



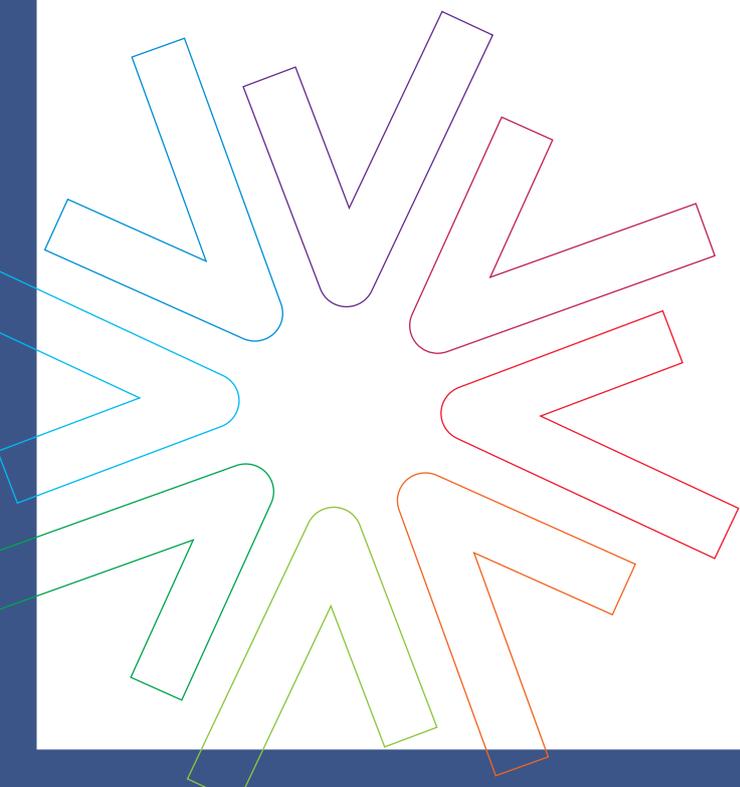
NOTICE OF MEETING 2024

COMBINED GENERAL SHAREHOLDERS' MEETING

Wednesday, June 19, 2024, at 2 p.m.

VANTIVA AUDITORIUM
10 Boulevard de Grenelle
75015 Paris







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1 Vantiva in 2023

1.1 Overview of Vantiva

Revenues BY ACTIVITY

75%

VS 76% in 2022

CONNECTED HOME

Complete portfolio of broadband and video customer premise equipment offered to Pay-TV operators and network service providers

Revenues from continuing operations
€2.075 bn

Number 1 supplier of network access gateways worldwide



Number 1 media services provider on physical devices

25%

VS 24% in 2022

SUPPLY CHAIN SOLUTIONS (SCS)

Mastering, replication, packaging and distribution of DVD, Blu-Ray™ and Discs vinyl, Distribution and Logistics activity

Revenues BY CURRENCY

80%

USD

VS 79% in 2022

5%

Euros

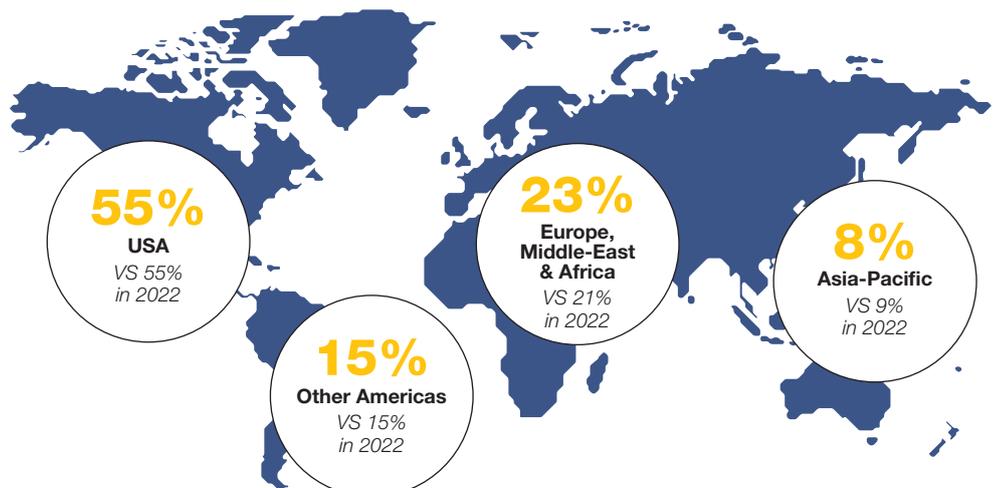
VS 5% in 2022

15%

Others

VS 16% in 2022

Revenues BY DESTINATION



20 Countries



4,328 Employees



GOVERNANCE - BOARD OF DIRECTORS

(as of release of this notice)



Brian Shearer ●
Chairperson of
the Board of Directors



**Luis
Martinez-Amago**
Chief Executive Officer

Katleen Vandeweyer ● ●
Lead Independent Director

Bpifrance Participations ● ●
Represented by Thierry Sommelet
Independent Director

Laurence Lafont ● ●
Independent Director

Karine Brunet ● ●
Independent Director

Tony Werner
Independent Director

CommScope Holding Company, Inc. ●
Represented by Krista Bowen
Director

Angelo, Gordon & Co., L.P.
Represented by Nicola Mueller
Director

Loïc Desmouceaux ●
Director representing the employees

Marc Vogeleisen ●
Director representing the employees

Barclays Bank Ireland Plc
Represented by Shabab Ditta
Board Observer

Bain Capital Credit
Represented by Gauthier Reymondier
Board Observer

16
Board meetings
in 2023

55%
Independent
Directors
*(without the Directors
representing the employees)*

93,20%
Attendance rate
at Board
of Directors
in 2023

AUDIT COMMITTEE

In 2023

9
Meetings

92.60%
Participation

REMUNERATION & TALENT COMMITTEE

In 2023

6
Meetings

100%
Participation

GOVERNANCE & SOCIAL RESPONSIBILITY COMMITTEE

In 2023

6
Meetings

100%
Participation



SHAREHOLDING

(as of release of this notice)

VANTIVA SA Parent Company of the Group

27.48%

CommScope Inc



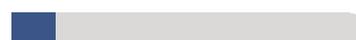
20.72%

Briarwood Chase Management LLC



16.25%

Angelo, Gordon & Co., L.P



7.84%

Bpifrance Participations S.A.



4.97%

Bain Capital Credit, LP



22.74%

Other Shareholders



1



Following the spin-off of TCS in September 2022, Vantiva has remained a leading global technology innovator, driving digital advancements with a rich legacy of expertise spanning the Americas, Asia Pacific, and EMEA regions. Positioned at the cutting edge of innovation, Vantiva boasts decades of experience and is home to industry-leading professionals in both creative and technological domains. Vantiva operates across two core activities:

- **Connected Home (“CH”)** is at the forefront of the design and supply of solutions for the delivery of digital video entertainment, data, voice, and smart home services to pay-TV operators and Network Service Providers, including broadband modems and gateways, digital set-top boxes, and other connected devices.

In addition, the division has launched "IoT for Verticals" as a strategic diversification activity in 2022, fostering accelerated IoT growth and focusing on empowering industries and businesses to save costs, bolster safety and security, and cultivate innovative smart spaces;

- **Supply Chain Solutions (“SCS”)** is the worldwide leader in replication, packaging, and distribution of CD, DVD, and Blu-ray™ discs for video, games, and music. The division is also focused on diversifying beyond packaged media, offering end-to-end supply chain solutions, comprising distribution, fulfillment, freight brokerage, and transportation management services.

In addition, it has developed new non-disc related manufacturing businesses, including the production of vinyl records and polymer-based microfluidic devices for use in medical diagnostics.

Unallocated corporate functions and all other unallocated activities are presented under “Corporate & Other”.

In fiscal year 2023, Vantiva generated consolidated revenues from continuing operations of €2,075 million. As of December 31, 2023, the Group had 4,328 employees across 20 countries.

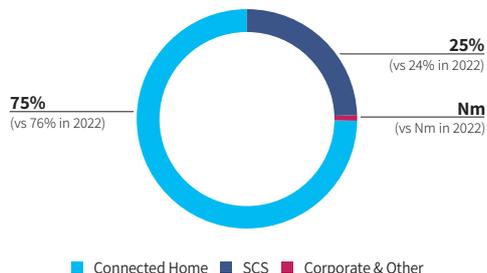
Vantiva is publicly listed on the Euronext Paris Exchange (VANTI) with a market capitalization of €72.8 million as of December 31, 2023, and the ADR program (Ticker: TCLRY) has been terminated on August 15, 2023.

On October 3, 2023, Vantiva announced it has entered into an agreement to acquire CommScope’s “Home Networks” division, aimed at bolstering the Connected Home division by increasing both its scale and capabilities.

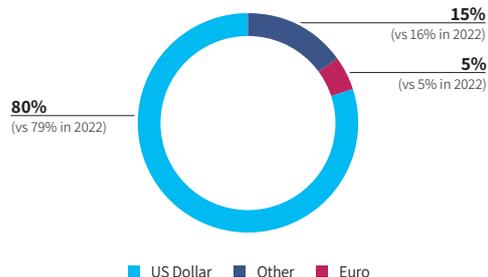
The deal was completed on January 9, 2024, with CommScope emerging as the Group’s largest shareholder, holding a 27.5% stake in the current capital (25% on a fully diluted basis).



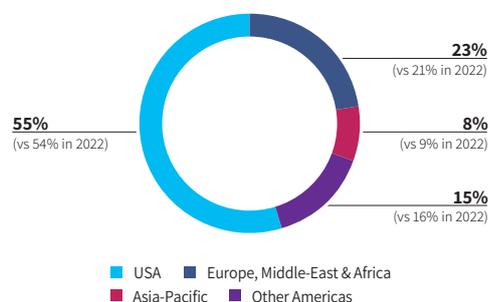
2023 revenues of continuing operations by segment



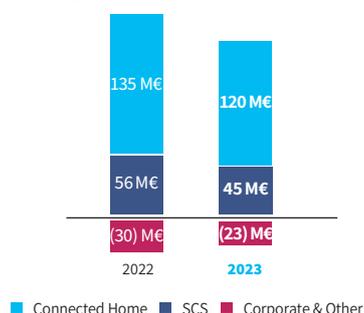
2023 revenues of continuing operations by currency



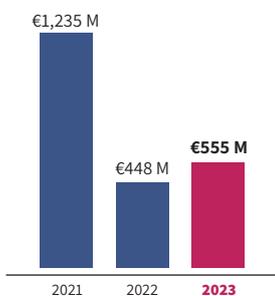
2023 revenues of continuing operations by destination



2023 adjusted EBITDA by business segment



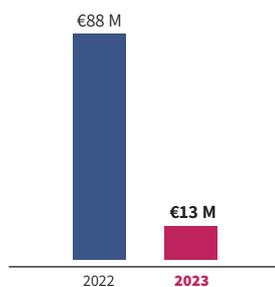
Gross debt evolution (IFRS)



Cash position evolution



Free cash flow of continuing operations *



Net debt



* Before interest and tax.

1.2 Business Model



RESOURCES

Human resources: Diverse, experienced and qualified employees

- **4,328** employees
- Multicultural teams: **20** countries represented
- CEO Luis Martinez-Amago joined the CEO Action for Diversity & Inclusion™ program, November 2023
- Dedicated teams focused on Security operations, Business continuity, Data and IP protection

Market position & ecosystem

- Strong commercial position:
 - **Number 1** supplier of network access gateways, and Android TV set-top-boxes worldwide
 - Disc business: **Number 1** worldwide, with 65% world market share and 90% US market share
- Strong ecosystem of strategic partnerships with key customers and suppliers

Industrial & organization

- Footprint in key geographies: **20** countries in 2023
- Connected home: an agile organization and a robust supply chain:
 - Organizational footprint near suppliers and factories
 - Flexible manufacturing - Ability to move between manufacturing locations rapidly
 - Supply chain mapping, logistics excellence, ...
- Supply Chain Solutions: **19** Facilities - Global end-to-end manufacturing and supply chain solutions enabled through strategically located facilities across **3** continents: N.A., Europe and Australia

Innovation

- A strong innovative ecosystem: diversification in “Smart spaces” through a start-up of **28** persons
- **760** engineers
- Existing know-how applied to new domains
- **3.3%** R&D expenses

Environmental resources

- Average recycling rate of waste generation for all Vantiva operations **78.8%** (+10% vs 2022)
- Environment, Health and Safety Charter available in **9** languages
- Eco/sustainable design rules for European market incorporated in all new products
- Circular economy projects increasing for recycled content and for elimination of single-use plastics

Finance & Governance

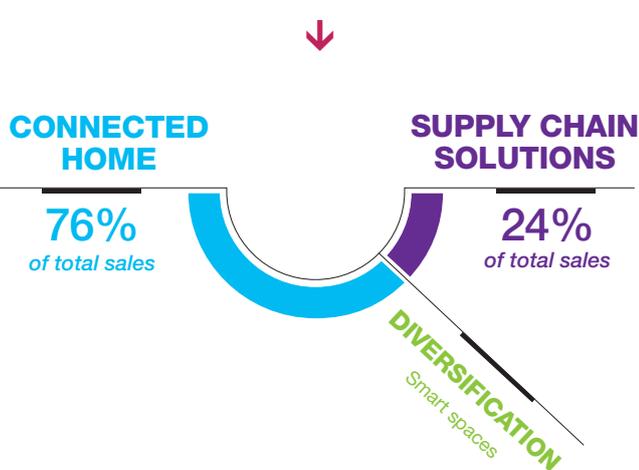
- Enhanced board: **3** new independent Directors in 2023 with strong expertise
- Capital employed: **€622m**
- Rigorous management of Capex and Working Capital Requirement

A unique know-how in the value chain



OUR MISSION

Vantiva is a global technology company that enhances digital lives by **DESIGNING, DEVELOPING and SUPPLYING INNOVATIVE PRODUCTS and SOLUTIONS** that connect consumers with the content and services they love at home, work or in other smart spaces.



VALUE CREATION FOR ALL STAKEHOLDERS

Economic impact / societal impact

- Through Network Service Providers and the communities in which Vantiva operates:
 - Enabling digital transformation of end customers
 - Enabling teleworking
 - Improving experience at home
- An improved protection of Data and Content

Customers

- Connected Home:
 - Unlock product potential providing knowledge and skills
 - Bring significant investments in R&D, hardware, software, ...
 - Make ESG and regulatory compliance easier
 - Streamlining the supply chain thanks to strategic relationships with key suppliers
- Supply Chain Solutions:
 - Serves all major Hollywood studios through an integrated, multi-business global asset base with unmatched manufacturing capabilities and scale
 - 16 Years Top 10 average client relationship tenure
 - Cultivated relationships with blue-chip diagnostic and life sciences clients
- Smart spaces:
 - Empowering organizations with robust Wi-Fi Connectivity and cutting-edge Internet of Things (IoT) innovations for unprecedented business impact

CSR

- Recognition of CSR performance by rating agencies: rated Platinum by EcoVadis for the second year running and ranked S&P Global's Top 2% most responsible companies in its sector
- New environmentally friendly products: Livebox (95% recycled plastic, zero single-use plastic, sustainable packaging) and Polymèle first Wi-Fi 6 box with TÜV Green Mark certification (95% recycled plastic, FSC certified packaging)
- ISCC plus certified bio-vinyl records beginning 2024

Employees

- 40.8% female employees
- Gender pay gap -3% for all of 2023

Financial performance

- €142 million of adjusted EBITDA from continuing activities
- Management initiatives to secure future profitable growth
- Permanent focus on profitability and cash generation

1.3 Financial results in 2023

1.3.1 Summary of results

Revenues from continuing operations totaled €2,075 million in 2023, down 25.3% as reported and down 23.3% at constant currency compared to 2022.

