

## **CARBIOS**

Société anonyme (French public limited company) with capital of €11,791,941  
Registered office: Site de Cataroux, 8 rue de la Grolière 63100 Clermont-Ferrand, France  
RCS Clermont-Ferrand 531 530 228

---

### **NOTICE OF MEETING**

#### **ANNUAL ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS OF JUNE 20, 2024**

Shareholders are informed that an Ordinary and Extraordinary Shareholders' Meeting will be held on **Thursday, June 20, 2024 at 11 am**, in the premises of the Aiden By Best Western hotel, 41 avenue de la République, 63000 Clermont-Ferrand (the "**Shareholders' Meeting**").

#### **AGENDA**

##### **WITHIN THE REMIT OF THE ORDINARY SHAREHOLDERS' MEETING**

1. Approval of the separate financial statements for the fiscal year ended December 31, 2023 and discharge to the Directors;
2. Approval of the consolidated financial statements for the fiscal year ended December 31, 2023;
3. Approval of the expenses and charges referred to in item 4 of Article 39 of the French General Tax Code;
4. Appropriation of net income for the fiscal year;
5. Approval of the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code;
6. Appointment of Jennifer Saenz as a new director;
7. Recognition of the expiry of the term of office of the Principal Statutory Auditors and decision to be taken on the renewal of its term of office;
8. Recognition of the expiry of the term of office of the Alternate Statutory Auditors and decision to be taken on the renewal of his term of office;
9. Determination of the total annual compensation allocated to the members of the Board of Directors;
10. Decision to be taken on the appointment of Copernicus Wealth Management as a non-voting director of the Company
11. Authorization granted to the Board of Directors for the purchase by the Company of its own shares in accordance with Article L. 22-10-62 of the French Commercial Code;

##### **WITHIN THE REMIT OF THE EXTRAORDINARY SHAREHOLDERS' MEETING**

12. Delegation of authority to be granted to the Board of Directors to decide on either the issuance, with preferential subscription rights, of shares and/or securities giving access immediately or in the future to the share capital or giving rights to debt securities, or the incorporation into the share capital of profits, reserves or premiums - the implementation of this resolution shall

reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting;

13. Authorization to the Board of Directors, for the purposes of increasing the number of securities issued in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code up to a maximum of 15% in the event of the implementation of the delegations of authority referred to in the previous resolution, with maintenance of preferential subscription rights;
14. Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, with cancellation of preferential subscription rights without naming beneficiaries and by public offering, it being specified that (i) the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting and (ii) the implementation of this resolution, representing 10% of the share capital on the date of this Meeting, would prevent the implementation of the 15<sup>th</sup> and 16<sup>th</sup> resolutions;
15. Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, by way of an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code and up to a limit of 10% of the share capital, with cancellation of preferential subscription rights without naming beneficiaries, it being specified that (i) the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting and (ii) the implementation of this resolution representing 10% of the share capital on the date of this Meeting would prevent the implementation of the 14<sup>th</sup> resolution without right of priority as well as the 16<sup>th</sup> resolution;
16. Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, with cancellation of shareholders' preferential subscription rights in favor of categories of beneficiaries, it being specified that (i) the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting and (ii) the implementation of this resolution, representing 10% of the share capital on the date of this Meeting, would prevent the implementation of the 14<sup>th</sup> resolution without right of priority as well as the 15<sup>th</sup> resolution;
17. Authorization to the Board of Directors, for the purposes of increasing the number of securities issued in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code up to a maximum of 15% in the event of the implementation of the delegations of authority referred to in the previous three resolutions, with cancellation of preferential subscription rights;
18. Authorization granted to the Board of Directors to allocate free shares;
19. Delegation of powers to be granted to the Board of Directors for the purpose of deciding on a share capital increase in cash reserved for employees who are members of a company savings plan in accordance with the provisions of Articles L. 225-129-6 of the French Commercial Code and L. 3332-18 *et seq.* of the French Labor Code, with cancellation of preferential subscription rights reserved for the benefit of Company employees;
20. Authorization to the Board of Directors to reduce the Company's share capital by means of canceling shares;
21. Powers for formalities.

\*

\*           \*

***TEXT OF THE DRAFT RESOLUTIONS SUBMITTED TO THE SHAREHOLDERS' MEETING***

***WITHIN THE REMIT OF THE ORDINARY SHAREHOLDERS' MEETING***

**FIRST RESOLUTION**

*(Approval of the separate financial statements for the fiscal year ended December 31, 2023 and discharge to the Directors)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having taken note of:

- the management report prepared by the Board of Directors,
- the Statutory Auditor's report on the separate financial statements for the fiscal year ended December 31, 2023,

**Approves** the annual financial statements, namely the statement of financial position, the income statement and the notes to the financial statements for the year ended December 31, 2023 as presented to it, as well as the transactions reflected in these financial statements and summarized in these reports.

Consequently, the Shareholders' Meeting grants full and unreserved discharge to the members of the Board of Directors for the performance of their respective mandates for the past fiscal year.

**SECOND RESOLUTION**

*(Approval of the consolidated financial statements for the fiscal year ended December 31, 2023)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having taken note of:

- the management report prepared by the Board of Directors on the position and activity of the Carbios Group;
- the Statutory Auditor's report on the consolidated financial statements for the fiscal year ended December 31, 2023,

**Approves** the consolidated financial statements, namely the statement of financial position, the income statement and the notes to the financial statements for the year ended December 31, 2023 as presented to it, as well as the transactions reflected in these financial statements and summarized in these reports.

