal amount of the securities to be issued to protect, in accordance with the law, the rights of the holders of securities and other rights conferring access to capital; in any event, the total number of shares that may be subscribed by exercising Options granted and not yet exercised shall never exceed one-third of the share capital;
- the total number of shares that may be allotted, subscribed, or purchased in respect of the Options issued pursuant to this authorization will be applied against the overall limit provided for in the 31<sup>st</sup> resolution;
- the subscription or purchase price of shares resulting from exercising the Options shall be determined by the Board of Directors on the date that the Options will be granted, as follows:
  - o in the case of options to subscribe for new shares, the price shall not be less than 95% of the average weighted by the volumes of the share prices of the twenty (20) trading days preceding the date on which the Option is granted;
  - o in the case of options to purchase existing shares, the price shall not be less than 95% of the average weighted by the volumes of the share prices of the last twenty (20) trading days preceding the date on which the Option is granted, nor of the average purchase price of shares held by the Company in accordance with Article L. 22-10-62 of the French Commercial Code;
- the period during which the Options may be exercised shall be ten (10) years from the date they are granted by the Board of Directors;
- in accordance with the law, no Options may be granted to employees or senior management executives who, on the date of the Board of Directors’ decision, hold more than 10% of the share capital;

**Decides** that the Board of Directors shall have full powers to implement this authorization, with the right to sub-delegate its authority to the Chief Executive Officer and, in particular, to:

- draw up the list of Beneficiaries and the number of Options to be granted to each of them,
- set the terms and conditions applicable to the Options and draw up the plan regulations, including *inter alia* any requirements concerning performance and/or continued employment with the Company or any of its subsidiaries, (ii) the schedule(s) for exercising the Options, it being understood that the Board of Directors may move up the dates or periods for exercising the Options, maintain the exercisable nature of the options or change the dates or periods during which the shares obtained by exercising the Options are non-transferable and/or may not be converted to bearer shares, and (iii) if applicable, provisions prohibiting the resale of some or all of the shares,

- decide the terms and conditions pursuant to which the price and the number of shares may be adjusted to take into account the financial transactions referred to in Article L. 225-181 of the French Commercial Code,
- if applicable, limit, suspend, restrict or prohibit the exercise of Options or the sale or conversion into bearer shares of shares obtained by exercising Options during certain periods or as of certain events, which decision may apply to some or all of the shares,
- certify the completion of the capital increases for the amount of the shares that will be actually subscribed by exercising subscription Options, amend the articles of incorporation accordingly, and carry out the formalities in consequence thereof,
- in its sole discretion, if it deems appropriate, set off the expenses of the capital increases against the amount of premiums associated therewith, and deduct from such amount the sums necessary to increase the legal reserve to one-tenth of the new amount of share capital after each capital increase,
- in general, take all measures and carry out all formalities required for listing the new shares thus issued.

**Decides** to set the duration of this authorization at thirty-eight (38) months from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous authorization for the same purpose;

**Acknowledges** that this authorization automatically entails an express waiver by the shareholders, in favor of the Beneficiaries of the Options, of their preferential subscription right for the shares that will be issued as said Options are exercised;

**Acknowledges** that the capital increase as a result of the Options exercised shall be definitively completed merely by the declaration that the Option is being exercised, accompanied by the subscription form and the payments for the shares, which may be made in cash or by a setoff against receivables held against the Company.

This authorization would be granted for a period of 38 months and would terminate the authorization granted to the Board of Directors by the General Meeting of 6 June 2025 in its 32<sup>nd</sup> resolution.

***29<sup>th</sup> resolution – Delegation of authority to the Board of Directors to issue and allot ordinary share warrants (the “Warrants”) with cancellation of the shareholders’ preferential subscription rights in favor of a specific category of persons***

It is proposed that you:

**Delegates** its authority to the Board of Directors to issue, on one or more occasions, ordinary share warrants (“**Warrants**”), cancelling preferential subscription rights in favor of a specific category of persons;

**Decides** that the maximum nominal amount of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation may not exceed 10% of the share capital on a fully diluted basis as of the date of this General Meeting; it being specified that this maximum amount will be increased by the nominal value of the securities to be issued to protect, in accordance with the law, the rights of holders of securities and other rights conferring access to capital; it being specified that the number of Warrants that may be issued pursuant to this delegation of authority will be applied against the overall limit provided for in the 31<sup>st</sup> resolution;