Adjusted EBITDA from continuing operations reached €142 million in 2023, down 11.7% as reported and down 9.2% at constant currency compared to 2022. The adjusted EBITDA margin was 6.8%, up by 105 basis points year-on-year as reported. This improvement is due to a better Connected Home EBITDA margin which reflects the impact of cost adjustment measures that have been implemented quickly and efficiently, mitigated by lower SCS EBITDA reflecting SCS volume decrease partly compensated by better pricings and costs savings.

Profit from continuing operations before tax and financial result was a loss of €136 million in 2023 mainly due to the goodwill impairment of SCS in the first semester of the year, compared to a loss of €11 million in 2022. For more information, please refer to section 2.2.3: "Analysis of operating expenses and EBIT from continuing operations" of this chapter.

The Group's net financial result was an expense of €107 million in 2023, compared to an expense of €177 million in 2022.

The Group's total income tax expense was €15 million in 2023 compared to an expense of €30 million in 2022.

The Group's loss from associates was €25 million, mostly resulting from a depreciation of our stake in TCS from the first of January to the deconsolidation date.

Loss from continuing operations was €283 million in 2023 compared to a loss of €529 million in 2022.

Loss from discontinued operations was €2 million in 2023, compared to a profit of €680 million in 2022.

The Group's consolidated net loss was €285 million in 2023, compared to a net profit of €151 million in 2022.



1.3.2 Results of operations for 2022 and 2023

For the full year 2023, Vantiva met its 2023 revised guidance (Q3 2023 publication), with adjusted EBITDA reaching €142 million, adjusted EBITA €57 million, and free cash flow before tax and financial €13 million. The Group's activity was penalized by the overall economic environment and the reduction in investment budgets by major telecom and cable network operators, amid high stock levels. The group's responsiveness to address this situation helped limit the decline in absolute EBITDA and improve the EBITDA margin.

Vantiva's revenue totaled €2,075 million, down 25.3% (-23.3% at constant currency). Connected Home revenues amounted to €1,563 million for the fiscal year, a decrease of 26.3% (-24.2% at constant currency). Supply Chain Solutions revenues were €512 million, down 21.9% (-20.3% at constant currency).

Adjusted EBITDA drop primarily stems from the decline in activity across both divisions, partially mitigated, though not completely, by cost-saving initiatives and control of central expenses.

The Group's adjusted EBITDA for the year was €142 million, representing a €19 million decrease compared to last year. Nevertheless, The adjusted EBITDA margin increased from 5.8% to 6.8%, driven by the higher EBITDA margin in percentage terms of the Connected Home Division (+1.4pts).

Connected Home contributed €120 million (versus €135 million last year) to adjusted EBITDA, while Supply Chain Solutions contributed €45 million (versus €56 million last year).

FCF, before financial and tax, in the year was positive at €13 million, showing a €75 million decrease over last year, largely explained by the lower working capital variation, mainly in CH, and lower EBITDA.

The Group's results are presented in accordance with IFRS 5. Consequently, the contributions of discontinued operations are disclosed on one line in the consolidated statements of operations, named "Net income (loss) from discontinued operations".

1.3.3 Analysis of revenues from continuing operations

(in million euros)

	FY 2023	FY 2022	Change ⁽¹⁾
Total revenues from continuing operations	2,075	2,776	(23.3)%
Connected Home	1,563	2,120	(24.2)%
Supply Chain Solutions	512	655	(20.3)%
Corporate & Other	1	1	nm

(1) Change at constant currency.

2023 revenues were €2,075 million, representing a 25.3% decrease (-23.3% at constant currency). The United States remained the Group's largest market with 55% of revenues, compared to 54% the previous year. Connected Home decline (-24.2% at constant currency) was driven by video activities, which faced challenges in all

regions, and the lower demand for Broadband products in North America, EMEA and APAC. Supply Chain Solutions decline (-20.3% at constant currency), is primarily due to lower Disc business activity, partially offset by higher Vinyl activity and pricing increases.

Connected Home

Connected Home revenues contributed 75% of Group revenues (76% in 2022) and totaled €1,563 million in 2023, down 26.3%. At constant rate, the decline would have been 24.2% compared to 2022. This revenue decline is primarily a consequence of declining volumes in all regions where the group operates, Broadband

products, particularly fiber, have shown more resilience compared to video products, which have been notably affected, especially in North America, due to the decline in Android TV. Broadband business represented 81% of revenues versus 75% in 2022. Globally, delivered units were down 23.7%.

Revenue breakdown by product

<i>(in million euros)</i>	Full Year			
	2023	2022	Actual Change	Change at constant rate
Revenues	1,563	2,120	(26.3)%	(24.2)%
By product				
Video	301	522	(42.3)%	(39.9)%
Broadband	1,262	1598	(21.1)%	(19.0)%

Supply Chain Solutions

Supply Chain Solutions revenues totaled €512 million in 2023, down 21.9% from 2022. At constant rate, the decline would have been 20.3%. The structural decline in optical disc sales was amplified by the downturn in consumer discretionary spending, especially in

North America, but partially offset by price increases. Other Logistic activities remained relatively stable. The Vinyl record sales rose following the commissioning of new production capacity.

Business highlights

Volume breakdown

<i>(in million units)</i>		FY 2023	FY 2022	Change
Total volumes		329	497	(33.9)%
By format				
	DVD	191	322	(40.9)%
	Blu-ray™	110	136	(19.2)%
	CD	24	37	(33.9)%
	Vinyl	4	2	89.3%
By segment				
	Studio/Video	287	441	(35.0)%
	Games	10	11	(12.5)%
	Music & Software	32	45	(28.7)%

Supply Chain Solutions volumes were down 33.9% year-on-year compared to the previous year's annual decline of 37.3%.

Corporate & Other

Corporate & Other revenues were stable at €1 million.



1.3.4 Consolidated statement of operations

<i>(in million euros)</i>	Note	Year ended December 31	
		2023	2022
Continuing operations			
Revenue	(3.2)	2,075	2,776
Cost of sales		(1,810)	(2,469)
Gross margin		265	307
Selling and administrative expenses	(3.3)	(188)	(205)
Research and development expenses	(3.3)	(69)	(89)
Other operating income	(2.3)	23	10
Restructuring costs	(10.1)	(14)	(17)
Net impairment losses on non-current operating assets	(4.5)	(139)	(5)
Other income (expense)	(3.3)	(14)	(13)
Earnings before interest & tax (EBIT) from continuing operations		(136)	(11)
Interest income		3	1
Interest expense		(73)	(168)
Other financial expenses		(37)	(10)
Net financial income (expense)	(3.4)	(107)	(177)
Gain (loss) from associates	(2.4)	(25)	(311)
Income tax expense	(6.1)	(15)	(30)
Income (loss) from continuing operations		(283)	(529)
Discontinued operations			
Income (loss) from discontinued operations	(12)	(2)	680
Net income (loss) for the year		(285)	151
<i>Attributable to:</i>			
<i>Equity holders</i>		<i>(285)</i>	<i>151</i>
<i>Non-controlling interest</i>		<i>-</i>	<i>-</i>

<i>(in euros, except number of shares)</i>	Note	Year ended December 31	
		2023	2022
Earnings per share			
Weighted average number of shares outstanding (basic net of treasury shares held)	(7.3)	355,431,742	268,948,686
Earnings (losses) per share from continuing operations			
Basic		(0.80)	(1.97)
Diluted		(0.80)	(1.97)
Earnings (losses) per share from discontinued operations			
Basic		(0.01)	2.53
Diluted		(0.01)	2.53
Total earnings (losses) per share			
Basic		(0.81)	0.56
Diluted		(0.81)	0.56

2 Strategy and 2024 trends

2.1 Strategy

Recent strategic evolutions

Vantiva's strategy aims to strengthen its leading market position by offering high-quality products and services to customers while generating sufficient cash flow to finance its future endeavors.

To achieve these objectives, the Group's main priorities are to:

- deliver state-of-the-art products and services, offering high reliability and quality at competitive prices;
- design innovative, eco-friendly, and cost-effective products and ensure efficient production;
- develop strong and transparent partnerships with our key customers and suppliers;
- expand addressable markets by adding products and services linked to core competencies and markets;
- improve profitability and cash generation through business expansion and rigorous management;
- invest in promising new opportunities to secure future growth for the Group.

On October 3, 2023, Vantiva announced that it had entered into an agreement with CommScope to acquire its Home Networks division. This acquisition has been completed on January 9, 2024. Thanks to this operation, Vantiva has reinforced its leadership in the connected home market.

The expected benefits of this acquisition are the following:

- a complementary geographic presence that strengthens Vantiva's access to key markets for the "Connected Home" sector, building on their success and historical presence in the USA, Canada, and Europe;
- attractive additions to Vantiva's business portfolio, enabling it to offer a complete range of products in all segments of the "Connected Home" sector, better meeting the specific needs of each customer;
- Access to a complete innovation portfolio and high-level R&D and engineering resources to further strengthen Vantiva's technological positioning in connectivity solutions.

Vantiva's objective is to improve the operating potential and profitability of the activity. To achieve this goal, Vantiva will rely on identified levers:

- scaling up and reaching the critical size necessary to absorb costs, particularly fixed costs optimally;
- introducing innovative, environmentally friendly solutions that also provide the quality of service that customers expect;
- optimizing the use of the technology platform approach;
- strengthening commercial negotiating power with both customers and suppliers;
- expanding commercial presence in key regions where Vantiva aims to establish a foothold.

In summary, this operation presents new opportunities for the development of the Group's activities, significantly enhancing its competitiveness and reinforcing its position as a key player in the sector. Concrete synergies have been identified, and Vantiva aims to achieve over a hundred million euros in net pre-tax cost synergies annually from the third year following the completion of the acquisition. These synergies, net of implementation costs, primarily stem from three sources:

- optimization of operating costs through economies of scale, simplification of product design, and knowledge sharing between the two entities;
- reduction in functional costs by streamlining sales and support functions;
- combining R&D strengths and best practices.

Connected Home key pillars are to:

- continue to develop its broadband leadership. The division is consolidating its market leadership in Cable and Fiber while stepping up on wireless/5G technologies. Connected Home is also at the forefront of the new generation of Wi-Fi;
- exploit the potential of Android TV by adding features such as soundbars to the set-top box;
- focus on growth by targeting high-volume customers through a platform-based model;
- leverage the Group's expertise in connectivity to penetrate the IoT market for verticals (enterprises).

Supply Chain Solutions key pillars are to:

- continue substantial business transformation, focusing on cost optimization and automation within the specialist manufacturing, supply chain, and fulfillment services division;
- capitalize on our expertise, facilities, existing supply chain infrastructure, and manufacturing capability and capacity to expand our presence within the four current strategically selected growth-oriented market segments: Microfluidics, Supply Chain Services & Fulfillment, Freight Brokerage, and Vinyl Manufacturing and Distribution Services.

While pursuing its strategic plan, the Group remains vigilant in assessing potential strategic options to further create value for its stakeholders.



Outlook

The beginning of the year confirms that 2024 should be another challenging year for Connected Home business. Major telco operators are cutting their capex program for the year and this will weight on demand for CPE. We are expecting the market to start to recover by end of 2024.

For Supply Chain Solutions, Vantiva anticipates a natural decline in demand for optical discs, and an increase in sales for "growth activities". The increase in vinyl disc production capacity should continue to be one of the main growth drivers in this area.

Against this backdrop, Vantiva management will be focused on the success of Home Networks' integration and will continue to make the needed structural adjustments for preserving the profitability.

For the fiscal year, the Group aims to achieve the following:

- Adjusted EBITDA > €140 million
- FCF⁽¹⁾ > €0 million

This outlook is based on an assumption of 1.08 €/€ parity.

By 2026, the management is confident that Vantiva will generate a sustainable and healthy positive FCF after interest, tax and restructuring costs.

2.2 First quarter 2024 revenues

On April 24, 2024, the Group published its sales figures for the first quarter of 2024.

Group sales totaled 458 million euros for the quarter, down 20% (as reported) versus the previous year that was particularly strong (-19.1% at constant exchange rates).

The contribution of "Connected Home" was 358 million euros, down 21.7% after the integration of the Home Networks business in 2024 (-20.8% at constant exchange rates).

This figure includes 18 million euros of revenues from diversification activities. "Supply Chain Solutions" contributed 100 million euros, down 13.2% (-12.4% at constant exchange rates).

Vantiva is accelerating the realization of synergies linked to the integration of Home Networks and is continuing to optimize "Supply Chain Solutions".

The Group is now targeting 40 million euros in synergies (net of costs) in 2024, linked to the integration of Home Networks. Synergy potential is significantly higher than initially expected and estimated at over 200 million euros from 2026 vs 100 million euros originally.

The 2024 guidance is confirmed.

The full press release is available on our website in the financial information section.

(1) After financial expenses and taxes and before restructuring and integration costs related to HN acquisition.

3 Vantiva's governance

3.1 Board composition as of the date of release of this notice

11*
Directors

- Brian Shearer** (Red square) *Non Independent Chairperson of Board of Directors*
- Luis Martinez-Amago** (Red square) *Chief Executive Officer & Non Independent Director*
- Laurence Lafont** (Purple square) *Independent Director*
- Marc Vogeleisen** (Blue square) *Director representing employees*
- Katleen Vandeweyer** (Blue square) *Lead Independent Director*
- Loïc Desmouceaux** (Purple square) *Director representing employees*
- Karine Brunet** (Purple square) *Independent Director*
- Bpifrance Participations** (Red and Blue squares) *Represented by Thierry Sommelet Independent Director*
- Tony Werner** (Blue square) *Independent Director*
- Angelo, Gordon & Co., L.P.** (Blue square) *Represented by Nicola Mueller Non Independent Director*
- CommScope Holding Company, Inc.** (Blue square) *Represented by Krista Bowen Non Independent Director*
- Barclays Bank Ireland Plc** (Blue square) *Represented by Shabab Ditta Board Observer*
- Bain Capital Credit** (Blue square) *Represented by Gauthier Reymondier Board Observer*

16

MEETINGS
IN 2023

55%

OF INDEPENDENT
DIRECTORS⁽¹⁾

55%

OF WOMEN
DIRECTORS⁽¹⁾

93.20%

ATTENDANCE RATE AT BOARD
OF DIRECTORS IN 2023

Committee's chair Governance & social responsibility committee Remuneration & talent committee Audit committee

(1) Pursuant to the French Commercial Code and the AFEP-MEDEF Corporate Governance Code, the Directors representing employees are not included in the percentage.
* Since the resignation of Dominique D'Hinnin on April 5, 2024.