**THIRD RESOLUTION**

*(Approval of the expenses and charges referred to in item 4 of Article 39 of the French General Tax Code)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the management report of the Board of Directors and the Statutory Auditor's report, ruling pursuant to the provisions of Article 223 quater of the French General Tax Code,

**Notes** the existence of expenses and charges not deductible from corporate tax referred to in item 4 of Article 39 of the French General Tax Code;

**Approves** the amount of expenses and charges not deductible from corporate income tax referred to in item 4 of Article 39 of the French General Tax Code, *i.e.* the sum of €117,510.

**FOURTH RESOLUTION**

*(Appropriation of net income for the fiscal year)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings,

**Approves** the proposal of the Board of Directors and resolves to allocate the loss for the fiscal year amounting to **-€15,917,079** in full to the “*Retained earnings*” item, which will thus be changed after allocation, to a debit balance of **-€44,180,248**.

In accordance with Article 243 *bis* of the French General Tax Code, the Shareholders' Meeting recalls that no dividend has been paid over the last three financial years.

#### **FIFTH RESOLUTION**

*(Approval of the regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after hearing the Statutory Auditor's special report,

**Approves** the conclusions of the report presented by the Statutory Auditor pursuant to Article L. 225-38 of the French Commercial Code on the agreements subject to authorization, as well as the agreements mentioned therein.

#### **SIXTH RESOLUTION**

*(Appointment of Jennifer Saenz as a new director)*

The Shareholders' Meeting, voting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors,

**Resolves** to appoint Jennifer SAENZ, born on February 5, 1978, an American national, as a director, for a period of four years expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements of the fiscal year ended December 31, 2027. Jennifer SAENZ has indicated that she accepts the duties of director and that she meets all the conditions required by the law and the regulations in force, in particular with regard to the multiple offices that a same person may hold, and that she complies with the age limit rule set by the bylaws.

#### **SEVENTH RESOLUTION**

*(Recognition of the expiry of the term of office of the Principal Statutory Auditors and decision to be taken on the renewal of its term of office)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and having noted that the term of office as Principal Statutory Auditors of PricewaterhouseCoopers Audit expires at the end of this Meeting,

**Resolves** to renew the term of office as Principal Statutory Auditor of:

PricewaterhouseCoopers Audit  
Represented by Gonzague Van Royen  
63, rue de Villiers – 92200 Neuilly Sur Seine, FRANCE

for a period of six years expiring at the end of the Ordinary Shareholders' Meeting called in 2030 to approve the financial statements for the fiscal year ended December 31, 2029.

#### **EIGHTH RESOLUTION**

*(Recognition of the expiry of the term of office of the Alternate Statutory Auditors and decision to be taken on the renewal of his term of office)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, and having noted that the term of office of Patrice Morot, 63 Rue de Villiers - 92200 Neuilly Sur Seine - France as Alternate Statutory Auditors expires at the end of this meeting,

**Resolves** not to renew the term of office and, in accordance with Article L. 823-1 of the French Commercial Code, not to provide for his replacement.

#### **NINTH RESOLUTION**

*(Determination of the total annual compensation allocated to the members of the Board of Directors)*

The Shareholders' Meeting, voting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors,

Having taken note that the increase in the annual fixed sum that the Company may allocate to directors as compensation for their activities is motivated, in particular, by the increase in the number of directors and the Company's desire to attract new independent directors,

**Resolves** to set, as from the current fiscal year, the amount of the annual fixed sum provided for by Article L. 225-45 of the French Commercial Code that the Company may allocate to the directors as compensation for their activities, at three hundred and two thousand, five hundred (€302,500) euros per fiscal year, it being specified that the directors' compensation is proportional to their actual attendance at meetings of the Board of Directors.

This amount remains unchanged for subsequent fiscal years until the Meeting decides otherwise.

The Board of Directors may freely distribute among its members the fixed annual sum allocated to the directors.

#### **TENTH RESOLUTION**

*(Decision to be taken on the appointment of Copernicus Wealth Management as non-voting director of the Company)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having reviewed the Board of Directors' report, and having noted that the term of office as non-voting director of Copernicus Wealth Management expires at the end of this Meeting,

Having taken note of the fact that:

- Copernicus Wealth Management is a manager of discretionary mandates and private and public investment funds, based in Switzerland and recognized by the local supervisory body FINMA, the CSSF in Luxembourg, the CBI in Ireland and the FME in Liechtenstein, and which, through the investment vehicles it manages, favors investments in innovative companies with high growth potential that can improve social well-being and address important issues such as environment;
- to the best of the Company's knowledge, Copernicus Wealth Management is the Company's second largest shareholder and, at the date of this Shareholders' Meeting, holds 3.88% of the Company's share capital and 3.88% of the Company's voting rights;
- Alen VUKIC, Chief Financial Officer of Copernicus Wealth Management, is co-founder of the Copernicus group. He is also Chairman of Thalia Capital Advisors S.A. and Finpartners Financial

Services S.A. and spent 11 years at BSI Group (now EFG), including four years at the group's wealth management company, Patrimony 1873 S.A., which he helped create. Since the start of his career in 2001 as a financial analyst, he has held the positions of co-manager of the BSI Multinvest Asia ex-Japan fund, Risk Manager Asset Management of BSI, member of the "*Fondazione di Previdenza BSI S.A.*" and "*Fondo Complementare di Previdenza BSI S.A.*" (two foundations of the BSI group). He is a member of the Board of Directors of several dedicated private funds managed by Copernicus in Ireland and Luxembourg, and of Centrica SICAV, Copernicus's undertaking for collective investment in SICAV securities, as well as, since 2021, of the Alliance of Swiss Wealth Managers;

**Resolves** to appoint as non-voting director of the Company:

- Copernicus Wealth Management, a limited company under Swiss law whose registered office is located at Via al Forte 1, 6900 Lugano, Switzerland, represented by Alen VUKIC, born on May 1, 1975 in Mendrisio (Switzerland), a Swiss national, residing at Via Rubianèla 3, 6863 Besazio, Switzerland, as permanent representative,

for a period of one year expiring at the end of the Ordinary Shareholders' Meeting called in 2025 to approve the financial statements for the fiscal year ended December 31, 2024.