**Decides** that each Warrant shall confer the right to subscribe for one (1) new ordinary share;

**Decides** to cancel the shareholders’ preferential subscription right in favor of:

- (i) any individual or legal entity who are strategic partners of the Company, industrial or commercial entities in the pharmaceutical sector, or persons who have entered into a service or consulting agreement with the Company or any of its subsidiaries;

- (ii) the shareholders, senior management executives or employees of such entities in the case of legal entities;
- (iii) the senior management executives, corporate officers or employees of the Company or its subsidiaries;

**Decides** that the Warrants must be exercised at the latest within ten (10) years of their issue and that any Warrants that may have not been exercised upon the expiration of this period of ten (10) years will automatically lapse;

**Decides** that, as long as the Company's shares will be admitted to trading on a regulated market, the subscription price of a ordinary share of the Company upon the exercise of a Warrant, that will be determined by the Board of Directors at the time of allotment of the Warrants, shall at least be equal to the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of Directors of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board of Directors, by a maximum discount of ten percent (10%), after correction, if applicable, of this amount to take into account the difference in the date of dividend eligibility;

**Authorizes** the Company to impose on the holders of the Warrants the redemption or reimbursement of their rights as provided for in Article L. 228-102 of the French Commercial Code;

**Acknowledges** that this decision entails, in favor of the beneficiaries, an express waiver of the shareholders to their preferential subscription rights to the ordinary shares to which the Warrants entitle;

**Decides** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above.

This delegation would be granted for a period of 18 months and would terminate the delegation granted to the Board of Directors by the General Meeting of 6 June 2025 in its 33<sup>rd</sup> extraordinary resolution.

***30<sup>th</sup> resolution – Authorization to the Board of Directors to grant free shares, whether, existing or to be issued, (“Free Shares”), with cancellation of the shareholders’ preferential subscription rights in favor of a specific category of persons***

It is proposed that you:

**Authorizes** the Board of Directors, with the right to sub-delegate its authority to the extent permitted by law, to make, on one or more occasions, free grants of existing shares or shares to be issued of the Company;

**Decides** that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this authorization may not exceed 10% of the share capital on a fully diluted basis as of the date of this General Meeting; it being specified that this maximum amount will be increased by the nominal value of the securities to be issued to protect, in accordance with the law, the rights of holders of securities and other rights conferring access to capital; provided, in any event, that the maximum number of shares that may be granted free of charge under this authorization shall not exceed 20% of the number of shares comprising the share capital on the date the Board of Directors decides to implement this authorization;

**Decides** that the number of bonus shares that may be granted pursuant to this authorization shall be applied against the overall limit provided for in the 31<sup>st</sup> resolution;

**Decides** that the beneficiaries of the grants may be employees, or certain categories of them, of the Company and/or entities directly or indirectly affiliated with it within the meaning of Article L. 225-197-2 of the French Commercial Code, as well as corporate officers of the aforementioned companies or entities, as determined by the Board of Directors in accordance with the provisions of Article L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, or some of them, and who, in addition, meet the conditions and, if applicable, the grant criteria that will have been set by the Board of Directors;

**Decides** that, if the grants are made to the corporate officers referred to in Article L. 22-10-59 of the French Commercial Code, they may only be made under the conditions of Article L. 22-10-60 of the French Commercial Code;

**Decides** that the grant of shares to their beneficiaries shall become final after a minimum deferral period of one year;

**Decides**, notwithstanding the foregoing, that the shares may be definitively granted before the end of the deferral period in the event of the beneficiary's disability within the second or third category set out in Article L. 341-4 of the French Social Security Code (*Code de la sécurité sociale*), as of the date such disability is certified, and that the shares may be freely transferable by the above beneficiary independently of the aforementioned lock-up period;

**Acknowledges** that in the event of a free grant of new shares, this decision will entail, as said shares are definitively granted, a capital increase by capitalizing reserves, profits or issue premiums for the benefit of the beneficiaries of said shares and a corresponding waiver by shareholders in favor of the beneficiaries of said shares of their preferential subscription rights to said shares;

**Grants** full powers to the Board of Directors to implement this resolution, with the right to sub-delegate its authority within the limits and subject to the conditions specified above.