3.2 Information on directors whose terms of office are subject to ratification and/or renewal at this General Meeting

Brian Shearer – Chairperson of the Board of Directors and Non-independent Director



MAIN BUSINESS ADDRESS:
TPG Angelo Gordon
23 Savile Row
London W1S 2ET
UK

NATIONALITY:
American

BORN:
November 1st, 1984

START OF TERM OF OFFICE:
February 8, 2024

EXPIRATION OF TERM OF OFFICE:
2024 AGM

Main position: Managing Director in the Distressed & Corporate Special Situations Group at Angelo, Gordon Europe LLP

Length of service: 4 months

Skills: Finance ● / In-depth Group knowledge ● / Mergers & Acquisitions ● / Strategy ● / Technology ● / Telecoms ●

Committees memberships: Governance & Social Responsibility Committee

Biography

Brian Shearer is Managing Director in the Distressed & Corporate Special Situations Group at Angelo, Gordon Europe LLP. He joined TPG Angelo Gordon in 2019 and is a Managing Director in the TPG AG Credit Solutions Group. Brian is the Head of CSF Europe and is based in London. Prior to joining TPG Angelo Gordon, Brian Shearer spent five years as a senior distressed investment professional at Taconic Capital Advisors.

Previously, he was a senior investment professional in the Distressed Products Group at Deutsche Bank. Brian holds a B.A. degree from the University of Virginia.

Current offices

In France

- Technicolor Creative Studios : permanent representative of Angelo, Gordon LLP, Board observer

Abroad

- None

Offices held in his own name during the five (5) past years

In France

- Vantiva : Board observer

Abroad

- None



Bpifrance Participations represented by Thierry Sommelet – Independent Director



MAIN BUSINESS

ADDRESS:

Bpifrance
Investissement SA6-8,
boulevard Haussmann
75009 Paris

NATIONALITY:

French

BORN:

December 10, 1969

START OF TERM

OF OFFICE:

January 2016

EXPIRATION OF TERM

OF OFFICE:

2024 AGM

Main position: Managing Director Capital Development – Head of Technology, Media, Telecom at Bpifrance Investissement

Length of service: 8 years

Attendance rate at the Board of Directors' meetings: 87.50%

Skills: Corporate Social Responsibility ● / Connected Home ● / Finance ● / Cybersecurity ● / Strategy ● / Technology ●

Committees memberships: Governance & Social Responsibility Committee (Chair), Audit Committee

Biography

Thierry Sommelet is Managing Director of the Capital Development Department of Bpifrance Investissement, in charge of the Technology, Media and Telecom sectors.

Mr. Sommelet has 20 years of private and public equity investment experience in the telecom and technology sectors, both with Caisse des Dépôts et Consignations, where he was responsible for investment in telecom networks, and with Fonds Stratégique d'Investissement, where he carried out a number of transactions in the semiconductor, technology and Internet sectors.

Before that, Thierry Sommelet held several positions in capital markets at Crédit Commercial de France, in Paris and New York, with Los Altos-based Renaissance Software (now part of SunGard) and with media company InfosCE.

Thierry Sommelet is a graduate of ENPC civil engineering school in Paris and holds an MBA from INSEAD.

Offices held as permanent representative of Bpifrance Participations

Current offices

In France

- Orange SA⁽¹⁾: Director
- Idemia SAS: Director

Offices held during the past five years

In France

- Technicolor Creative Studios SA: Director

Offices held in his own name

Current offices

In France

- Worldline SA⁽¹⁾: Director

Offices held during the past five years

In France

- Greenbureau SA: Member of the Supervisory Board
- Talend SA⁽¹⁾: Director
- Ingenico SA⁽¹⁾: Director
- Bleckwen SAS: Member of the Supervisory Board
- Tiger NewCo SAS:
- Soitec SA⁽¹⁾: Director
- Tiger Finco SAS: President

(1) Public companies.



3.3 Corporate Officers' compensation and benefits paid during fiscal year 2023

Details of the compensation paid or awarded to corporate officers in respect of the 2023 financial year are given in Chapter 4 "Corporate governance and compensation" in section 4.2 "Compensation" (pages 175 to 182) of the 2023 Universal Registration Document, filed with the Autorité des Marchés Financiers on April 30, 2024, and

available on the company's website: <https://www.vantiva.com/en/InvestorCenter>.

These items are submitted for your approval at this meeting, in resolutions 12, 13, 14 and 15.

3.4 Compensation policy for Corporate officers

The remuneration policy for corporate officers is set out in chapter 4, "Corporate governance and remuneration" in section 4.2 "Compensation" (pages 168 to 175) of the Universal Registration Document 2023, filed with the Autorité des Marchés Financiers on

April 30, 2024, and available on the company's website: <https://www.vantiva.com/en/InvestorCenter>.

These items are submitted for your approval at this meeting, in resolutions 16, 17, 18 and 19.



4 Agenda

Combined General Meeting

4.1 Ordinary resolutions

First resolution

Approval of the parent company financial statements for the year ended December 31, 2023

Second resolution

Approval of the consolidated financial statements for the year ended December 31, 2023

Third resolution

Appropriation of net income for the year ended December 31, 2023

Fourth resolution

Renewal of the term of office of Deloitte & Associés as principal Statutory Auditor

Fifth resolution

Appointment of Deloitte & Associés as Statutory Auditor in charge of certifying sustainability information

Sixth resolution

Approval of related-party agreements governed by articles L. 225-38 *et seq.* of the French Commercial Code with Angelo, Gordon & Co

Seventh resolution

Approval of related-party agreements governed by articles L. 225-38 *et seq.* of the French Commercial Code with Bpifrance Participations SA

Eighth resolution

Approval of related-party agreements governed by articles L. 225-38 *et seq.* of the French Commercial Code with Briarwood Chase Management

Ninth resolution

Ratification of Mr. Brian Shearer, as director

Tenth resolution

Renewal of Mr. Brian Shearer, as director

Eleventh resolution

Renewal of Bpifrance Participations, as director

Twelfth resolution

Approval of the amendment to the remuneration policy for the Chief Executive Officer, Mr. Luis Martinez-Amago, in respect of the year ended December 31, 2023



Thirteenth resolution

Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid during or awarded in respect of the year ended December 31, 2023 to Mr. Richard Moat, Chairman of the Board of Directors

Fourteenth resolution

Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid during or awarded in respect of the year ended December 31, 2023 to Mr. Luis Martinez-Amago, Chief Executive Officer

Fifteenth resolution

Vote on the information concerning the remunerations paid during the 2023 financial year or allocated in respect of the same financial year to all corporate officers

Sixteenth resolution

Approval of the remuneration policy applicable to the Chairman of the Board of Directors for the 2024 financial year

Seventeenth resolution

Approval of the remuneration policy for the Chief Executive Officer for fiscal year 2024

Eighteenth resolution

Approval of the Directors' remuneration policy for fiscal year 2024

Nineteenth resolution

Approval of the total remuneration (annual package) allocated to the directors

Twentieth resolution

Authorization granted to the Board of Directors for a period of 18 months to implement a share buyback program

4.2 Extraordinary resolutions

Twenty-first resolution

Authorization given to the Board of Directors for 18 months to reduce the share capital by cancelling shares bought back under the share buyback program

Twenty-second resolution

Delegation of authority to the Board of Directors, for a period of 26 months, to issue shares and/or securities carrying immediate or deferred rights to shares in the Company, with pre-emptive subscription rights

Twenty-third resolution

Delegation of authority granted for 26 months to the Board of Directors to issue, without pre-emptive subscription rights and by public offering with the exception of those covered by Article L. 411-2 1° of the French Monetary and Financial Code, shares and/or securities giving immediate or future access to the Company's capital

Twenty-fourth resolution

Delegation of authority to the Board of Directors to issue, without pre-emptive subscription rights, shares and/or securities carrying immediate or deferred rights to shares in the Company, as part of an offering governed by Article L. 411-2 1° of the French Monetary and Financial Code

Twenty-fifth 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 pre-emptive subscription rights

Twenty-sixth resolution

Delegation of authority to the Board of Directors to increase share capital by capitalizing additional paid-in capital, reserves or profits

Twenty-seventh resolution

Delegation of authority granted for a period of 26 months to the Board of Directors to issue, without pre-emptive subscription rights, shares and/or securities giving immediate or future access to the Company's capital, in consideration for contributions in kind made to the Company

Twenty-eighth resolution

Delegation of authority to the Board of Directors, for a period of 26 months, to carry out a share capital increase, without shareholders' pre-emptive subscription rights, reserved for members of a group savings plan

Twenty-ninth resolution

Delegation of authority granted for 18 months to the Board of Directors to carry out a share capital increase, without shareholders' pre-emptive subscription rights, reserved for certain categories of beneficiaries – shareholding transactions in favour of employees not covered by the Group savings plan

Thirtieth resolution

Overall limits on the amount of issues carried out under delegations of authority

Thirty-first resolution

Decision to be taken in accordance with article L. 225-248 of the French Commercial Code – Shareholders' equity less than half the share capital

4.3 Ordinary resolution

Thirty-second resolution

Powers for formalities

5

Explanatory comments and text of the resolutions proposed

Combined General Meeting of June 19, 2024

5.1 Ordinary resolutions

Approval of financial statements and appropriation of net income (1st, 2nd, and 3rd resolutions)

Explanatory Comments

You are invited to approve the parent company and consolidated financial statements for the year ended December 31, 2023. The activity and results of this fiscal year are presented and commented on in this Notice of Meeting and in the Company's 2023 Universal Registration Document available on its website.

With regard to the appropriation of earnings, after having noted that the Company's fiscal year 2023 ended with a net income of (278,794,265.30) euros, we ask you to allocate this entire net income, i.e., a loss of (278,794,265.30) euros to the "Retained Earnings" account, which will thus be increased to the sum of (678,169,558.92) euros.

First resolution

(APPROVAL OF THE PARENT COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023)

The General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors, approves the parent company financial statements for the year ended December 31, 2023, comprising the balance sheet, income statement and notes to the financial statements, as presented, together with the transactions reflected in these financial statements and summarized in these reports.

Pursuant to Article 223 *quater* of the French General Tax Code, the Shareholders' Meeting acknowledges that the sum of €41,457.82 has been incurred in respect of the expenses and charges referred to in Article 39-4 of said Code for the year ended December 31, 2023.

Second resolution

(APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023)

The General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors, approves the

consolidated financial statements for the year ended December 31, 2023, as presented, and the transactions reflected in these financial statements and summarized in these reports.

Third resolution

(APPROPRIATION OF NET INCOME FOR THE YEAR ENDED DECEMBER 31, 2023)

The General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, notes that the year ended December 31, 2023 showed a loss of (278,794,265.30) euros, and resolves:

- allocate the entire loss for the year, i.e. (278,794,265.30) euros, to retained earnings.

As a result of the above, the "Retained earnings" account, which amounted to (399,375,293.62) euros will thus amount to (678,169,558.92) euros.

In accordance with applicable law, no dividend has been distributed in respect of the previous three years.

Reappointment of statutory auditor and appointment of sustainability auditor (4th and 5th resolutions)

Explanatory Comments

The term of office of Deloitte & Associés as statutory auditors expires at the close of the General Meeting of June 19, 2024. On the recommendation of the Audit Committee, the Board of Directors has decided to propose the renewal of this appointment for a period of six years, expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2029 (**4th resolution**).

As part of the recent transposition into French law of Directive No. 2022/2464 on the publication of sustainability information by companies (CSRD), the Company will be required to carry out its first sustainability reporting in 2025, based on the 2024 financial year. In order to ensure a high degree of reliability for this reporting, in accordance with the new applicable rules, it is planned that this sustainability information will be audited and certified.

In order to carry out this assignment, it is proposed, on the recommendation of the Audit Committee, that you appoint Deloitte & Associés as auditor certifying the sustainability information, for its term of office as statutory auditor, i.e., for a period of six years, expiring at the close of the General Meeting convened to approve the financial statements for the year ending December 31, 2029 (**5th resolution**).

Fourth resolution

(RENEWAL OF THE TERM OF OFFICE OF DELOITTE & ASSOCIÉS AS PRINCIPAL STATUTORY AUDITOR)

The General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having noted that the term of office of Deloitte et Associés, Statutory Auditors, expires at the close of this General Meeting, resolves to reappoint Deloitte & Associés, 185C, avenue Charles-de-Gaulle – 92200 Neuilly-sur-Seine, as Statutory Auditors for a term of six (6) financial years.

The term of office of Deloitte & Associés as statutory auditor will expire at the close of the annual general meeting to be held in 2030 to approve the financial statements for the year ending December 31, 2029.

Fifth resolution

(APPOINTMENT OF DELOITTE & ASSOCIÉS AS STATUTORY AUDITOR IN CHARGE OF CERTIFYING SUSTAINABILITY INFORMATION)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having considered the report of the Board of Directors, resolves, pursuant to Articles L. 821-40 *et seq.* of the French Commercial Code and to Article 38 of the French Ordinance No. 2023-1142 of December 6, 2023, relating to the publication and certification of sustainability, to appoint Deloitte & Associés, 185C, avenue Charles-de-Gaulle – 92200 Neuilly-sur-Seine, France, as statutory auditor responsible for certifying sustainability information, for the duration of

its appointment as Company's Statutory Auditor, i.e., for a term of six (6) financial years which ends at the close of the general meeting to be held in 2030 to approve the financial statements for the year ending December 31, 2029.

It should be noted that Deloitte & Associés will be represented by a natural person fulfilling the conditions required to carry out the task of certifying sustainability information in accordance with the conditions set out in Article L. 821-26 of the French Commercial Code.



Approval of related party agreements (6th, 7th and 8th resolutions)

Explanatory Comments

Under the terms of the 6th, 7th and 8th resolutions, you are invited to approve the related-party agreements described in the statutory auditors' special report, in accordance with Articles L. 225-38 *et seq.* of the French Commercial Code.

These related-party agreements were authorized and entered into since the General Meeting held on June 20, 2023. They are described in section 4.1.3.1 of the Company's 2023 Universal Registration Document.

These related-party agreements include:

- with respect to Angelo, Gordon & Co, the conciliation protocol, the subscription agreement for convertible bonds and the framework agreement relating to the financial restructuring of Technicolor Creative Studios, on the one hand, and the credit agreement and inter-credit agreement relating to the provision of a credit facility of up to €85,000,000 to the Company by Angelo, Gordon & Co, on the other end; and
- with respect to Bpifrance Participations SA and Briarwood Chase Management, the conciliation protocol, the subscription agreement for convertible bonds and the framework agreement relating to the financial restructuring of Technicolor Creative Studios.

The statutory auditors' special report on regulated agreements and commitments is included in section 4.1.3.2 of the Company's 2023 Universal Registration Document.

Sixth resolution

(APPROVAL OF RELATED-PARTY AGREEMENTS GOVERNED BY ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE WITH ANGELO, GORDON & CO)

The General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report on agreements governed by Articles L. 225-38 *et seq.* of the French

Commercial Code, notes the terms of said report and approves the agreements with AG International Investment Opportunities Platform Fund I Designated Activity Company ("Angelo Gordon") referred to therein.

Seventh resolution

(APPROVAL OF RELATED-PARTY AGREEMENTS GOVERNED BY ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE WITH BPIFRANCE PARTICIPATIONS SA)

The General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report on

agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code, notes the terms of said report and approves the agreements with Bpifrance Participations SA referred to therein.

Eighth resolution

(APPROVAL OF RELATED-PARTY AGREEMENTS GOVERNED BY ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE WITH BRIARWOOD CHASE MANAGEMENT)

The General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report on

agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code, notes the terms of said report and approves the agreements with Briarwood Chase Management referred to therein.