#### **ELEVENTH RESOLUTION**

*(Authorization granted to the Board of Directors for the purchase by the Company of its own shares in accordance with Article L. 22-10-62 of the French Commercial Code)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings,

having taken note of the Board of Directors' report, and in accordance with European Regulation no. 596/2014 of the European Parliament and Council of April 16, 2014 and the provisions of Article L. 22-10-62 *et seq.* of the French Commercial Code,

**Authorizes** the Board of Directors, with the option of subdelegation, to purchase or cause to be purchased, on one or more occasions, the shares of the Company, relating to a number of shares not exceeding 10% of the Company's share capital (at any time, this percentage being applied to capital adjusted according to subsequent transactions).

**Resolves** that the purpose of the buyback by the Company of its own shares will be:

- the implementation of stock option plans, free share plans and employee shareholding plans reserved for members of a company savings plan, in accordance with legal provisions in force, or the allocation of shares to employees and/or executive corporate officers of the Company and related companies;
- the delivery of shares upon the exercise of rights attached to securities giving access to the Company's share capital;
- their use in any transaction to hedge the Company's commitments in respect of financial instruments relating, in particular, to changes in the Company's share price;
- the holding of shares and their subsequent delivery in payment or exchange in the context of potential external growth, merger, spin-off or contribution transactions;
- the total or partial cancellation of the shares by way of a reduction in the share capital (in particular with a view to optimizing cash management, return on equity capital or earnings per share), in accordance with the terms of the 20<sup>th</sup> Resolution adopted by this Meeting;

- market making as part of a liquidity contract entered into with an investment service provider, in accordance with the Code of Ethics recognized by the *Autorité des Marchés Financiers*;
- the implementation of any market practice authorized by the AMF and, more generally, the completion of all transactions in accordance with the legal and regulatory provisions in force.

**Sets** the terms and conditions for this purchase as follows:

The maximum amount of funds allocated to the share buyback program is six million (6,000,000) euros. These purchases, sales, exchanges or transfers may be carried out by any means, *i.e.*, on the market or over-the-counter, within the limits allowed by the regulations in force. These transactions may take place at any time, in compliance with the regulations in force, except for during a takeover bid, subject to the legal and regulatory provisions in force.

It is specified that (i) a maximum of 5% of the shares comprising the Company's share capital may be allocated with a view to their retention and subsequent delivery in payment or exchange in the context of a merger, spin-off or contribution transaction, and (ii) that in the event of acquisition under a liquidity contract, the number of shares taken into account for the calculation of the limit of 10% of the share capital mentioned above will correspond to the number of shares purchased less the number of shares resold during the term of this authorization.

The maximum purchase price per share by the Company of its own shares must not exceed one hundred and twenty (120) euros. It is specified that in the event of transactions in the share capital, in particular by incorporation of reserves and/or division or consolidation of shares, this price will be adjusted by a multiplying coefficient equal to the ratio between the number of shares comprising the share capital before the transaction and this number after the transaction.

**Delegates** to the Board of Directors, in the event of a change in the nominal value of the share, capital increase by capitalization of reserves, division, consolidation of securities and distribution of reserves or any other assets, capital amortization or any other transaction affecting shareholders' equity, the power to adjust the aforementioned purchase and sale prices to take into account the impact of these transactions on the value of the share,

**Gives** all powers to the Board of Directors, subject to strict compliance with legal and regulatory texts, with the option of subdelegation, for the purpose of:

- assessing the advisability of launching a buyback program;
- determining the terms and conditions of the buyback program, including the price of the shares purchased;
- carrying out the acquisition, sale or transfer of these shares by any means, or placing any orders on the stock market;
- allocating or reallocating the shares acquired to the various objectives pursued under the applicable legal and regulatory conditions;
- entering into any agreement with a view, in particular, to keeping share purchase and sale registers, making all declarations to the *Autorité des Marchés Financiers* and any other body, and completing all formalities;
- preparing and publishing the disclosure release relating to the implementation of the buyback program; and
- in general, doing all that is necessary to carry out and implement this decision.

**Stipulates** that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed takeover bid for the Company's shares, until the end of the offer period,

**Resolves** that the authorization is valid for a maximum of **eighteen (18) months** from the date of this decision, *i.e.* until **December 19, 2025**.

The Board of Directors shall provide the shareholders at the Annual Shareholders' Meeting, in the report provided for in Article L. 225-100 of the French Commercial Code and in accordance with Article L. 225-211 of the French Commercial Code, the information on the completion of the share purchase transactions authorized by the Shareholders' Meeting, in particular the number and price of shares thus acquired, and the volume of shares used.

**Resolves** that this authorization will supersede the previous delegation with the same purpose (*15<sup>th</sup> Resolution of the Meeting of June 22, 2023*).

