

VANTIVA

Société Anonyme

10, boulevard de Grenelle

75015 PARIS

Statutory Auditors' report on the issue of shares and marketable securities with retention and/or cancellation of preferential subscription rights

Combined Shareholders' Meeting of June 19, 2024

22nd, 23rd, 24th, 25th, 27th and 30th resolutions

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This is a free translation into English of the statutory auditors' report issued in French and is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Vantiva Shareholders' Meeting,

As Statutory Auditors of your company (the "Company") and pursuant to the engagement set forth in Articles L. 228-92 and L. 225-135 *et seq.* and Article L. 22-10-52 of the French Commercial Code (*code de commerce*), we hereby report to you on the proposed delegations of authority to the Board of Directors to decide various issues of shares and/or marketable securities, transactions on which you are asked to vote.

Based on its report, the Board of Directors asks that you delegate to it, with the option to subdelegate, for a period of 26 months commencing the date of this Shareholders' Meeting, the authority to decide the following transactions and to set the final terms and conditions of these issues and proposes, where appropriate, to cancel your preferential subscription rights:

- the issue, with retention of preferential subscription rights (22nd resolution), of (i) ordinary shares of the Company and/or (ii) marketable securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, granting access, immediately or in the future, to the share capital of

the Company or other entities in which the Company holds, directly or indirectly, more than half of the share capital;

- the issue, with cancellation of preferential subscription rights, by way of a public offering other than public offerings referred to in Article L. 411-2 1° of the French Monetary and Financial Code (23rd resolution), of (i) ordinary shares of the Company and/or (ii) marketable securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, granting access, immediately or in the future, to the share capital of the Company or other entities in which the Company holds, directly or indirectly, more than half of the share capital, it being specified that these securities may be issued in consideration for securities contributed to the Company as part of a public exchange offer performed by the Company satisfying the conditions set forth in Article L. 22-10-54 of the French Commercial Code;
- the issue, with cancellation of preferential subscription rights, by way of a public offering referred to in Article L. 411-2 1° of the French Monetary and Financial Code (24th resolution), of (i) ordinary shares of the Company and/or (ii) marketable securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, granting access, immediately or in the future, to the share capital of the Company or other entities in which the Company holds, directly or indirectly, more than half of the share capital;
- the issue, in consideration for contributions in kind to the Company comprising equity securities or marketable securities granting access, immediately or in the future, to the share capital of another company (27th resolution), of (i) ordinary shares of the Company and/or (ii) marketable securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, granting access, immediately or in the future, to the share capital of the Company or other entities in which the Company holds, directly or indirectly, more than half of the share capital, up to a maximum of 10% of the share capital.

The total par value amount of share capital increases that may be carried out, immediately or in the future, pursuant to the 22nd, 23rd, 24th, 25th, 27th, 28th and 29th resolutions may not exceed, according to the 30th resolution, 20% of the share capital, it being specified that the par value amount of share capital increases that may be performed, immediately or in the future, may not exceed:

- 20% of the share capital for issues performed pursuant to the 22nd resolution;
- 10% of the share capital for issues performed pursuant to each of the 23rd, 24th and 27th resolutions and cumulatively.

The total nominal amount of marketable securities representing debt securities that may be issued pursuant to the 22nd, 23rd, 24th, 25th, 27th, 28th and 29th resolutions, may not, according to the 30th resolution, exceed €200 million, it

being specified that this amount is both an individual limit for the 22nd, 23rd, 24th and 27th resolutions, and a cumulative limit for the 23rd, 24th and 27th resolutions.

These limits take into account the additional number of securities to be created on the implementation of the delegations set forth in the 22nd, 23rd and 24th resolutions, under the conditions stipulated in Article L. 225-135-1 of the French Commercial Code, should you adopt the 25th resolution.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. Our role is to express an opinion on the fairness of the quantified data extracted from the accounts, on the proposed cancellation of preferential subscription rights, and on certain other information pertaining to these transactions, contained in this report.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. These procedures consisted in verifying the content of the Board of Directors' report relating to these transactions and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent review of the terms and conditions of the proposed issues, we have no comments to make on the methods used to determine the issue price of the equity securities to be issued, as presented in the Board of Directors' report in respect of the 23rd and 24th resolutions.

Moreover, as this report does not specify the rules for determining the issue price of the equity securities to be issued pursuant to the 22nd and 27th resolutions, we cannot express an opinion on the selected items used to calculate this issue price.

As the final terms and conditions of the issues have not been determined, we do not express an opinion thereon and, as such, on the proposed cancellation of preferential subscription rights on which you are asked to vote in the 23rd and 24th resolutions.

Pursuant to Article R. 225-116 of the French Commercial Code, we will prepare an additional report, as required, when the Board of Directors makes use of these delegations, in the event of issues of marketable securities which are equity securities granting access to other equity securities or conferring entitlement to the grant of debt securities, issues of marketable securities granting access to future equity securities, and issues of ordinary shares with cancellation of preferential subscription rights.

In accordance with the law, we inform you that this report could not be made available to shareholders within the time period set in Article R. 225-89 of the French Commercial Code, or at the date of the Meeting and Convening Notice published in the French Legal Journal (*Bulletin des Annonces Légales Obligatoires*), as the definitive information and documents necessary to its preparation were not communicated to us in a timely manner.

Paris La-Défense and Courbevoie, May 29, 2024

The Statutory Auditors

Deloitte & Associés

Mazars

Nadège Pineau

Daniel Escudeiro

Christophe Patouillère