Composition of the Board of Directors (9th, 10th, and 11th resolutions)

Explanatory Comments

At its meeting on February 8, 2024, the Board of Directors provisionally appointed Mr. Brian Shearer as a director to replace Mr. Richard Moat, who resigned, for the remainder of Richard Moat's term of office, i.e., until the close of the General Meeting to be held on June 19, 2024. In the **9th resolution**, you are invited to ratify the provisional appointment of Mr. Brian Shearer as a director for the remainder of his predecessor's term of office.

In the **10th resolution**, you are asked to approve the reappointment of Mr. Brian Shearer as a Director of the Company for a term of three years, expiring at the close of the General Meeting convened to approve the financial statements for the year ending December 31, 2026.

In the **11th resolution**, you are asked to approve the renewal of the term of office of Bpifrance Participations as a director of the Company for a period of three years, expiring at the close of the General Meeting called to approve the financial statements for the year ending December 31, 2026.

These reappointments are proposed by the Board of Directors in line with the recommendations of the Remuneration & Talent Committee.

Assuming approval of these resolutions by the General Meeting of June 19, 2024, the Board of Directors would comprise eleven members, including two Directors representing employees.

Excluding the Directors representing employees, your Company's Board of Directors would comprise five independent members, representing 55% of Directors excluding Directors representing employees, i.e., more than one-third in accordance with the recommendations of the AFEP-MEDEF corporate governance code for listed companies, adopted by your Company as its corporate governance reference code. It would include five women, representing 55% of Directors excluding Directors representing employees, in compliance with the January 27, 2011 law on the balanced representation of men and women on boards of directors and professional equality.

Ninth resolution

(RATIFICATION OF MR. BRIAN SHEARER, AS DIRECTOR)

The Annual General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, ratifies the provisional appointment made by the Board of Directors at its

meeting of February 8, 2024, of Mr. Brian Shearer as Director to replace Mr. Richard Moat, resigning, for the remainder of his predecessor's term of office, i.e., until the close of this Meeting.

Tenth resolution

(RENEWAL OF MR. BRIAN SHEARER, AS DIRECTOR)

The Annual General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, notes the expiry of the term of office as Director of Mr. Brian Shearer, at the close of this Meeting, and resolves to reappoint Mr. Brian Shearer as a

Director for a term of three (3) years, expiring at the close of the annual general meeting to be held in 2027 to approve the financial statements for the year ending December 31, 2026.

Eleventh resolution

(RENEWAL OF BPIFRANCE PARTICIPATIONS, AS DIRECTOR)

The Annual General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, notes the expiry of the term of office as Director of Bpifrance Participations, at the close of this Meeting, and resolves to reappoint Bpifrance Participations

as a Director for a period of three (3) years, expiring at the close of the annual general meeting to be held in 2027 to approve the financial statements for the year ending December 31, 2026.



Approval of an amendment to the remuneration policy for the Chief Executive Officer and the corporate officers' compensation paid during or awarded for the fiscal year 2023 (12th, 13th, 14th, and 15th resolutions)

Explanatory Comments

In the **12th resolution**, you are asked, pursuant to Article L. 22-10-8 II of the French Commercial Code, to approve the modification of the remuneration policy for the Chief Executive Officer in respect of the 2023 financial year, as presented in the corporate governance report in the 2023 Universal Registration Document, Chapter 4, Section 4.2.

Under the terms of the **13th, and 14th resolutions**, you are asked, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, to approve the fixed, variable and exceptional items making up the total compensation and benefits of any kind paid or awarded in respect of the 2023 financial year, respectively, to Mr. Luis Martinez-Amago, Chief Executive Officer, and to Mr. Richard Moat, Chairman of the Board of Directors (say on pay "ex post").

Under the terms of the **15th resolution**, you are asked, as every year, to vote on all compensations paid or awarded to all corporate officers, in respect of the last financial year.

The components of the compensation paid to executive directors and the information concerning the compensation of corporate officers, submitted to you for approval under the 13th, 14th and 15th resolutions, are presented in section 4.2 of chapter 4 of the 2023 Universal Registration Document, within the Board of Directors' report on corporate governance.

Twelfth resolution

(APPROVAL OF THE AMENDMENT TO THE REMUNERATION POLICY FOR THE CHIEF EXECUTIVE OFFICER, MR. LUIS MARTINEZ-AMAGO, IN RESPECT OF THE YEAR ENDED DECEMBER 31, 2023)

The Annual General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having reviewed the Board of Directors' Corporate Governance Report referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the

remuneration policy amended for the Chief Executive Officer in respect of the year ended December 31, 2023, as presented in the aforementioned report in the 2023 Universal Registration Document, Chapter 4, Section 4.2.

Thirteenth resolution

(APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS IN KIND PAID DURING OR AWARDED IN RESPECT OF THE YEAR ENDED DECEMBER 31, 2023 TO MR. RICHARD MOAT, CHAIRMAN OF THE BOARD OF DIRECTORS)

The Annual General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having reviewed the Board of Directors' Report on Corporate Governance governed by Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II of said Code, the fixed, variable and exceptional items making up the total compensation and

benefits of any kind paid during the year ended December 31, 2023 or awarded in respect of the same year to Mr. Richard Moat, by virtue of his office as Chairman of the Board of Directors, as presented in the 2023 Universal Registration Document, chapter 4, section 4.2.

Fourteenth resolution

(APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS IN KIND PAID DURING OR AWARDED IN RESPECT OF THE YEAR ENDED DECEMBER 31, 2023 TO MR. LUIS MARTINEZ-AMAGO, CHIEF EXECUTIVE OFFICER)

The Annual General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having reviewed the Board of Directors' Report on Corporate Governance governed by Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II of said Code, the fixed, variable

and exceptional items making up the total compensation and benefits of any kind paid during the year ended December 31, 2023 or awarded in respect of the same year to Mr. Luis Martinez-Amago, in respect of his office as Chief Executive Officer, as presented in the 2023 Universal Registration Document, Chapter 4, section 4.2.

Fifteenth resolution

(VOTE ON THE INFORMATION CONCERNING THE REMUNERATIONS PAID DURING THE 2023 FINANCIAL YEAR OR ALLOCATED IN RESPECT OF THE SAME FINANCIAL YEAR TO ALL CORPORATE OFFICERS)

The Annual General Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, having reviewed the Directors' Report on Corporate Governance governed by Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 I of the French Commercial Code,

the information concerning the remunerations paid during the 2023 financial year or allocated in respect of the same financial year to all corporate officers referred to in I of Article L. 22-10-9 of said Code, as presented in the 2023 Universal Registration Document, Chapter 4, Section 4.2.

Approval of the corporate officers' compensation policy for the 2024 fiscal year (16th, 17th, and 18th resolutions) and of the total remuneration package allocated to directors (19th resolution)

Explanatory Comments

Under the terms of the **16th, 17th, and 18th resolutions**, you are asked to approve the remuneration policies applicable in respect of 2024 to the Chairman of the Board of Directors, the Chief Executive Officer and the directors, as presented in the Board of Directors' report on corporate governance, pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code.

These policies describe the principles and criteria for determining, allocating and granting the fixed, variable and exceptional items making up the total compensation and benefits of any kind attributable, where applicable, to the various corporate officers in respect of the 2024 financial year, respectively to the Directors, to the Chairman of the Board of Directors, and to the Chief Executive Officer (say on pay "ex ante").

All these items were decided by the Board of Directors following the recommendations of the Remuneration & Talent Committee and are described in the Board of Directors' corporate governance report in section 4.2 of the Company's 2023 Universal Registration Document.

Under the terms of the **nineteenth resolution**, you are asked to fix at €600,000 the maximum aggregate annual amount to be allocated to the Directors in respect of their terms of office for fiscal 2024 and each subsequent year, until a further resolution is passed by the General Meeting. As reminder, this overall amount was set amount 750,000 euros by the General Meeting held on June 20, 2023.

Sixteenth resolution

(APPROVAL OF THE REMUNERATION POLICY APPLICABLE TO THE CHAIRMAN OF THE BOARD OF DIRECTORS FOR THE 2024 FINANCIAL YEAR)

The Annual General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having reviewed the Board of Directors' Corporate Governance Report referred to in Article L. 225-37 of the French Commercial Code, approves,

pursuant to Article L. 22-10-8 II of said Code, the remuneration policy for the Chairman of the Board of Directors for the 2024 financial year, as presented in the 2023 Universal Registration Document, Chapter 4, Section 4.2.

Seventeenth resolution

(APPROVAL OF THE REMUNERATION POLICY FOR THE CHIEF EXECUTIVE OFFICER FOR FISCAL YEAR 2024)

The Annual General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having reviewed the Board of Directors' Corporate Governance Report referred to in Article L. 225-37 of the French Commercial Code, approves,

pursuant to Article L. 22-10-8 II of said Code, the remuneration policy for the Chief Executive Officer for the 2024 financial year, as presented in the Universal Registration Document 2023, Chapter 4, Section 4.2.

Eighteenth resolution

(APPROVAL OF THE DIRECTORS' REMUNERATION POLICY FOR FISCAL YEAR 2024)

The Annual General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having reviewed the Board of Directors' Corporate Governance Report referred to in Article L. 225-37 of the French Commercial Code, approves,

pursuant to Article L. 22-10-8 II of said Code, the Directors' remuneration policy for the 2024 financial year, as presented in the 2023 Universal Registration Document, Chapter 4, Section 4.2.

Nineteenth resolution

(APPROVAL OF THE TOTAL REMUNERATION (ANNUAL PACKAGE) ALLOCATED TO THE DIRECTORS)

The Annual General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary shareholders' meetings, sets at €600,000 (six hundred thousand euros) the maximum aggregate annual amount to be allocated to the Directors

in respect of their terms of office for fiscal 2024 and each subsequent year, until a further resolution is passed by the Shareholders' Meeting.



Authorization granted to the Board of Directors to carry out a share buyback program (20th resolution)

Explanatory Comments

Under the terms of the **20th resolution**, you are asked to grant the Board of Directors, for a period of eighteen months, the necessary powers to purchase, on one or more occasions and at times of its choosing, up to a maximum of 10% of the Company's shares.

This authorization will supersede, with immediate effect, any previous authorization given to the Board of Directors by the General Meeting, for the unused portion, in particular that given by the Combined General Meeting of June 20, 2023 in its 21st resolution. If implemented, this authorization would enable the Company to buy back shares for the following purposes in particular:

- cancellation;
- delivery on exercise of rights attached to securities giving access to the Company's capital;
- allotment to employees and corporate officers as part of long-term remuneration schemes;
- to be made available under a liquidity contract in accordance with the practice permitted by the regulations in force.

You are asked to set the maximum purchase price at €2.50 per share and the maximum amount of the transaction at €100,000,000.

The Board of Directors may not, without the prior authorization of the General Meeting, make use of this authorization to buy back the Company's own shares while a third party is making a public offer for the Company's shares, until the end of the offer period.

It is specified that any implementation of this authorization will require the Company to have sufficient shareholders' equity in accordance with the applicable legal provisions.

At December 31, 2023, the Company held no treasury shares.

Twentieth resolution

(AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS FOR A PERIOD OF 18 MONTHS TO IMPLEMENT A SHARE BUYBACK PROGRAM)

The Annual General Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, having reviewed the report of the Board of Directors, in accordance with (i) Articles L. 22-10-62 *et seq.* of the French Commercial Code, (ii) European Regulation No. 596/2014 of April 16, 2014 on market abuse and its delegated regulations, and (iii) Title IV of Book II of the General Regulations of the Autorité des marchés financiers (the "AMF"), authorizes the Board of Directors, with the option to delegate in accordance with the law, to purchase the Company's shares in order to:

- cancel all or some of the shares bought back in accordance with a resolution adopted by the Annual Shareholders' Meeting currently in force;
- deliver shares following the exercise of rights attached to securities giving entitlement by redemption, conversion, exchange, presentation of a warrant or in any other way to the allocation of shares in the Company;
- implement (i) all stock option plan, or (ii) all free share allocation plan, or (iii) all employee shareholding plan reserved for members of a company savings scheme, carried out under the terms of Articles L. 3331-1 *et seq.* of the French Labour Code, through the sale of shares previously acquired by the Company under this resolution, or providing for the free allotment of such shares as a top-up in Company shares and/or in substitution for the discount, or (iv) all other allocations of shares to employees and/or executive officers of the Company and related companies;
- support the market-making in the Company's shares under a liquidity contract that complies with market practice recognized by the AMF;
- and, more generally, to carry out any transaction that is or may become authorized by law or any market practice that is or may become authorized at the time of the said transactions.

The Shareholders' Meeting sets the maximum purchase price at €2.50 (excluding acquisition costs) per share with a par value of 0.01 euro, and sets the maximum number of shares to be purchased at 10% of the total number of shares comprising the share capital on the date the authorization is used, subject to legal limits.

The maximum amount of funds that may be allocated to this share buyback program, in accordance with the provisions of Article R. 225-151 of the French Commercial Code, may not exceed €100,000,000.

These shares may be acquired at any time, excluding periods of public tender offers for the Company's capital, on one or more occasions and by any means, on any market, off-market, with systematic internalizers or over-the-counter, including by block purchases, or through the use of derivative financial instruments, possibly by any third party acting on behalf of the Company under the conditions set out in the last paragraph of Article L. 225-206 of the French Commercial Code.

Acquired shares may be exchanged, sold or transferred by any means on any market, off-market or over-the-counter, including by block sales, in accordance with applicable regulations.

Dividends on treasury shares will be allocated to retained earnings.

The Shareholders' Meeting gives full powers to the Board of Directors, with the option of sub-delegation, to implement this authorization, to place any stock market orders, enter into any agreements, allocate or reallocate the shares acquired to the various objectives pursued, carry out any formalities and make any declarations to any organizations, and, generally, do whatever is necessary to implement the decisions taken by it under this authorization.

This authorization is given for a period of 18 months from the date of this Meeting and replaces the previous unused authorization for the same purpose given by the Combined General Meeting of June 20, 2023 in its 21st resolution.

5.2 Extraordinary resolutions

Authorization for the Board of Directors to reduce the share capital by cancelling shares purchased under the share buyback program (21st resolution)

Explanatory Comments

In connection with the proposed 20th resolution and subject to its prior approval, we invite you in 21th resolution to authorize the Board of Directors to cancel all or part of the shares that the Company may acquire under a share buyback program, up to a limit of 10% of the shares making up the Company's share capital at the date of the transaction.

The cancellation of the Company's own shares held by the Company could meet various financial objectives, such as, in particular, offsetting the dilution that could result from a capital increase.

This authorization would be given for a period of eighteen (18) months. It would replace the previous unused authorization for the same purpose granted by the Combined General Meeting of June 20, 2023, in its 22nd resolution.

Twenty-first resolution

(AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS FOR 18 MONTHS TO REDUCE THE SHARE CAPITAL BY CANCELLING SHARES BOUGHT BACK UNDER THE SHARE BUYBACK PROGRAM)

The General Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having reviewed the Statutory Auditors' Special Report and the Board of Directors' Report, authorizes the Board of Directors, in accordance with the provisions of article L. 22-10-62 of the French Commercial Code, to cancel, on one or more occasions and up to a limit of 10% of the total number of shares comprising the share capital per 24-month period, all or some of the shares bought back by the Company under the authorization granted by the present Annual General Meeting in its 20th resolution, and to reduce the share capital accordingly.

Full powers are granted to the Board of Directors, with powers to subdelegate within the law, to implement this authorization, to deduct the difference between the book value of the shares cancelled and their par value from any reserves and premiums, and to carry out any formalities required to implement the capital reduction decided in accordance with this resolution, and to amend the by-laws accordingly.