**WITHIN THE REMIT OF THE EXTRAORDINARY SHAREHOLDERS' MEETING**

**TWELFTH RESOLUTION**

*(Delegation of authority to be granted to the Board of Directors to decide on either the issuance, with preferential subscription rights of shares and/or securities giving access immediately or in the future to the share capital or giving rights to debt securities, or the incorporation into the share capital of profits, reserves or premiums - the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having taken note of the Board of Directors' report and the Statutory Auditor's special report, in accordance with the provisions of Article L. 225-129 *et seq.* of the French Commercial Code, in particular Articles L. 225-129-2, L. 22-10-50 and L. 228-92 and L. 228-93 of the French Commercial Code,

**Delegates** to the Board of Directors its authority, with the option of subdelegating to the Chief Executive Officer, to proceed, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in a foreign currency or in any other monetary unit established by reference to several currencies, with one or more capital increases:

- through the issue, on the French and/or international market, with preferential subscription rights, of ordinary Company shares and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies which would directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting receivables, conversion, redemption, presentation of a warrant or in any other manner;
- and/or by incorporation in the share capital of all or part of the profits, reserves or premiums, the capitalization of which will be legally and statutorily possible and in the form of an allocation of free ordinary shares, an increase in the par value of existing shares or through the combination of these two processes;

it being specified that the issue of preferred shares is strictly excluded from this delegation,



**Resolves** to set the following limits on the amounts of issues authorized in the event of use by the Board of Directors of this delegation:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation is set at five million eight hundred and ninety thousand (5,890,000) euros or its equivalent in foreign currencies on the date of issue, or in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of capital increases carried out or authorized by the Board of Directors on the basis of the 12<sup>th</sup> to 17<sup>th</sup> Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation. To this ceiling will be added, where applicable, the nominal amount of any shares to be issued in the event of new financial transactions to preserve, in accordance with the law, the rights of holders of securities giving access to the share capital,
- the nominal amount of bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed two hundred and twenty-three million (223,000,000) euros or its equivalent in foreign currencies on the date of issue, or in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of bonds or other debt securities issued or authorized by the Board of Directors on the basis of the 12<sup>th</sup> to 17<sup>th</sup> Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation,

**Sets at twenty-six (26) months**, from the date of this Shareholders' Meeting, the period of validity of the delegation of authority covered by this resolution, *i.e.* until **August 19, 2026**, date on which it will be considered void if the Board of Directors has not made use of it.

If the Board of Directors uses this delegation:

- resolves that the issue(s) will be reserved by preference for shareholders who may subscribe on an irreducible basis in proportion to the number of shares then held by them under the conditions provided for in Article L. 225-132 of the French Commercial Code;
- notes that the Board of Directors will have the option to grant access subscription rights;
- notes and resolves, as necessary, that, in the case of issues of shares or securities as defined above, if subscriptions proportional to existing holdings and, where applicable, to excess shares have not absorbed the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it determines, one or more of the following options:
  - limit the issue to the amount of subscriptions, provided that this amounts to at least three-quarters of the issue decided,
  - freely distribute all or part of the shares or, in the case of securities, the aforementioned securities, the issue of which has been decided but which have not been subscribed on a proportional basis to existing holdings and, where applicable, on the basis of excess shares,
  - offer to the public, by a public offering of financial securities, all or part of the shares or, in the case of securities giving access to the capital, unsubscribed securities, on the French market and/or abroad and/or on the international market,
- resolve that the Board of Directors may, on its own initiative and in all cases, limit the issue decided upon to the amount reached when the unsubscribed shares and/or other securities represent less than 3% of said issue;

- notes and resolves, as necessary, that, in the event of use of this delegation of authority, the decision to issue securities giving access, immediately or in the future, to the share capital shall automatically carry, in favor of the holders, waiver by shareholders to their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L. 225-132 of the French Commercial Code;
- resolves, in accordance with the provisions of Article L. 22-10-50 of the French Commercial Code, that the fractional rights shall not be negotiable or transferable and that the corresponding securities shall be sold; the sums resulting from the sale will be allocated to the holders of the rights no later than thirty (30) days after the date of registration in their account of the whole number of shares allocated;

**Stipulates** that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed takeover bid for the Company's shares until the end of the offer period,

**Resolves** that the Board of Directors shall have full powers to implement this delegation or not, as well as the power to defer it, if applicable, under the legal conditions and within the limits and conditions specified above, in particular in order to:

- decide on the capital increase and determine the securities to be issued and, more generally, to decide on issues under this delegation;
- decide on the amount of the capital increase and the issue price as well as the amount of the premium that may be requested upon issue;
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and, in the case of bonds or other debt securities giving access to the Company's share capital, to decide on whether or not they are subordinated (and, where applicable, their rank of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (notably fixed or variable rate or zero or indexed coupon), their duration (fixed or indefinite) and the other terms of issue (including the granting of guarantees or collateral) and amortization; these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities;
- determine the method of payment for shares or securities giving access to the share capital to be issued or securities to be issued;
- set, where applicable, the terms and conditions of exercise of the rights attached to the shares or securities to be issued and, in particular, set the date, even retroactively, from which the new ordinary shares (*i.e.*, any underlying securities) will carry dividend rights; determine the terms of exercise of the rights to conversion, exchange and redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase;
- provide for the option of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three months;
- at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase;

- set, and make any adjustments to, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase through the incorporation of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the share capital will be preserved;
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation, as well as the exercise of the rights attached thereto.

The final terms of the transactions carried out pursuant to this authorization will be the subject of an additional report, in accordance with the provisions of Article L. 225-129-5 of the French Commercial Code, which the Board of Directors will prepare at the time when it will make use of the delegation of authority conferred on it by this Meeting. The Statutory Auditor will also prepare a supplementary report at that time.

**Resolves** that this authorization will supersede the previous delegation with the same purpose (*16<sup>th</sup> Resolution of the Meeting of June 22, 2023*).