This authorization would be granted for a period of 38 months and would terminate the authorization granted to the Board of Directors by the General Meeting of 6 June 2025 in its 34<sup>th</sup> extraordinary resolution.

***31<sup>st</sup> resolution – Setting the overall limits on the amount of issues made pursuant to the authorizations to grant Options and Bonus Shares and the delegations to issue Warrants***

In view of the delegations and authorizations set out above, it is proposed that you decides that the sum (i) of the shares that may be issued or granted upon exercise of the Options that may be granted pursuant to the 28<sup>th</sup> resolution above, (ii) the shares that may be issued upon exercise of the Warrants that may be allotted pursuant to the 29<sup>th</sup> resolution above and (iii) the shares that may be issued in virtue of the shares allotted for free pursuant to the 30<sup>th</sup> resolution above, may not exceed 10% of the share capital on a fully diluted basis as of the date of this General Meeting, it being specified that the number of additional amount of the shares to be issued to protect, in accordance with the legal provisions and, where appropriate, the applicable contractual provisions, the rights of holders of securities or other rights conferring access to shares.

***32<sup>nd</sup> resolution – Delegation of authority Board of Directors to carry out a capital increase by issuing shares or securities conferring access to the Company's capital, restricted to members of a company savings plan, with cancellation of the shareholders' preferential subscription rights in favor thereof***

It is proposed that you:

**Acknowledging** the provisions of Article L. 3332-18 to L. 3332-24 of the French Labor Code (*Code du travail*), and voting in accordance with the provisions of Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code;

**Delegates** to the Board of Directors its authority, with the right to sub-delegate its authority to the Chief Executive Officer, to decide to increase the share capital, on one or more occasions, at the time and in the manner in its discretion, by a maximum amount of €7,929 (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 792,900 shares) by issuing ordinary shares or financial securities conferring access to the Company's capital restricted to members of a company savings plan (or any other plan for whose members Article L. 3332-1 *et seq.* of the French Labor Code, or any similar law or regulation, permits restricting a capital increase under equivalent conditions) established or to be established within the Company; it being specified that the above maximum nominal amount above shall be increased by securities issued to protect the rights of holders of securities conferring access to capital in accordance with the provisions of the French Commercial Code;

**Decides** that the subscription price of the shares shall be set in accordance with the provisions of Article L. 3332-19 of the French Labor Code;

**Decides** that this delegation of authority entails cancellation of shareholders' preferential subscription rights to the new shares or securities to be issued in favor of the aforementioned beneficiaries, in the event the capital increase provided for in the foregoing paragraph is carried out;

**Decides** that the Board of Directors may grant bonus shares or financial securities conferring access to the Company's capital, in accordance with the terms prescribed by Article L. 3332-21 of the French Labor Code;

**Decides** that each capital increase shall be carried out only up to the amount of the ordinary shares actually subscribed by the above beneficiaries;

**Decides** that the features of the issues of financial securities conferring access to the Company's capital shall be decided by the Board of Directors in accordance with requirements prescribed by law;

**Grants** full powers to the Board of Directors to implement this delegation of authority and, in particular, to:

- decide and set the terms and conditions for issuing and allotting shares or financial securities conferring access to capital pursuant to this delegation of authority and, in particular, to set the subscription price in compliance with the rules stipulated above, the opening and closing dates for subscriptions, the effective dates (which may be retroactive), the time periods for paying up the shares and, if applicable, the financial securities conferring access to capital, all in accordance with the limits prescribed by law;
- certify the completion of the capital increase(s) for the amount of the shares or securities actually subscribed and make the corresponding amendments to the articles of incorporation;
- carry out all operations and formalities, directly or through an authorized agent; and
- in general, to take all actions that may be of use or necessary to definitively complete the successive capital increase(s).

This delegation would be granted for a period of 18 months.

However, this resolution is being put to you due to a legal requirement; however, given the incentive schemes that are also being proposed for your approval, we recommend that you reject it.

You are reminded that, should the Board of Directors make use of the authorizations and delegations of authority conferred upon it in the aforementioned resolutions, it would report thereon to the General Meeting, in accordance with the law and regulations in force.

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Finally, the 33<sup>rd</sup> **resolution** concerns the powers to be granted in order to carry out the formalities following the General Meeting, in particular the formalities of filing and publication.

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The Board of Directors invites you to adopt all the resolutions it is putting to the vote.

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THE BOARD OF DIRECTORS