This authorization is given for a period of 18 months from the date of this Meeting. It replaces the previous unused authorization for the same purpose granted by the Combined General Meeting of June 20, 2023, in its 22nd resolution.

Delegations of authority to the Board of Directors to carry out capital increases (22nd to 27th resolutions)

Explanatory Comments

As is the case every two years, you are asked to approve a series of resolutions empowering the Board of Directors to carry out capital increases, immediately or in the future, with or without preferential subscription rights, through the issue of shares and/or securities, for a limited period.

These resolutions concern financial delegations enabling the Board of Directors to choose, at any time, from a wide range of securities giving access to the capital, the most appropriate transaction for the future needs and development of the Company, taking into account the characteristics of the markets at the time in question.

It is specified that the use of all or part of these delegations will be carried out, where applicable, in accordance with the legal provisions in force concerning the amount of shareholders' equity required for such operations.

The maximum nominal amount of capital increases and issues of debt securities that may be carried out under the 22nd to 27th resolutions is set out in the table summarizing the financial delegations submitted for your approval in section 6.1 of this brochure.



Capital increase with preferential subscription rights (22nd resolution)

Explanatory Comments

The purpose of this authorization is to give the Board of Directors full powers to issue ordinary shares and/or ordinary shares giving entitlement to the allotment of other ordinary shares to be issued, or debt securities and/or securities giving access to ordinary shares to be issued. Under this authorization, issues would be carried out with shareholders' pre-emptive subscription rights maintained.

The share capital increases carried out pursuant to this authorization cannot exceed 20% of the share capital, i.e., approximately €980,273 at the date of the 2024 General Meeting.

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

This authorization would be granted for a twenty-six months period.

This authorization would supersede any unused portion of any previous authorization granted by the General Meeting for the same purpose.

Twenty-second resolution

(DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS, FOR A PERIOD OF 26 MONTHS, TO ISSUE SHARES AND/OR SECURITIES CARRYING IMMEDIATE OR DEFERRED RIGHTS TO SHARES IN THE COMPANY, WITH PRE-EMPTIVE SUBSCRIPTION RIGHTS)

The Annual General Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-132 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates to the Board of Directors, with powers to subdelegate within the law, the authority to decide to issue, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, (i) ordinary shares in the Company and/or (ii) securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving immediate or future access, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or of other companies in which the Company directly or indirectly owns more than half of the share capital, with subscription for these shares and securities being possible either in cash or by offsetting liquid and payable debts in euros (or the equivalent in another currency or monetary unit for securities other than shares); it is specified that the issue of any securities or marketable securities giving access to preference shares is excluded;
2. resolves that the maximum aggregate par value of capital increases that may be carried out immediately or in the future under this authorization may not exceed 20% of the Company's capital stock, to which will be deducted, where applicable, the issues made under the 25th resolution below in the event of oversubscription, it being specified (i) that this amount will be increased by the par value of the capital increase resulting from the issue of shares to be carried out, where applicable, in accordance with legal and regulatory provisions and, where applicable, specific contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities giving access to the capital and (ii) that the nominal amount of capital increases that may be carried out under this authorization will be deducted from the overall ceiling provided for in the 30th resolution of this General Meeting;
3. resolves that the maximum aggregate par value of debt securities issued under this authorization may not exceed €200 million (or the equivalent value in another currency or currency unit), it being specified that the aggregate par value of debt securities issued under this authorization will be deducted from the overall ceiling provided for in the 30th resolution of this Annual General Meeting;
4. if the Board of Directors uses this authorization:
 - decides that the issue(s) will be reserved by preference under the conditions provided for by law for shareholders who may subscribe on an irreducible basis,
 - grants the Board of Directors the power to grant shareholders the right to subscribe for a greater number of shares on a reducible basis than they would be able to subscribe for on an irreducible basis, in proportion to the subscription rights they hold and, in any event, within the limit of their demand,
 - decides that, if subscriptions by irrevocable entitlement and, where applicable, by reducible entitlement, do not absorb the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it shall determine, one and/or other of the options provided for in Article L. 225-134 of the French Commercial Code, namely:
 - limit the capital increase to the amount of subscriptions, provided that at least three-quarters of the issue is taken up,
 - freely allocate all or part of the shares issued but not subscribed to among the persons of its choice,
 - offer to the public, on the French or international market, all or part of the securities issued but not subscribed,
 - resolves that any issue of warrants to subscribe for shares in the Company may be the subject either of a subscription offer under the conditions set out above, or of a free allocation to owners of existing shares,



- duly notes and resolves, insofar as is necessary, that this delegation automatically entails the express waiver by the Company's shareholders of their pre-emptive right to subscribe to the shares to be issued to which the securities issued will entitle them, in favour of the holders of the securities issued pursuant to this delegation giving entitlement to the Company's share capital or likely to give entitlement to equity securities to be issued;
5. resolves that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this authorization and, in particular, to:
- set the terms and conditions of the capital increase(s) and/or issue(s),
 - determine the number of shares and/or securities to be issued, their issue price and the amount of any premium that may be required to be paid up at the time of issue,
 - determine the dates and terms of issue, the nature and form of the securities to be created, which may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and in particular, in the case of the issue of debt securities, their interest rate, term, fixed or variable redemption price, with or without a premium, and the terms of redemption,
 - determine the method of payment for the shares and/or securities issued,
 - set, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, determine the date, which may be retroactive, as from which the new shares to be issued will carry dividend rights, as well as all other terms and conditions for carrying out the issue(s),
 - set the terms and conditions under which the Company may, if necessary, purchase or exchange, at any time or during specific periods, the shares issued or to be issued,
- provide for the possibility of suspending the exercise of rights attached to these securities,
 - set the terms and conditions under which the rights of holders of securities giving future entitlement to shares in the Company will be preserved, in accordance with legal and regulatory provisions and, where applicable, applicable contractual stipulations,
 - deduct the costs, expenses, duties and fees of the capital increase(s) from the related premiums and, where applicable, deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each increase, and
 - generally, enter into any and all agreements, in particular to ensure the successful completion of the proposed transaction(s), take any and all measures and carry out any and all formalities required for the financial servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto, record the completion of each capital increase and amend the by-laws accordingly;
6. resolves that the Board of Directors may not make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares and throughout the offer period.

This authorization (i) supersedes the unused portion of the authorization given to the Board of Directors by the Combined General Meeting of June 30, 2022, in its 24th resolution, and (ii) is given for a period of twenty-six (26) months from the date hereof.

Capital increase without preferential subscription rights (23rd resolution)

Explanatory Comments

The purpose of this authorization is to give the Board of Directors full powers to issue shares and share equivalents by public tender offer (excluding offers governed by Article L. 411-2, paragraph 1 of the French Monetary and Financial Code).

Shareholders' pre-emptive rights to subscribe for ordinary shares and/or securities carrying rights to shares in the Company would be waived, with the Board of Directors empowered to grant shareholders priority subscription rights.

The issue price of the ordinary shares would be at least equal to the minimum amount provided for by the laws and regulations in force at the time this authorization is used (currently, the weighted average of the share price quoted on the Euronext Paris regulated market over the last three trading sessions prior to the start of the public offering, less a maximum discount of 10%), after adjusting this amount, if necessary, to take into account the difference in dividend entitlement dates.

It is proposed that the maximum aggregate par value of ordinary shares that may be issued under this authorization be set at 10% of the share capital.

The maximum nominal amount of debt securities that may be issued under this authorization may not exceed €200 million.

The Board of Directors would have all necessary powers to implement this authorization.

This authorization would be granted for a twenty-six months period.

This authorization would supersede any unused portion of any authorization previously granted by the General Meeting for the same purpose.



Twenty-third resolution

(DELEGATION OF AUTHORITY GRANTED FOR 26 MONTHS TO THE BOARD OF DIRECTORS TO ISSUE, WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS AND BY PUBLIC OFFERING WITH THE EXCEPTION OF THOSE COVERED BY ARTICLE L. 411-2 1° OF THE FRENCH MONETARY AND FINANCIAL CODE, SHARES AND/OR SECURITIES GIVING IMMEDIATE OR FUTURE ACCESS TO THE COMPANY'S CAPITAL)

The Annual General Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-135, L. 225-136, L. 22-10-52, L. 22-10-54 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates to the Board of Directors, with powers to subdelegate within the law, the authority to decide to issue, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, by means of a public offer with the exception of those covered by Article L. 411-2 1° of the French Monetary and Financial Code (i) ordinary shares in the Company and/or (ii) securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving immediate or future access, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or of other companies in which the Company directly or indirectly owns more than half of the share capital, it being possible to subscribe for these shares and securities either in cash or by offsetting liquid and payable debts in euros (or the equivalent value in another currency or monetary unit for securities other than shares); shares and/or securities giving access to the Company's capital may be issued as consideration for securities tendered to the Company in connection with public exchange offers initiated by the Company in accordance with the conditions set out in Article L. 22-10-54 of the French Commercial Code;
2. resolves that the maximum aggregate par value of capital increases that may be carried out immediately or in the future under the present authorization may not exceed 10% of the Company's capital stock, to which will be deducted, where applicable, the issues made under the 25th resolution below in the event of oversubscription, it being specified that (i) this amount will be increased by the par value of the capital increase resulting from the issue of shares to be carried out, where applicable, in accordance with legal and regulatory provisions and, where applicable, specific contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities giving access to the capital and that (ii) the nominal amount of capital increases that may be carried out immediately or in the future under this resolution (excluding adjustments) will be deducted from:
 - the ceiling provided for in the 24th and 27th resolutions of this General Meeting, such that the maximum nominal amount of capital increases that may be carried out immediately or in the future under this resolution and the 24th and 27th resolutions of this General Meeting may not exceed 10% of the capital, and
 - the overall ceiling provided for in the 30th resolution of this General Meeting;
3. resolves that the maximum aggregate par value of debt securities issued by the Company under this authorization may not exceed €200 million (or the equivalent value in another currency or currency unit), it being specified that the aggregate par value of debt securities issued under this authorization will be deducted from:
 - the ceiling provided for in the 24th and 27th resolutions of this General Meeting, such that the maximum nominal amount of debt securities that may be issued under this resolution and the 24th and 27th resolutions of this General Meeting may not exceed €200 million (or the equivalent value in another currency or monetary unit), and
 - the overall ceiling provided for in the 30th resolution of this General Meeting;
4. resolves to waive shareholders' pre-emptive subscription rights to the shares and/or other securities to be issued under this resolution, and to offer these securities in the context of a public offering, while granting the Board of Directors, in accordance with Article L. 22-10-51 of the French Commercial Code, to grant shareholders a priority subscription period for all or part of the issue, for a period and on terms to be determined by the Board in accordance with the applicable laws and regulations. This priority subscription period will not give rise to the creation of negotiable rights and must be exercised in proportion to the number of shares held by each shareholder; it being specified that shares not subscribed by virtue of this right may be the subject of a public placement in France, abroad and/or on the international market;
5. in the event that the Board of Directors makes use of this authorization, resolves that if subscriptions, including those of shareholders, if any, do not absorb the entire issue, the Board of Directors may, in accordance with the law and in the order it sees fit, make use of one or other of the options provided for in Article L. 225-134 of the French Commercial Code, i.e.:
 - limit the capital increase to the amount of subscriptions, provided that at least three-quarters of the issue is taken up,
 - freely allocate all or part of the shares issued but not subscribed to among the persons of its choice;
6. duly notes and resolves, insofar as is necessary, that any decision to issue shares under this authorization shall entail the express waiver by shareholders of their pre-emptive right to subscribe for the shares to be issued on conversion, exchange, redemption or exercise of the securities carrying rights to shares issued under this authorization;

7. notes that, in accordance with articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code:
- the issue price of directly-issued shares will be at least equal to the minimum stipulated by the legal and regulatory provisions applicable on the issue date (as of today, the weighted average of the prices quoted for the last three trading sessions on the Euronext Paris regulated market prior to the start of the public offering, less a 10% discount), adjusted where appropriate to take into account any difference in the dividend entitlement dates of the shares,
 - the issue price of securities giving access to the Company's capital shall be such that the amount immediately received by the Company, plus any amount that may subsequently be received by the Company, is, for each ordinary share issued as a result of the issue of such securities, at least equal to the minimum issue price defined in the preceding paragraph;
8. resolves that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this authorization and, in particular, to:
- set the terms and conditions of the capital increase(s) and/or issue(s),
 - determine the number of shares and/or securities to be issued, their issue price and the amount of any premium that may be required to be paid up at the time of issue,
 - determine the dates and terms of issue, the nature and form of the securities to be created, which may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and in particular, in the case of the issue of debt securities, their interest rate, term, fixed or variable redemption price, with or without a premium, and the terms of redemption,
 - determine the method of payment for the shares and/or securities issued,
 - set, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, determine the date, which may be retroactive, as from which the new shares to be issued will carry dividend rights, as well as all other terms and conditions for carrying out the issue(s),
 - set the terms and conditions under which the Company may, if necessary, purchase or exchange, at any time or during specific periods, the shares issued or to be issued,
 - provide for the possibility of suspending the exercise of rights attached to these securities,
 - set the terms and conditions under which the rights of holders of securities giving future entitlement to shares in the Company will be preserved, in accordance with legal and regulatory provisions and, where applicable, applicable contractual stipulations,
 - deduct the costs, expenses, duties and fees relating to the capital increase(s) from the related premiums and, where applicable, deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each increase, and
 - generally, enter into any and all agreements, in particular to ensure the successful completion of the proposed transaction(s), take any and all measures and carry out any and all formalities required for the financial servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto, record the completion of each capital increase and amend the by-laws accordingly;
9. resolves that the Board of Directors may not make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares and throughout the offer period.

This authorization (i) supersedes the unused portion of the authorization given to the Board of Directors by the Combined General Meeting of June 30, 2022, in its 25th resolution, and (ii) is given for a period of twenty-six (26) months from the date hereof.

Capital increase without pre-emptive subscription rights by public offering governed by 1° of article L. 411-2 of the French Monetary and Financial Code (24th resolution)

Explanatory Comments

The purpose of this authorization is to give the Board of Directors full powers to carry out issues by way of private placement (offer governed by Article L. 411-2, paragraph 1 of the French Monetary and Financial Code).

Shareholders' pre-emptive rights to subscribe for ordinary shares and/or securities carrying rights to shares in the Company would be cancelled.

The aggregate par value of ordinary shares that may be issued may not exceed 10% of the share capital.

The maximum nominal amount of debt securities that may be issued under this authorization may not exceed €200 million.

The issue price of the ordinary shares would be at least equal to the minimum amount provided for by the laws and regulations in force at the time this authorization is used (as of the date hereof, the weighted average of the prices quoted for the shares on the regulated market of Euronext Paris during the last three trading sessions prior to the start of the public offering, less a maximum discount of 10%), after adjustment, if necessary, of this amount to take account of the difference in dividend entitlement dates.

The Board of Directors would have the necessary powers to implement this authorization.

This authorization would be granted for a twenty-six months period.

This authorization would supersede any unused portion of any previous authorization granted by the General Meeting for the same purpose.