#### **THIRTEENTH RESOLUTION**

*(Authorization to the Board of Directors, for the purposes of increasing the number of securities issued in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, up to a maximum of 15% in the event of the implementation of the delegation of authority referred to in the previous resolution, with maintenance of preferential subscription rights)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having read the Board of Directors' report and, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code,

**Authorizes** the Board of Directors, with the option of subdelegation, to *i)* increase the number of securities to be issued for the purpose of hedging any over-allocations and stabilizing prices in the context of an issue, with preferential subscription rights, of ordinary shares and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies which would directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, pursuant to the 12<sup>th</sup> Resolution and *ii)* to carry out the corresponding issues at the same price as that used for the initial issue and up to a limit of 15% of the latter, in accordance with the provisions of Article R. 225-118 of the French Commercial Code or any other applicable provision;

**Resolves** that this authorization, granted to the Board of Directors must be implemented within thirty (30) days of the closing of the subscription of the initial issue concerned; if the Board of Directors has not used it within this period of 30 days, it will be considered void for the issue in question;

**Resolves** that the nominal amount of the corresponding issues will be deducted from the amount of the applicable overall ceiling provided for in the 12<sup>th</sup> Resolution;

**Notes** that, in the event of an issue with preferential subscription rights, the limit provided for in 1° of I of Article L. 225-134 of the French Commercial Code will be increased in the same proportions;

**Resolves** that this authorization will supersede the previous delegation with the same purpose.

#### **FOURTEENTH RESOLUTION**

*(Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, with cancellation of preferential subscription rights without naming beneficiaries and by public offering, it being specified that (i) the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting and (ii) the implementation of this resolution, representing 10% of the share capital on the date of this Meeting, would prevent the implementation of the 15<sup>th</sup> and 16<sup>th</sup> resolutions)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having read the Board of Directors' report and the Statutory Auditor's special report, in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 *et seq.* of the said French Commercial Code,

**Delegates** to the Board of Directors its authority, with the option of subdelegating to the Chief Executive Officer, to proceed, on one or more occasions, in France or abroad, in the proportion and at the times that it deems to be appropriate with the issue, on the French and/or international market, by offering financial securities to the public, with cancellation of preferential subscription rights without naming beneficiaries, in euros or in a foreign currency, or in any other monetary unit established by reference to several currencies, of ordinary shares of the Company and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies that would directly or indirectly own more than half of its share capital or companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to a debt security, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, the securities representing debt may be issued with or without guarantee, under the forms, rates and conditions that the Board of Directors deems appropriate;

it being specified that the issue of preferred shares is strictly excluded from this delegation,

**Resolves** to set the following limits on the amounts of issues authorized in the event of use by the Board of Directors of this delegation:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation is set at one million one hundred and seventy-eight thousand six hundred (1,178,600) euros, increased to two million three hundred and fifty-seven thousand two hundred (2,357,200) euros in the event of the institution, for the benefit of the shareholders, on all or part of the issues, of a priority right or its equivalent value in foreign currencies on the date of the issue, it being specified that the total nominal amount of the capital increases carried out or authorized by the Board of Directors on the basis of the 12<sup>th</sup> to 17<sup>th</sup> Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation. To this ceiling may be added, where applicable, the nominal amount of additional shares to be issued in order to preserve, in accordance with the law and applicable contractual provisions, the rights of holders of securities giving access to Company's shares;

- the nominal amount of bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed an amount of sixty-seven million (67,000,000) euros or its equivalent in foreign currency on the date of issue, it being specified that the total nominal amount of bonds or other debt securities issued or authorized by the Board of Directors on the basis of the 12<sup>th</sup> to 17<sup>th</sup> Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation;

**Resolves** to cancel, without specifying the beneficiaries, the shareholders' preferential subscription rights to shares, other securities and all debt securities that may be issued pursuant to this resolution, while nevertheless leaving the Board of Directors the option to institute for the benefit of the shareholders, on all or part of the issues, a priority right to subscribe to them during the specified period and under the terms that it will set in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code, with this priority not giving rise to the creation of transferable rights, but may be exercised on both a pro rata entitlement and reducible basis,

**Takes note and resolves**, as necessary, that this delegation of authority automatically entails for the benefit of the holders of securities giving immediate or future access to the Company's share capital express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L. 225-132 of the French Commercial Code;

**Resolves** that this delegation of authority is granted to the Board of Directors for a period of **twenty-six (26) months** from this Meeting, *i.e.* until **August 19, 2026**, date on which it will be considered void if the Board of Directors has not made use of it,

**Resolves** that:

- for capital increases, the issue price of the new shares will be set by the Board of Directors, in accordance with the provisions of Articles L. 225-136 1° and R. 225-114 of the French Commercial Code and must be at least equal to the volume-weighted average of the last five trading sessions preceding its setting, reduced, where applicable, by a maximum discount of 10%, after correcting this average in the event of a difference in the vesting dates,
- for securities giving access to the share capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company at the time of the issue of the securities in question, increased by any sums liable to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above;
- the conversion, redemption and transformation into shares of each security giving access to the share capital will give rise, taking into account the nominal value of said security, to a number of shares such as the amount received by the Company, for each share will be at least equal to the minimum price referred to above.

**Resolves** that the new shares issued under the capital increases will be identical to the old ordinary shares and subject to all the provisions of the bylaws and the decisions of the Shareholders' Meetings,

**Stipulates** that the transactions referred to in this resolution formally exclude the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code,

**Stipulates** that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed takeover bid for the Company's shares until the end of the offer period,

**Resolves** that the Board of Directors shall have full powers to implement this delegation or not, as well as the power to defer it, if applicable, under the legal conditions and within the limits and conditions specified above, in particular in order to:

- decide on the capital increase and determine the securities to be issued and, more generally, to decide on issues under this delegation;
- decide the amount of the capital increase;
- set the issue price as well as the amount of the premium that may be requested upon issue, within the limits set by this resolution;
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and, in the case of bonds or other debt securities giving access to the Company's share capital, to decide on whether or not they are subordinated (and, where applicable, their rank of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (notably fixed or variable rate or zero or indexed coupon), their duration (fixed or indefinite) and the other terms of issue (including the granting of guarantees or collateral) and amortization; these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities;
- determine the method of payment for shares or securities giving access to the share capital to be issued or securities to be issued;
- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities to be issued and, in particular, to set the date, even retroactive, from which the new shares (*i.e.*, any underlying securities) will carry rights, determine the terms of exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase;
- provide for the option of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months;
- at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase;
- set, and make any adjustments to, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase through the incorporation of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the share capital will be preserved;
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial

service of the securities issued under this delegation, as well as the exercise of the rights attached thereto;

The final terms of the transaction will be the subject of an additional report, in accordance with the provisions of Article L. 225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it uses the delegation of authority to be conferred on it by this Meeting. The Statutory Auditor will also prepare a supplementary report at that time.

**Resolves** that this authorization will supersede the previous delegation with the same purpose (18<sup>th</sup> Resolution of the Meeting of June 22, 2023).

#### **FIFTEENTH RESOLUTION**

*(Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, by way of an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code and up to a limit of 10% of the share capital, with cancellation of preferential subscription rights without naming beneficiaries, it being specified that (i) the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting and (ii) the implementation of this resolution representing 10% of the share capital on the date of this Meeting would prevent the implementation of the 14<sup>th</sup> resolution without right of priority as well as the 16<sup>th</sup> resolution)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having read the Board of Directors' report and the Statutory Auditor's special report, in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 *et seq.* of the said French Commercial Code,

**Delegates** to the Board of Directors its authority, with the option of subdelegating to the Chief Executive Officer, to proceed, on one or more occasions, in France or abroad, in the proportion and at the times that it deems to be appropriate with the issue, by an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, with cancellation of preferential subscription rights without naming beneficiaries, in euros or in a foreign currency, or in any other monetary unit established by reference to several currencies, of ordinary shares of the Company and/or any other transferable securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies that would directly or indirectly own more than half of its share capital or companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, the securities representing debt may be issued with or without guarantee, under the forms, rates and conditions that the Board of Directors deems appropriate,

it being specified that the issue of preferred shares is strictly excluded from this delegation,

**Resolves** to set the following limits on the amounts of issues authorized in the event of use by the Board of Directors of this delegation:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation is set at one million one hundred and seventy-eight thousand six hundred (1,178,600) euros or the equivalent in foreign currencies on the day of the issue, it being specified that (i) the total nominal amount of these capital increases will be limited to 20% of the share capital per year (assessed on the date of implementation of the delegation) and (ii) the total nominal amount of capital increases carried out or authorized by the Board of Directors on the basis of the 12<sup>th</sup> to 17<sup>th</sup> Resolutions of this Shareholders' Meeting will be

deducted, by the same amount, from the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation. To this ceiling may be added, where applicable, the nominal amount of additional shares to be issued in order to preserve, in accordance with the law and applicable contractual provisions, the rights of holders of securities giving access to Company's shares;

- the nominal amount of bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed an amount of sixty-seven million (67,000,000) euros or its equivalent in foreign currency on the date of issue, it being specified that the total nominal amount of bonds or other debt securities issued or authorized by the Board of Directors on the basis of the 12<sup>th</sup> to 17<sup>th</sup> Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation;

**Resolves** to cancel, without naming beneficiaries, the shareholders' preferential subscription rights to shares, other securities and debt securities that may be issued pursuant to this resolution,

**Resolves** that the issues likely to be carried out pursuant to this resolution may be carried out by offers to qualified investors or to a restricted circle of investors within the meaning of paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code,

**Takes note and resolves**, as necessary, that this delegation of authority automatically entails for the benefit of the holders of securities giving immediate or future access to the Company's share capital, express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L. 225-132 of the French Commercial Code,

**Resolves** that this delegation of authority is granted to the Board of Directors for a period of **twenty-six (26) months** from this Meeting, *i.e.* until **August 19, 2026**, date on which it will be considered void if the Board of Directors has not made use of it,

**Resolves** that:

- for capital increases, the issue price of the new shares will be set by the Board of Directors, in accordance with the provisions of Articles L. 22-10-52 and R. 225-114 of the French Commercial Code and must be at least equal to the volume-weighted average of the last five trading sessions preceding its setting, reduced, where applicable, by a maximum discount of 10%, after correcting this average in the event of a difference in the dividend dates;
- for securities giving access to the share capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company at the time of the issue of the securities in question, increased by any sums liable to be paid to the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above;
- the conversion, redemption and transformation into shares of each security giving access to the share capital will give rise, taking into account the nominal value of said security, to a number of shares such as the amount received by the Company, for each share will be at least equal to the minimum price referred to above.

**Resolves** that the new shares issued under the capital increases will be identical to the old ordinary shares and subject to all the provisions of the bylaws and the decisions of the Shareholders' Meetings,



**Stipulates** that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed takeover bid for the Company's shares until the end of the offer period,

**Resolves** that the Board of Directors shall have full powers to implement this delegation or not, as well as the power to defer it, if applicable, under the legal conditions and within the limits and conditions specified above, in particular in order to:

- decide on the capital increase and determine the securities to be issued and, more generally, to decide on issues under this delegation;
- decide the amount of the capital increase;
- set the issue price as well as the amount of the premium that may be requested upon issue, within the limits set by this resolution;
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and, in the case of bonds or other debt securities giving access to the Company's share capital, to decide on whether or not they are subordinated (and, where applicable, their rank of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (notably fixed or variable rate or zero or indexed coupon), their duration (fixed or indefinite) and the other terms of issue (including the granting of guarantees or collateral) and amortization; these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities;
- decide, in the event that the subscriptions have not absorbed the entire issue, to limit the amount of the capital increase to the amount of subscriptions received, provided that this amounts to at least three-quarters of the total amount of the issue decided;
- determine the method of payment for shares or securities giving access to the share capital to be issued or securities to be issued;
- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities to be issued and, in particular, to set the date, even retroactive, from which the new shares (*i.e.*, any underlying securities) will carry rights, determine the terms of exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase;
- provide for the option of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months;
- at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase;
- set, and make any adjustments to, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase through the incorporation of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital or any other transaction affecting shareholders' equity, and set the terms and conditions under which,

where applicable, the rights of holders of securities giving access to the share capital will be preserved;

- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation, as well as the exercise of the rights attached thereto;

The final terms of the transaction will be the subject of an additional report, in accordance with the provisions of Article L. 225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it uses the delegation of authority to be conferred on it by this Meeting. The Statutory Auditor will also prepare a supplementary report at that time.