Twenty-fourth resolution

(DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE, WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS, SHARES AND/OR SECURITIES CARRYING IMMEDIATE OR DEFERRED RIGHTS TO SHARES IN THE COMPANY, AS PART OF AN OFFERING GOVERNED BY ARTICLE L. 411-2 10 OF THE FRENCH MONETARY AND FINANCIAL CODE)

The Annual General Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-135, L. 22-10-52 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates to the Board of Directors, with powers to subdelegate within the law, the authority to decide to issue, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, by means of a public offer referred to in paragraph 1 of Article L. 411-2 1° of the French Monetary and Financial Code (i) ordinary shares in the Company and/or (ii) securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving immediate or future access, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or of other companies in which the Company directly or indirectly owns more than half of the share capital, it being possible to subscribe for these shares and securities either in cash or by offsetting liquid and payable debts in euros (or the equivalent value in another currency or monetary unit for securities other than shares); it is specified that the issue of any securities or marketable securities giving access to preference shares is excluded;
2. resolves that the maximum aggregate par value of capital increases that may be carried out immediately or in the future under the present authorization may not exceed 10% of the Company's capital stock, to which will be deducted, where applicable, the issues made under the 25th resolution below in the event of oversubscription, it being specified that (i) this amount will be increased by the par value of the capital increase resulting from the issue of shares to be carried out, where applicable, in accordance with legal and regulatory provisions and, where applicable, with specific contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities giving access to the capital and that (ii) the nominal amount of capital increases that may be carried out immediately or in the future under this resolution (excluding adjustments) will be deducted from:
 - the ceiling provided for in the 23rd and 27th resolutions of this General Meeting, such that the maximum nominal amount of capital increases that may be carried out immediately or in the future under this resolution and the 23rd and 27th resolutions of this General Meeting may not exceed 10% of the capital, and
 - the overall ceiling provided for in the 30th resolution of this General Meeting;
3. resolves that the maximum aggregate par value of debt securities issued by the Company under this authorization may not exceed €200 million (or the equivalent value in another currency or currency unit), it being specified that the aggregate par value of debt securities issued under this authorization will be deducted from:
 - the ceiling provided for in the 23rd and 27th resolutions of this General Meeting, such that the maximum nominal amount of debt securities that may be issued under this resolution and the 23rd and 27th resolutions of this General Meeting may not exceed €200 million (or the equivalent value in another currency or monetary unit), and
 - the overall ceiling provided for in the 30th resolution of this General Meeting;
4. resolves to waive shareholders' pre-emptive rights to subscribe for shares and/or other securities to be issued pursuant to this delegation of authority;
5. in the event that the Board of Directors makes use of this authorization, resolves that if subscriptions do not absorb the entire issue, the Board of Directors may make use of the following two options, in accordance with the law and in the order it shall determine:
 - limit the capital increase to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided, and/or
 - freely allocate all or part of the shares issued but not subscribed to among the persons of its choice;
6. duly notes and resolves, insofar as is necessary, that any decision to issue securities under this authorization shall automatically entail the express waiver by shareholders of their pre-emptive right to subscribe for the shares to be issued on conversion, exchange, redemption or exercise of the securities carrying rights to shares in the Company;
7. notes that, in accordance with Article L. 22-10-52 and R. 22-10-32 of the French Commercial Code:
 - the issue price of directly-issued shares will be at least equal to the minimum stipulated by the legal and regulatory provisions applicable on the issue date (as of today, the weighted average of the prices quoted for the last three trading sessions on the Euronext Paris regulated market prior to the start of the public offering, less a 10% discount), adjusted where appropriate to take into account any difference in the dividend entitlement dates of the shares,
 - the issue price of securities giving access to the Company's capital shall be such that the amount immediately received by the Company, plus any amount that may subsequently be received by the Company, is, for each ordinary share issued as a result of the issue of such securities, at least equal to the minimum issue price defined in the preceding paragraph;
8. resolves that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this authorization and, in particular, to:
 - set the terms and conditions of the capital increase(s) and/or issue(s),
 - determine the number of shares and/or securities to be issued, their issue price and the amount of any premium that may be required to be paid up at the time of issue,

- determine the dates and terms of issue, the nature and form of the securities to be created, which may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and in particular, in the case of the issue of debt securities, their interest rate, term, fixed or variable redemption price, with or without a premium, and the terms of redemption,
 - determine the method of payment for the shares and/or securities issued,
 - set, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, determine the date, which may be retroactive, as from which the new shares to be issued will carry dividend rights, as well as all other terms and conditions for carrying out the issue(s),
 - set the terms and conditions under which the Company may, if necessary, purchase or exchange, at any time or during specific periods, the shares issued or to be issued,
 - provide for the possibility of suspending the exercise of the rights attached to these securities,
 - set the terms and conditions under which the rights of holders of securities giving future entitlement to shares in the Company will be preserved, in accordance with legal and regulatory provisions and, where applicable, applicable contractual stipulations,
- deduct the costs, expenses, duties and fees of the capital increase(s) from the related premiums and, where applicable, deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each increase, and
 - generally, enter into any and all agreements, in particular to ensure the successful completion of the proposed transaction(s), take any and all measures and carry out any and all formalities required for the financial servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto, record the completion of each capital increase and amend the by-laws accordingly;
- 9.** resolves that the Board of Directors may not make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares and throughout the offer period.

This authorization (i) supersedes the unused portion of the authorization given by the Combined General Meeting of June 30, 2022, in its resolution 26th and (ii) is given for a period of twenty-six (26) months from the date hereof.

Increase in the number of shares to be issued in the event of a capital increase with or without preferential subscription rights (25th resolution)

Explanatory Comments

Under the terms of the **25th resolution**, you are invited to allow the Board of Directors to grant a customary over-allotment option, in accordance with Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, and subject to the ceilings set by the General Meeting, for any insurance pursuant to the 22th, 23th and 24th resolutions.

Accordingly, the number of shares may be increased within 30 days of the close of the subscription period by up to 15% of the initial issue, at the same price as the initial issue and subject to the ceilings set by the General Meeting.

This authorization to increase the number of shares would be granted for a period of twenty-six months.

Twenty-fifth 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 PRE-EMPTIVE SUBSCRIPTION RIGHTS)

The Annual General Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Article L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with powers to subdelegate within the law, if it finds that there is excess demand for the issue of shares or securities giving access to the capital, with or without pre-emptive subscription rights, pursuant to the 22nd, 23rd and 24th resolutions of this Annual General Meeting, its authority to decide to increase the number of shares to be issued at the same price as that used for the initial issue, within the time frames and limits stipulated by the regulations applicable on the issue date (currently, within thirty days of the close of the subscription period and up to a limit of 15% of the initial issue, in accordance with Articles L. 225-135-1 et R. 225-118 of the French Commercial Code), with a view to granting an over-allotment option in accordance with market practices;
2. resolves that, in the event of the immediate and/or future issue of ordinary shares, the nominal amount of capital increases carried out pursuant to this resolution will be deducted from the ceiling applicable to the initial issue and from the overall ceiling provided for in the 30th resolution of this General Meeting;
3. notes that, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, the limit of three-quarters of the issue provided for in 1^o of I of Article L. 225-134 of the French Commercial Code will be increased in the same proportions if the Board of Directors decides, pursuant to this resolution, to increase the number of securities to be issued;
4. resolves that the Board of Directors may not make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares and throughout the offer period.

This authorization (i) supersedes the unused portion of the authorization given to the Board of Directors by the Combined General Meeting of June 30, 2022, in its 27th resolution, and (ii) is given for a period of twenty-six (26) months from the date hereof.



Increase in share capital by incorporation of premiums, reserves, profits or other items (26th resolution)

Explanatory Comments

Under the term of the **26th resolution**, you are asked to give the Board of Directors full powers to increase the Company's capital by means of the incorporation into capital of reserves, profits, premiums or other amounts admitted for capitalization, by the issue and free share allocation or by raising the face value of existing Ordinary Shares or combining these two methods.

The nominal amount of the capital increase resulting from this authorization may not exceed €400,000,000, excluding the nominal amount of the capital increase required to preserve the rights of holders of rights or securities giving access to the Company's capital, in accordance with the law and, where applicable, any contractual stipulations providing for other methods of preservation.

This authorization would be granted for a twenty-six months period.

Any unused portion of this authorization would supersede the authorization granted by the 28th resolution of the General Meeting of June 30, 2022.

Twenty-sixth resolution

(DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY CAPITALIZING ADDITIONAL PAID-IN CAPITAL, RESERVES OR PROFITS)

The Annual General Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having reviewed the Directors' Report and in accordance with Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors the power to carry out, in the proportions and at the times it sees fit, one or more capital increases by successive or simultaneous capitalization of premiums, reserves, profits or other sums whose capitalization will be legally and statutorily possible, in the form of an increase in the par value of existing shares or the free allotment of new shares, or by the combined use of these two processes, said shares conferring the same rights as existing shares subject to their dividend entitlement date;
2. resolves that the maximum nominal amount of capital increases that may be carried out under this authorization may not exceed €400 million, it being specified that this amount will be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out, where applicable, in accordance with legal and regulatory provisions and, where applicable, specific contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities giving access to the capital;

3. resolves, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, that in the event the Board of Directors uses this authorization, fractional rights will not be negotiable or transferable and the corresponding shares will be sold; the proceeds of the sale will be allocated to the holders of the rights within the period provided for by the regulations;
4. resolves that the Board of Directors may not make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares and throughout the offer period;
5. resolves that the Board of Directors shall have full powers, which it may further delegate, to implement this authorization and, more generally, to take all measures and carry out all formalities required for the successful completion of each capital increase, formally acknowledge the completion thereof and amend the Company's by-laws accordingly.

This authorization (i) supersedes the unused portion of the authorization given by the Combined General Meeting of June 30, 2022, in its 28th resolution, and (ii) is given for a period of twenty-six (26) months from the date hereof.

Capital increase in return for contributions in kind (27th resolution)

Explanatory Comments

In order to facilitate external growth transactions, you are asked to grant the Board of Directors a delegation of authority to increase the share capital by issuing ordinary shares or securities giving access to the share capital in consideration for any contributions in kind made to the Company in the form of equity securities or securities giving access to the share capital.

The aggregate par value of ordinary shares or securities giving access to ordinary shares that may be issued under this authorization may not exceed the limit set by the laws and regulations in force at the time the authorization is used by the Board of Directors (currently 10% of the share capital).

This authorization would be granted for a twenty-six months period.

Any unused portion of this authorization would supersede the authorization given in the 29th resolution of the General Meeting of June 30, 2022.

Twenty-seventh resolution

(DELEGATION OF AUTHORITY GRANTED FOR A PERIOD OF 26 MONTHS TO THE BOARD OF DIRECTORS TO ISSUE, WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS, SHARES AND/OR SECURITIES GIVING IMMEDIATE OR FUTURE ACCESS TO THE COMPANY'S CAPITAL, IN CONSIDERATION FOR CONTRIBUTIONS IN KIND MADE TO THE COMPANY)

The Annual General Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-147 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates authority to the Board of Directors to issue, on one or more occasions, in France or abroad, in consideration for contributions in kind made to the Company in the form of equity securities or securities giving immediate or future access to the capital of third-party companies, where the provisions of Article L. 225-148 of the French Commercial Code do not apply, ordinary shares in the Company and/or securities governed by Articles L. 228-92 paragraph 1 or L. 228-92 paragraph 2 of the French Commercial Code. 225-148 of the French Commercial Code do not apply, to the issue of (i) ordinary shares in the Company and/or (ii) securities governed by articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving immediate or future access, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other way, to the capital of the Company or of other companies in which the Company directly or indirectly owns more than half of the share capital;
2. formally notes that this delegation automatically entails the waiver by shareholders of their pre-emptive right to subscribe to the shares in the Company to which the securities issued pursuant to this delegation may confer a right, in favour of the holders of securities giving access to the share capital or likely to give access to equity securities to be issued by the Company issued pursuant to this delegation;
3. resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future under the present authorization may not exceed the limit set by the laws and regulations in force at the time of use of this authorization by the Board of Directors (currently 10% of the share capital), it being specified that (i) this amount would be increased by the nominal amount of the capital increase resulting from the issue of shares to be carried out, where applicable, in accordance with legal and regulatory provisions and, (ii) the nominal amount of capital increases that may be carried out immediately or in the future under this resolution (excluding adjustments) will be deducted from:
 - the ceiling provided for in this resolution and in the 23rd and 24th resolutions of this General Meeting, such that the maximum nominal amount of capital increases that may be carried out immediately or in the future under this resolution and the 23rd and 24th resolutions of this General Meeting may not exceed 10% of the share capital, and
 - the overall ceiling provided for in the 30th resolution of this General Meeting;
4. resolves that the maximum aggregate par value of debt securities issued by the Company under this authorization may not exceed €200 million (or the equivalent value in another currency or currency unit), it being specified that the aggregate par value of debt securities issued under this authorization will be deducted from:
 - the ceiling provided for in the 23rd and 24th resolutions of this General Meeting, such that the maximum nominal amount of debt securities that may be issued under this resolution and the 23rd and 24th resolutions of this General Meeting may not exceed €200 million (or the equivalent value in another currency or monetary unit), and
 - the overall ceiling provided for in the 30th resolution of this General Meeting;
5. specifies that, in accordance with the law, the Board of Directors will act on the report of the contribution auditor(s) referred to in Article L. 225-147 of the French Commercial Code;



6. resolves that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this authorization and, in particular, to:

- set the terms and conditions of the capital increase(s) and/or issue(s),
- determine the number of shares and/or securities to be issued, their issue price and the amount of the premium,
- decide on the valuation of the contributions and their remuneration, and record the completion of the contributions,
- determine the dates and terms of issue, the nature and form of the securities to be created, which may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and in particular, in the case of the issue of debt securities, their interest rate, term, fixed or variable redemption price, with or without premium, and the terms of redemption,
- set, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, determine the date, which may be retroactive, as from which the new shares to be issued will carry dividend rights, as well as all other terms and conditions for carrying out the issue(s),
- set the terms and conditions under which the Company may, if necessary, purchase or exchange, at any time or during specific periods, the shares issued or to be issued,

- provide for the possibility of suspending the exercise of rights attached to these securities,
- Allocate all expenses, charges and duties to the premiums, with the balance available for any appropriation decided by the Board of Directors,
- set the terms and conditions according to which the rights of holders of securities giving future entitlement to shares in the Company will be preserved, where applicable, in accordance with legal and regulatory provisions and, where applicable, applicable contractual stipulations, and
- generally, enter into any and all agreements, in particular to ensure the successful completion of the proposed transaction(s), take any and all measures and carry out any and all formalities required for the financial servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto, record the completion of each capital increase; and

7. resolves that the Board of Directors may not make use of this authorization as from the filing by a third party of a public tender offer for the Company's shares and throughout the offer period.

This authorization (i) supersedes the unused portion of the authorization given by the Combined General Meeting of June 30, 2022, in its 29th resolution, and (ii) is given for a period of twenty-six (26) months from the date hereof.

Employee share ownership (28th et 29th resolution)

Explanatory Comments

[The purpose of the **28th and 29th resolutions** is to enable employees and retired employees of Vantiva and its affiliates, in France and abroad, to subscribe for shares in the Company, within the framework of a group savings plan set up by the Company (28th resolution) or outside such a plan (29th resolution), depending on the constraints applicable in the countries in which the employee shareholding plan is offered.

These two resolutions would make it possible to implement, for the benefit of employees, retired employees and corporate officers of the Vantiva Group, shareholding formulas either directly or through corporate mutual funds or other structures or entities set up for the benefit of employees. The issue price of the shares or securities giving access to the share capital would be determined in accordance with legal and regulatory conditions (i.e., as of the date hereof, at most, the average of the prices quoted over the twenty trading days preceding the date of the decision setting the opening date of the subscription period), less a maximum discount of 30% (or 40% when the lock-up period provided for in the plan is equal to or greater than 10 years).