**Resolves** that this authorization will supersede the previous delegation with the same purpose (*19<sup>th</sup> Resolution of the Meeting of June 22, 2023*).

#### **SIXTEENTH RESOLUTION**

*(Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, with cancellation of shareholders' preferential subscription rights in favor of categories of beneficiaries, it being specified that (i) the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting and (ii) the implementation of this resolution, representing 10% of the share capital on the date of this Meeting, would prevent the implementation of the 14<sup>th</sup> resolution without right of priority as well as the 15<sup>th</sup> resolution)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having read the Board of Directors' report and the Statutory Auditor's special report, in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-135, L. 225-138, L. 228-92 and L. 228-93 of the said French Commercial Code,

**Delegates** to the Board of Directors its authority, with the option of subdelegating to the Chief Executive Officer, to proceed, on one or more occasions, in France or abroad, in the proportion, at the times and in the manner it deems appropriate, with the issue, on the French and/or international market, with cancellation of shareholders' preferential subscription rights, in euros or in a foreign currency or in any other monetary unit established by reference to several currencies, of new Company shares and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies that would directly or indirectly own more than half of its share capital or companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, the securities representing debt may be issued with or without guarantee, under the forms, rates and conditions that the Board of Directors deems appropriate;

it being specified that the issue of preferred shares is strictly excluded from this delegation,

**Resolves** to set the following limits on the amounts of issues authorized in the event of use by the Board of Directors of this delegation:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation is set at one million one hundred and seventy-eight thousand six hundred (1,178,600) euros or its equivalent in foreign currencies on the date of issue, or in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of capital increases carried out or authorized by the Board of Directors on the basis of the 12<sup>th</sup> to 17<sup>th</sup> Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation. To this ceiling will be added, where applicable, the nominal amount of any shares to be issued, in the event of new financial transactions to preserve, in accordance with the law, the rights of the holders of securities giving access to the share capital;
- the nominal amount of bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed an amount of sixty-seven million (67,000,000) euros or its equivalent in foreign currencies on the date of issue, or in any other established monetary unit, by reference to several currencies, it being specified that the total nominal amount of bonds or other debt securities issued or authorized by the Board of Directors on the basis of the 12<sup>th</sup> to 17<sup>th</sup> Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation.

**Takes note and resolves**, as necessary, that this delegation of authority automatically entails for the benefit of the holders of securities giving immediate or future access to the Company's share capital, express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L. 225-132 of the French Commercial Code;

**Resolves** that this delegation of authority is granted to the Board of Directors for a period of **eighteen (18) months** from this meeting, *i.e.* until **December 19, 2025**, date on which it will be considered void if the Board of Directors has not made use of it,

**Resolves** to cancel the preferential subscription rights of shareholders to shares, other securities and debt securities that may be issued pursuant to this resolution, in favor of categories of beneficiaries of the shares or securities to be issued, namely:

- investment companies and investment funds governed by French or foreign law that invest on a regular basis in so-called "small or mid-cap" growth companies (including, without limitation, any investment funds or venture capital companies, notably all FPCI, FCPR, FIP or holding companies) in the biotechnology, cleantech, medtech, greentech, new technologies and consumer goods sectors participating in the issue for a unit investment amount greater than 100,000 euros (issue premium included); and
- industrial companies operating in the biotechnology, cleantech, medtech, greentech, new technologies and consumer goods sectors taking a stake in the Company's share capital at the time of the signing of an agreement with the Company, for a unitary investment amount greater than 100,000 euros (issue premium included).

The Board of Directors will determine the precise list of beneficiaries of this or these capital increases and/or issues of reserved securities within this or these categories of persons and the number of shares to be allocated to each of them.

**Resolves that:**

- for capital increases, the issue price of the new shares (which will be assimilated to old shares, as specified in the paragraph below) will be set by the Board of Directors, in accordance with

the provisions of Articles L. 225-138-II and R. 225-114 of the French Commercial Code and must be at least equal to the volume-weighted average of the last five trading sessions preceding its setting, reduced, where applicable, by a maximum discount of 10%, after correction of this average in the event of a difference in the dividend dates,

- for securities giving access to the share capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company at the time of the issue of the securities in question, increased by any sums liable to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above;
- the conversion, redemption and transformation into shares of each security giving access to the share capital will give rise, taking into account the nominal value of said security, to a number of shares such as the amount received by the Company, for each share will be at least equal to the minimum price referred to above.