We remind you that such issues would require you to waive your preferential subscription rights in favour of Group employees to whom the capital increases would be reserved, in accordance with the conditions set out in Article L. 3332-2 of the French Labour Code.

The maximum nominal amount of capital increases and issues of securities giving access to the capital that may be carried out under these two resolutions may not exceed 1% of the share capital.

Twenty-eighth resolution

(DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS, FOR A PERIOD OF 26 MONTHS, TO CARRY OUT A SHARE CAPITAL INCREASE, WITHOUT SHAREHOLDERS' PRE-EMPTIVE SUBSCRIPTION RIGHTS, RESERVED FOR MEMBERS OF A GROUP SAVINGS PLAN)

The Annual General Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129, L. 225-129-1 to L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labour Code:

1. delegates to the Board of Directors, with power to subdelegate, the authority to decide to increase the share capital, on one or more occasions, by a maximum nominal amount of 1% of the share capital on the date of any decision by the Board to carry

out such a transaction, it being specified that this ceiling will be deducted from the overall issue ceiling referred to in the 30th resolution, by issuing shares or securities giving access to the capital reserved for members of one or more company savings plans (or any other plan for whose members articles L. 3332-1 *et seq.* of the French Labour Code would allow a capital increase to be reserved under equivalent conditions) which would be set up within the group comprising the Company and the French or foreign companies included in the Company's consolidated or combined financial statements pursuant to Article L. 3344-1 of the French Labour Code;

2. resolves that the issue price of the new shares or securities giving access to the capital will be determined in accordance with Article L. 3332-19 of the French Labour Code and may be equal to 70% of the Reference Price (as defined below) or 60% of the Reference Price when the lock-up period provided for in the plan is ten years or more; however, the General Meeting expressly authorizes the Board of Directors, if it sees fit, to reduce or eliminate the above-mentioned discounts, within the legal and regulatory limits, in order to take account, *inter alia*, of locally applicable legal, accounting, tax and social security regimes (for the purposes of this paragraph, the "Reference Price" refers to the average of the prices quoted for the Company's shares on Euronext Paris over the twenty trading days preceding the date of the decision setting the opening date of the subscription period for members of a company savings plan);
 3. authorizes the Board of Directors, pursuant to Article L. 3332-21 of the French Labour Code, to allocate, free of charge, to the beneficiaries indicated above, in addition to the shares or securities giving access to the capital to be subscribed for in cash, shares or securities giving access to the capital to be issued or already issued, in substitution for all or part of the discount to the Reference Price and/or as a top-up, it being understood that the benefit resulting from this allocation may not exceed the legal or regulatory limits pursuant to Articles L. 3332-11 and L. 3332-19 of the French Labour Code;
 4. resolves to cancel shareholders' pre-emptive rights to subscribe for the shares to be issued under this authorization in favour of the beneficiaries indicated above, with said shareholders also waiving all rights to shares or bonus securities giving access to the capital that may be issued pursuant to this resolution;
 5. resolves that the Board of Directors will have full powers to implement this authorization, with the option to delegate such powers in accordance with the law, within the limits and subject to the conditions specified above, and in particular to:
 - to determine, in accordance with legal and regulatory conditions, the list of companies whose employees, early retirees and pensioners may subscribe to the shares or securities giving access to the capital thus issued and, where applicable, benefit from bonus shares or securities giving access to the capital,
 - decide that subscriptions may be made directly or through corporate mutual funds or other structures or entities permitted by the applicable laws and regulations,
 - determine the conditions, in particular length of service, to be met by beneficiaries of capital increases,
 - set the opening and closing dates for subscriptions,
 - set the amounts of the issues to be carried out pursuant to this authorization and, in particular, determine the issue prices, dates, deadlines, terms and conditions of subscription, payment, delivery and dividend entitlement (including retroactive), as well as the other terms and conditions of the issues, within the legal and regulatory limits in force,
 6. Acknowledged that, should the Board of Directors decide to use the authorization granted in this resolution, it will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorization granted under this resolution.
- This authorization (i) supersedes the unused portion of the authorization given by the Combined General Meeting of June 30, 2022, in its resolution 30th and (ii) is given for a period of twenty-six (26) months from the date hereof.



Twenty-ninth resolution

(DELEGATION OF AUTHORITY GRANTED FOR 18 MONTHS TO THE BOARD OF DIRECTORS TO CARRY OUT A SHARE CAPITAL INCREASE, WITHOUT SHAREHOLDERS' PRE-EMPTIVE SUBSCRIPTION RIGHTS, RESERVED FOR CERTAIN CATEGORIES OF BENEFICIARIES – SHAREHOLDING TRANSACTIONS IN FAVOUR OF EMPLOYEES NOT COVERED BY THE GROUP SAVINGS PLAN)

The Annual General Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129, L. 225-129-1 to L. 225-129-6 and L. 225-138 of the French Commercial Code:

1. delegates to the Board of Directors the authority to decide to increase the Company's share capital, on one or more occasions, in the proportions and at the times it sees fit, by issuing shares and any other securities giving immediate or future access to the Company's capital, such issue being reserved for persons meeting the characteristics of the categories (or one of the categories) defined below;
2. resolves that the nominal amount of any capital increases carried out under this authorization may not exceed 1% of the Company's capital stock at the date of this Annual General Meeting, plus the number of shares required to make any adjustments to the capital stock in accordance with the applicable laws and regulations, and any contractual provisions providing for other adjustments, to preserve the rights of holders of marketable securities or other securities giving entitlement to shares in the Company, it being specified that (i) this limit is shared with the limit set out in the 28th resolution above, and (ii) the nominal amount of capital increases that may be carried out immediately or in the future under this resolution will be deducted from the overall limit set out in the 30th resolution of this Annual General Meeting;
3. resolves to cancel shareholders' pre-emptive rights to subscribe for any shares or securities issued under this resolution, and to reserve the right to subscribe for such shares or securities for categories of beneficiaries meeting the following criteria: (i) employees and corporate officers of Vantiva group companies that are affiliated with the Company under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code; (ii) and/or UCITS or other entities, with or without legal personality, dedicated to employee shareholding and invested in the Company's shares, whose unitholders or shareholders will be the persons mentioned in (i) of this paragraph; (iii) and/or any banking institution or subsidiary of such an institution acting at the request of the Company for the purposes of setting up a share ownership or savings plan for the

benefit of the persons referred to in (i) of this paragraph, insofar as recourse to the subscription of the person authorized in accordance with this resolution would be necessary or desirable to enable the employees or corporate officers referred to above to benefit from employee share ownership or savings formulas equivalent in terms of economic advantage to those available to the other employees of the Vantiva Group;

4. resolves that the issue price of each Company share will be set by the Board of Directors as follows:
 - the subscription price(s) will be set on the same terms as those set out in Article L. 3332-21 of the French Labour Code; the discount will be set at a maximum of 30% of the average of the prices quoted over the twenty trading days preceding the date of the decision setting the opening date for subscriptions under this resolution or for subscriptions made under the 28th resolution of this General Meeting,
 - expressly authorizes the Board of Directors to reduce or cancel the discount thus granted, if it sees fit, in particular to take account, *inter alia*, of the legal, accounting, tax and social security regimes applicable in the countries of residence of the members of a savings plan who are the beneficiaries of the capital increase,
 - by way of derogation, the Board of Directors may decide that the issue price of the new shares shall be, in accordance with the provisions of Section 423 of the U.S. Internal Revenue Code or comparable legislation in another country, at least equal to 85% of the Company's share price on Euronext Paris (i) at the start of the subscription period for the capital increase or (ii) at the close of this period, as determined in accordance with local legislation.
5. resolves that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this authorization, and in particular to record the increase in the Company's capital, issue the shares and amend the by-laws accordingly.

This authorization (i) supersedes the unused portion of the authorization given by the Combined General Meeting of June 30, 2022 in its resolution 31 and (ii) is given for a period of eighteen (18) months from the date hereof.



Overall limits on the amount of issues carried out pursuant to the 22nd, 23rd, 24th, 25th, 27th, 28th and 29th resolutions (30th resolution)

Explanatory Comments

The purpose of the **30th resolution** submitted for your approval is to set overall ceilings for the total number of shares or securities issued under the 22nd, 23rd, 24th, 25th, 27th, 28th and 29th resolutions, with the number of shares or securities that may be issued under each of these resolutions being deducted from the total amount. Accordingly:

- the maximum aggregate par value of capital increases that may be carried out immediately or in the future may not exceed 20% of the share capital; and
- the maximum aggregate par value of debt securities issued under this authorization may not exceed €200 million.

Thirtieth resolution

(OVERALL LIMITS ON THE AMOUNT OF ISSUES CARRIED OUT UNDER DELEGATIONS OF AUTHORITY)

The General Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, resolves to set, in addition to the individual ceilings specified in each of the 22nd, 23rd, 24th, 25th, 27th, 28th and 29th resolutions of this General Meeting, the overall limits on the amounts of the issues that may be decided pursuant to said resolutions, as follows:

1. the maximum aggregate par value of share issues that may be carried out immediately or in the future may not exceed 20% of

the share capital, this amount being increased by the par value of the capital increase resulting from the issue of shares to be carried out, where applicable, in accordance with legal and regulatory provisions and, where applicable, specific contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities giving access to the capital;

2. the maximum aggregate par value of debt securities issued by the Company may not exceed €200 million (or the equivalent in another currency or monetary unit).

Consultation of shareholders on the possible early dissolution of the Company following the recognition of accounting losses that reduce shareholders' equity to less than half the share capital. (31st resolution)

Explanatory Comments

At December 31, 2022, shareholders' equity of the Company was negative at (163,902,057.54) euros, compared with share capital of 3,553,956.80 euros (For information, (442,738,272) euros at December 31, 2023, for a share capital of 3,554,317.42 euros).

Under the provisions of article L. 225-248 of the French Commercial Code, when a company's shareholders' equity falls below half of its share capital as a result of losses, the Extraordinary General Meeting must decide whether to dissolve the Company early.

You are asked, under the terms of the **thirty-first resolution** to approve the early dissolution of the Company. This resolution is proposed in order to comply with legal and regulatory requirements. However, we recommend that you decide that there are no grounds for early dissolution of the Company and, consequently, that you vote for the continuation of the Company's activities.

In accordance with current legal and regulatory provisions, the Company's shareholders' equity must be reconstituted by December 31, 2025.

Thirty-first resolution

(DECISION TO BE TAKEN IN ACCORDANCE WITH ARTICLE L. 225-248 OF THE FRENCH COMMERCIAL CODE – SHAREHOLDERS' EQUITY LESS THAN HALF THE SHARE CAPITAL)

The Annual General Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having reviewed the Directors' Report and in accordance with article L. 225-248 of the French Commercial Code:

- acknowledges that the losses recorded in the Company's annual financial statements show shareholders' equity to be below half of the share capital, and that it is therefore incumbent on the shareholders' meeting to decide whether or not to dissolve the Company early, it being specified that if dissolution is rejected, the Company will have a period expiring at the latest at the close

of the second financial year following the one in which the losses were recorded, to regularize the situation, in accordance with the conditions laid down by the legal and regulatory provisions in force;

- resolves, in view of the foregoing, not to dissolve the Company early and to continue its business;
- acknowledge that this decision must be published in accordance with the legal and regulatory provisions in force, and that the Company will be required to reconstitute its shareholders' equity within the previously mentioned timeframe.



5.3 Ordinary resolution

Explanatory Comments

The **thirty-second resolution** provides that you give full powers to the bearer of a copy or extract of the minutes of this proceeding for the purposes of any registration or filing formalities required by applicable laws and regulations.

Thirty-second resolution (POWERS FOR FORMALITIES)

The Shareholders' Meeting, voting on the quorum and majority conditions for ordinary shareholders' meetings, gives full powers to the bearer of copies or extracts of the minutes of this Meeting

recording its deliberations to carry out all publication and filing formalities required by the laws and regulations in force.

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6 Financial authorizations and delegations

6.1 Financial authorisations and delegations submitted to the vote of 19 June 2024

The table below summarises the purpose, duration and ceilings of the authorizations and financial delegations to be granted to the Board of Directors, which are subject to the approval of the General Meeting of June 19, 2024.

Nature of financial authorization or delegation	Duration of authorisation and expiry date	Maximum amount of debt securities (in euros)	Maximum amount of share capital increase
Share buyback and capital reduction			
Purchase by the Company of its own shares (20th resolution of the AGM of 19 June 2024)	18 months 19 December 2025	N/A	10% of share capital (maximum buyback)
Capital reduction through cancellation of repurchased shares (21st resolution of the AGM of 19 June 2024)	18 months 19 December 2025	N/A	10% of the share capital per 24-month period
Issues with pre-emptive subscription rights			
Issue with pre-emptive subscription rights, shares and/or securities giving access to shares, immediately or in the future, to the Company's share capital (22nd resolution of the AGM of 19 June 2024)	26 months 19 August 2026	200 million	20% of share capital
Issues without pre-emptive rights			
Issue, without pre-emptive rights and by way of a public offer, with the exception of those referred to in paragraph 1 of Article L.411-2 of the French Monetary and Financial Code, of shares and/or securities giving immediate or future access to the Company's capital (23rd resolution of the AGM of 19 June 2024)	26 months 19 August 2026	200 million	10% of share capital
Issue, without pre-emptive rights, of shares and/or securities giving access to the Company's capital, immediately or in the future, in the Company's share capital, as part of an offer covered by paragraph 1 of Article L.411-2 of the French Monetary and Financial Code (24th resolution of the AGM of 19 June 2024)	26 months 19 August 2026	200 million	10% of share capital
In the event of over-allotment (greenshoe)			
Delegation of authority to the Board of Directors to increase the number of shares to be issued pursuant to the 22 nd , 23 rd and 24 th resolutions (25th resolution of the AGM of 19 June 2024)	26 months 19 August 2026	N/A	15% of the initial issue
Incorporation of premiums, reserves or profits			
Increase in share capital by incorporation of premiums, reserves, profits or other items (26th resolution of the AGM of 19 June 2024)	26 months 19 August 2026	N/A	€400 million
Compensation for contributions in kind			
Issue, without pre-emptive rights, of shares and/or securities giving access to the Company's capital, immediately or in the future, to the Company's capital, in consideration for contributions in kind granted to the Company (27th resolution of the AGM of 19 June 2024)	26 months 19 August 2026	200 million	Legal ceiling (currently 10% of share capital)
Employee share ownership			
Share capital increase, without shareholders' pre-emptive rights, reserved for members of a group savings plan (28th resolution of the AGM of 19 June 2024)	26 months 19 August 2026	N/A	1% of share capital
Share capital increase, without pre-emptive subscription rights for shareholders, reserved for categories of beneficiaries - employee share ownership transactions outside the group savings plan (29th resolution of the AGM of 19 June 2024)	18 months 19 December 2025	N/A	1% of share capital
Global limits on emissions			
Global limits on emissions pursuant to 22 ^d , 23 ^d , 24 th , 25 th , 27 th , 28 th and 29 th resolutions (30th resolution of the AGM of 19 June 2024)	26 months 19 August 2026	200 million	20% of share capital



6.2 Financial authorizations and delegations in force on the date of release of this notice

Pursuant to Article L. 225-37-4, paragraph 3 of the French Commercial Code, the table below provides a summary of the authorizations and delegations granted to the Board of Directors by the General Meeting in force at December 31, 2023, and the use made of them at the date of release of this notice.

Nature of financial authorization or delegation	Duration of authorization and expiry date	Maximum nominal amount of debt securities (in euros)	Maximum nominal amount of share capital increases	Amount used	Amount available
Share buyback and capital reduction					
Purchase by the Company of its own shares (21st resolution of the AGM of June 20, 2023)	18 months December 20, 2024		10% of share capital (maximum buyback)	Unused	N/A
Capital reduction through cancellation of repurchased shares (22nd resolution of the AGM of June 20, 2023)	18 months December 20, 2024		10% of share capital (above resolution)	Unused	N/A
Issues with preferential subscription rights					
Issue, with upholding of preferential subscription rights, of shares and/or securities giving immediate or future access to the Company's share capital (24th resolution of the AGM of June 30, 2022)	26 months August 30, 2024	200 million	€710,791.36 representing 20% of share capital on December 31, 2023	Unused	100% of the ceiling
Issues without preferential subscription rights					
Issue, with an override of preferential subscription rights and by public offering, of shares and/or securities giving immediate or future access to the Company's share capital (25th resolution of the AGM of June 30, 2022)	26 months August 30, 2024	200 million	€355,395.68 representing 10% of share capital on December 31, 2023	Unused	100% of the ceiling
Issue, with an override of preferential subscription rights, of shares and/or securities giving immediate or future access to the Company's capital, in connection with an offer governed by Article L. 4112, paragraph 1 of the French Monetary and Financial Code. (26th resolution of the AGM of June 30, 2022)	26 months August 30, 2024	200 million	€355,395.68 representing 10% of share capital on December 31, 2023	Unused	100% of the ceiling
Issue, with an override of preferential subscription rights, of shares and/or securities giving immediate or future access to the Company's capital in consideration for contributions in kind made to the Company (29th resolution of the AGM of June 30, 2022)	26 months August 30, 2024	200 million	€355,395.68 representing 10% of share capital on December 31, 2023	Unused	100% of the ceiling
Delegation of powers to carry out a share capital increase reserved for CommScope with an override of preferential subscription rights, through the issue of ordinary shares (4th resolution of the AGM of December 19, 2023)	18 months June 18, 2025	1,347,046.69	€1,347,046.69 representing 27.48% of the share capital on the date of the AGM of December 19, 2023 (25% of the share capital on a fully diluted basis)	100% used	None

Nature of financial authorization or delegation	Duration of authorization and expiry date	Maximum nominal amount of debt securities (in euros)	Maximum nominal amount of share capital increases	Amount used	Amount available
In the event of over-allotment (greenshoe)					
Increase in the number of shares to be issued in the event of a share capital increase with or without upholding of preferential subscription rights (27th resolution of the AGM of June 30, 2022)	26 months August 30, 2024	N/A	15% of initial issue	Unused	100% of the ceiling
Global issue limits					
Overall issue limits (32nd resolution of the AGM of June 30, 2022)	N/A	200 million	€710,791.36 representing 20% of share capital on December 31, 2023	Unused	N/A
Incorporation of premiums, reserves or profits					
Increase in share capital by incorporation of premiums, reserves or profits (28th resolution of the AGM of June 30, 2022)	26 months August 30, 2024		€400 million	Unused	100% of the ceiling
Share capital increase with an override of preferential subscription rights					
Nature of financial authorization or delegation					
	Duration of authorization and expiry date	Number of shares and percentage of capital likely to be issued		Amount used	Amount available
Share capital increase with an override of preferential subscription rights, reserved for members of a Group Savings Plan (5th Resolution of the AGM of December 19, 2023)	26 months February 18, 2026	1% of share capital at the date of the Annual General Meeting of December 19, 2023		Unused	100% of ceiling
Share capital increase with an override of preferential subscription rights, reserved for certain categories of beneficiaries—share-based transactions for employees not participating in a Group Savings Plan (31st Resolution of the AGM of June 30, 2022)	26 months August 30, 2024	1% of share capital	10% of share capital (maximum buyback)		100% of ceiling
Allocation of free shares to all or certain categories of employees and/or Corporate Officers under long-term incentive plans (23rd resolution of the AGM of June 20, 2023)	38 months August 20, 2026	4% of share capital on the date this power is exercised		3.93%	0.07%
Overall issue limits (32nd resolution of the AGM of June 30, 2022)	N/A	€200 million	€710,791.36 representing 20% of share capital on December 31, 2023		None

7 How to participate in the General Meeting

Any shareholder, regardless of the number of shares he or she owns and the manner in which they are held (registered or bearer shares), may participate in this General Meeting.

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders who can prove their status as such by registering their shares in their name or in the name of the intermediary duly registered on their behalf on the second business day preceding the General Meeting (D-2, record date), i.e., **Monday June 17, 2024, at midnight Paris time**, either in the registered share accounts held by the company's agent or in the bearer share accounts held by their authorized intermediaries, will be admitted to participate in the General Meeting.

You wish to attend the meeting

Shareholders wishing to attend the meeting must apply for an admission card.

- **Registered shareholders** should apply for an admission card by completing the single form enclosed with the notice of meeting brochure (ticking the "I wish to attend this meeting" box), and returning it, using the prepaid envelope provided, or by ordinary mail to the following address: Société Générale Securities Services - Service Assemblées - CS 30812, 44308 Nantes Cedex 3.
- **Bearer shareholders** should request their admission card from the financial intermediary who manages their shares, who will forward the request to Société Générale.

You wish to vote by mail or by proxy

- **Voting by post or by proxy to the Chairman of the General Meeting**
 - **Registered shareholders** must return the duly completed Single Form (ticking either the "**I vote by post**" box or the "**I give my proxy to the Chairman of the AGM**" box) to Société Générale, using the prepaid envelope enclosed with the notice of meeting.
 - **Bearer shareholders** must return the duly completed Single Form (by ticking either the "**I vote by post**" box or the "**I give my proxy to the Chairman of the General Meeting**" box) to the financial intermediary managing their shares, who will forward it to Société Générale, together with a certificate of participation stating the number of shares held.

In accordance with the provisions of Article L. 225-106, III of the French Commercial Code, any proxy given to the Chairman of the General Meeting will be voted in favor of the draft resolutions presented or approved by the Board of Directors, and against all other draft resolutions.

In order to be taken into account, Single Forms sent by post must be received by the Company or Société Générale, Service des Assemblées, no later than three calendar days prior to the Annual General Meeting, i.e. Saturday June 15, 2024 at the latest.

The shareholder may participate in the meeting either by attending in person, by voting by mail, or by being represented at the meeting under the conditions described below. It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Meeting will vote in favour of the adoption of the draft resolutions present or approved by the Board of Directors and against the adoption of all other draft resolutions. The single form for voting by mail or by proxy or for requesting an admission card allows shareholders to choose between these different methods of participation. All the shareholders have to do is complete, date and sign it.

Société Générale will then send it to the shareholder by post. If the shareholder has not received an admission card 2 working days before the date of the Meeting, he/she should ask his/her financial intermediary to issue a certificate of participation, which will enable him/her to prove his/her status as a shareholder on D-2 in order to be admitted to the Meeting.

To be taken into account, Single Forms must, in all cases, be received by Société Générale, Service des Assemblées, no later than three calendar days before the Meeting, i.e. by Saturday June 15, 2024 at the latest.

In accordance with Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, **proxies given to the Chairman using the Single Form** may also be sent electronically, by e-mail to assembleesgeneralesvantiva@vantiva.com, and must include the following information:

- **for registered shareholders:** a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and Société Générale nominative identifier (appearing at the top left of the account statement) for pure registered shareholders, or full bank references for administered registered shareholders;
- **for bearer shareholders:** a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and full bank references; the shareholder must ask his financial intermediary who manages his securities account to send confirmation to the Société Générale Meetings Department whose contact details he knows.

In order for electronic proxy designations or revocations to be validly taken into account, confirmations must be received no later than three calendar days prior to the Meeting, i.e. Saturday June 15, 2024.

• Voting by proxy to a third party

A shareholder may give a proxy to another shareholder, to his or her spouse, to the partner with whom he or she has entered into a civil solidarity pact, or to any other person (natural or legal) of his or her choice under the applicable legal and regulatory conditions (Articles L. 225-106 and L. 22-10-39 of the French Commercial Code).

Powers of attorney must be in writing and signed, and must include the shareholder's surname, first name and address, as well as the Société Générale registered shareholder ID (appearing at the top left of the account statement) for pure registered shareholders, or full bank details for administered registered shareholders or bearer shareholders, and the surname, first name and address of the proxy holder.

- **Registered shareholders** must return to Société Générale the duly completed and signed Single Form (by ticking the **"I give my proxy to"** box).
- **Bearer shareholders** must return the duly completed and signed Single Form (by ticking the **"I give my proxy to"** box) to the financial intermediary managing their shares, who will forward it to Société Générale, together with a certificate of participation stating the number of shares held.

In order to be taken into account, Single Forms sent by post must, in all cases, be received by the Company or Société Générale, Service des assemblées, no later than three calendar days prior to the meeting, i.e. by Saturday June 15, 2024 at the latest.

In accordance with Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, **the proxy given to a third party via the Single Form** may also be sent electronically, by sending an e-mail to assembleesgeneralesvantiva@vantiva.com and including the following information:

- **for registered shareholders:** a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and Société Générale

nominative identifier (appearing at the top left of the account statement) for pure registered shareholders, or full bank references for administered registered shareholders, as well as the surname, first name and address of the designated proxy;

- **for bearer shareholders:** a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and full bank details, as well as the surname, first name and address of the appointed proxy; the shareholder must ask his financial intermediary who manages his securities account to send confirmation to the Société Générale Meetings Department, whose contact details he knows. In order for electronic proxy designations or revocations to be validly taken into account, confirmations must be received no later than three calendar days prior to the meeting (i.e. Saturday June 15, 2024).
- Shareholders who have already voted by post, sent in a proxy form or requested an admission card may no longer choose another method of participation, but may sell all or some of their shares.
 - If the sale takes place before midnight Paris time on Monday June 17, 2024, the vote cast by post, the proxy form, the admission card or a certificate of participation will be invalidated or amended accordingly. To this end, the authorized intermediary holding the shares must notify the Company or its agent of the transfer and provide the necessary information;
 - if the transfer or any other transaction is carried out after Monday June 17, 2024 at midnight Paris time, by whatever means, it will not be notified by the authorized intermediary or taken into consideration by the Company.
- Duly completed and signed Single Forms can only be taken into account if they reach the Company's registered office or Société Générale by post or electronically no later than three calendar days prior to the Meeting, i.e. Saturday June 15, 2024.

You wish to vote by internet (via Votaccess)

Shareholders may also send their voting instructions and appoint or revoke a proxy by Internet before the General Meeting, on the VOTACCESS website. The VOTACCESS website will be **open from Friday, May 31, 2024 at 9 a.m. to Tuesday, June 18, 2024 at 3 p.m., Paris time.**

In order to avoid any possible congestion of the VOTACCESS site, shareholders are advised not to wait until the day before the General Meeting to vote.

Sending written questions and shareholder dialogue

In accordance with Article R. 225-84 of the French Commercial Code, shareholders may send written questions, accompanied by a certificate of account registration, no later than the fourth business day preceding the meeting, i.e., **no later than Thursday, June 13, 2024:**

- at the registered office to the attention of the Chairman of the Board of Directors by registered letter with acknowledgement of receipt;
- by e-mail to the following address: assembleesgeneralesvantiva@vantiva.com.

The company reminds shareholders that questions may be answered together if they have the same content or subject matter,

and that the answer to a written question will be deemed to have been given if it appears on the company's website in a section devoted to questions and answers.

In order to promote shareholder dialogue, shareholders will also have the opportunity, until **Tuesday June 18, 2024 at 3:00 p.m., Paris time**, to ask questions that are not in the form of written questions at the following address: assembleesgeneralesvantiva@vantiva.com.

These questions, which have been pre-selected by topic, will be answered during the General Meeting.



How to fill in your voting form

You wish to attend the Shareholders' Meeting: tick here

You wish to vote by mail: tick here and follow the instructions

You wish to give your proxy to the Chairperson: follow the instructions

If you wish to give a proxy to a named person: tick here and fill in this person's contact details

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Which ever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card, date and sign at the bottom of the form



Société anonyme
Au capital de 4 901 364,11 €
Siège social: 10, bd de Grenelle, 75015 PARIS
333 773 174 RCS PARIS

ASSEMBLEE GENERALE MIXTE
du 19 juin 2024 à 14h00
A l'Auditorium
10, bd de Grenelle, 75015 Paris

COMBINED GENERAL MEETING
June 19, 2024 at 02:00 p.m.
in Auditorium
10, bd de Grenelle, 75015 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

	1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>											
Abs.	<input type="checkbox"/>											
Non / No	<input type="checkbox"/>											
Abs.	<input type="checkbox"/>											
Non / No	<input type="checkbox"/>											
Abs.	<input type="checkbox"/>											
Non / No	<input type="checkbox"/>											
Abs.	<input type="checkbox"/>											
Non / No	<input type="checkbox"/>											
Abs.	<input type="checkbox"/>											
Non / No	<input type="checkbox"/>											
Abs.	<input type="checkbox"/>											

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)
pour me représenter à l'Assemblée

I HEREBY APPOINT: See reverse (4)
to represent me at the above mentioned Meeting
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION: Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:
- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting.....
- Je m'abstiens. / I abstain from voting.....
- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom
/ I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf.....

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:
sur 1^{ère} convocation / on 1st notification sur 2^{ème} convocation / on 2nd notification
à la banque / to the bank 15 juin 2024, 23h59

Date & Signature

If you intend to vote by mail: update if necessary do not forget to mention your choice in the event of amendments of the resolutions or new resolutions being presented at the meeting

Whatever your choice is, please date and sign here

Write down your surname, first name and address or check your details

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée générale *
If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

8

Request for documents and information

Which can also be consulted and downloaded from the company's website



Combined General Meeting June 19, 2024

Please return this form to:

Société Générale Securities Services
Service des Assemblées Générales
CS 30812
44308 Nantes Cedex 3 – France
(or using the prepaid envelope enclosed for registered shareholders)

I, the undersigned:

Name (or Company name):

First name:

Address:

Location, if different from distributor's office:

E-mail address:

Owner of: registered shares in Vantiva SA

And/or: Vantiva SA bearer shares⁽¹⁾

Request that the documents and information concerning the above-mentioned Shareholders' Meeting, as listed in Articles R.225-81 and R.225-83 of the French Commercial Code, be sent to me⁽²⁾.

Done at: on: 2024

Signature:

(1) Bearer shareholders must attach to their request for documents and information a certificate of registration of their shares in the accounts held by the authorized financial intermediary, proving their status as shareholders on the date of their request.

(2) In accordance with Article R. 225-88 of the French Commercial Code, holders of registered shares may request that the Company send them the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, at the time of each subsequent Annual General Meeting. To take advantage of this option, please tick the following box:

Headquarters

10 Boulevard de Grenelle
75015 Paris – France

Email : assembleesgeneralesvantiva@vantiva.com
Tel. : +33 (0)1 45 78 11 45

Vantiva S.A. with a share capital of €4,901,364.11
333 773 174 R.C.S. Paris

www.vantiva.com