**Resolves** that the new shares issued under the capital increases will be identical to the old ordinary shares and subject to all the provisions of the bylaws and the decisions of the Shareholders' Meetings,

**Stipulates** that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed takeover bid for the Company's shares until the end of the offer period,

**Resolves** that the Board of Directors shall have full powers to implement this delegation or not, as well as the power to defer it, if applicable, under the legal conditions and within the limits and conditions specified above, in particular in order to:

- decide on the capital increase and determine the securities to be issued and, more generally, to decide on issues under this delegation,
- decide on the amount of the capital increase,
- set the issue price as well as the amount of the premium that may be requested upon issue, within the limits set by this resolution,
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and, in the case of bonds or other debt securities giving access to the Company's share capital, to decide on whether or not they are subordinated (and, where applicable, their rank of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (notably fixed or variable rate or zero or indexed coupon), their duration (fixed or indefinite) and the other terms of issue (including the granting of guarantees or collateral) and amortization; these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities;
- decide, in the event that the subscriptions have not absorbed the entire issue, to limit the amount of the capital increase to the amount of subscriptions received, provided that this amounts to at least three-quarters of the total amount of the issue decided,
- determine the method of payment for shares or securities giving access to the share capital to be issued or securities to be issued,

- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities to be issued and, in particular, set the date, even retroactive, from which the new shares (*i.e.*, any underlying securities) will carry rights, determine the terms of exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase,
- provide for the option of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months,
- at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase,
- set, and make any adjustments to, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase through the incorporation of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the share capital will be preserved,
- record the completion of each capital increase and make the corresponding amendments to the bylaws,
- in general, enter into any agreement, in particular with a view to preserving the rights of any holders of securities giving the right immediately or in the future to a portion of the share capital, take all measures and carry out all formalities necessary for the issue, the registration and financial services of the securities issued under this delegation and the exercise of the rights attached thereto, carry out all formalities and declarations, and request any authorizations that may prove necessary for the realization and proper end of this issue and, in general, do whatever is necessary.

The final terms of the transaction will be the subject of an additional report, in accordance with the provisions of Article L. 225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it uses the delegation of authority to be conferred on it by this Meeting. The Statutory Auditor will also prepare a supplementary report at that time.

**Resolves** that this authorization will supersede the previous delegation with the same purpose (20<sup>th</sup> Resolution of the Meeting of June 22, 2023).

#### **SEVENTEENTH RESOLUTION**

*(Authorization to the Board of Directors, for the purposes of increasing the number of securities issued in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, up to a maximum of 15%, in the event of the implementation of the delegations of authority referred to in the previous three resolutions, with cancellation of preferential subscription rights)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having read the Board of Directors' report and, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code,

**Authorizes** the Board of Directors, with the option of subdelegation, to *i)* increase the number of securities to be issued for the purpose of hedging any over-allocations and stabilizing prices in the

context of an issue, without preferential subscription rights, of ordinary shares and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies which would directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving rights to debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, pursuant to the 14<sup>th</sup> to 16<sup>th</sup> Resolutions and *ii*) to carry out the corresponding issues at the same price as that used for the initial issue and up to a limit of 15% of the latter, in accordance with the provisions of Article R. 225-118 of the French Commercial Code or any other applicable provision;

**Resolves** that this authorization granted to the Board of Directors must be implemented within fifteen (15) days of the closing of the subscription of the initial issue concerned; if the Board of Directors has not used it within this period of 15 days, it will be considered void for the issue in question;

**Resolves** that the nominal amount of the corresponding issues will be deducted from the amount of the applicable ceilings provided for in the 14<sup>th</sup> to 16<sup>th</sup> Resolutions;

**Notes** that, in the event of an issue with or without preferential subscription rights, the limit provided for in 1° of I of Article L. 225-134 of the French Commercial Code will be increased in the same proportions;

**Resolves** that this authorization will supersede the previous delegation with the same purpose (*21<sup>st</sup> Resolution of the Meeting of June 22, 2023*).

#### **EIGHTEENTH RESOLUTION**

*(Authorization granted to the Board of Directors to allocate free shares)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report and the Statutory Auditor's special report,

**Authorizes** the Board of Directors, in accordance with the provisions of Articles L. 225-197-1 *et seq.* of the French Commercial Code, to allocate, on one or more occasions, free shares, existing or to be issued, to the benefit of the beneficiaries that it will determine from among the employees of the Company or companies or groups related to it under the conditions provided for in Article L. 225-197-2 of the said Code and the corporate officers referred to in Article L. 225-197-1 II, (the directors of the Company being unable to benefit from these allocations), under the conditions defined below;

**Resolves** that the total number of free shares granted under this authorization may not exceed 1% of share capital, the ceiling thus decided does not include any additional shares to be issued, in order to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of the transferable securities giving access to the capital. However, it is specified that the total number of free shares awarded by the Board of Directors under this authorization to the corporate officers referred to in Article L. 225-197-1, II (the directors of the Company, with the exception of the Chief Executive Officer, being unable to benefit from these allocations) may not exceed the lower of the following two ceilings: (i) 60,000 shares or (ii), in value on the initial grant date, 300% of the beneficiary's annual compensation;

**Resolves** that the total number of free shares awarded by the Board of Directors under this authorization may not exceed an amount such that (i) the cumulative number of BSPCEs and BSAs issued and not exercised in favor of directors, consultants or employees of the Company and (ii) the total number of free shares granted during the vesting period exceeds 10% of share capital,

**Resolves** that the grants made pursuant to this resolution must be subject to compliance by the beneficiary with the condition of continued presence until December 31, 2027 (full-time or at least 80%) and the achievement of the following performance conditions:

- 1) for 25% of the free shares allocated to the beneficiary ("**Tranche 1**"): the holding by the Carbios Group, before December 31, 2027, of at least two new international patent families reinforcing the protection of PET (process or enzymes) and at least two new international patent families reinforcing the protection of new polymers, compared to December 31, 2023;
- 2) for 30% of the free shares allocated to the beneficiary ("**Tranche 2**"): the achievement by the Longlaville bio-recycling plant, by the last quarter of 2027 at the latest, of an annual production rate in line with the plan adopted by the Board of Directors and which may not be less than 80% of full plant capacity (Annual basis: 50,000 metric tons of incoming waste);
- 3) for 30% of the free shares allocated to the beneficiary ("**Tranche 3**"): achievement by the Carbios Group, during the 2026 and 2027 fiscal years, of overall income in line with the plan that will be validated by the Board of Directors in December 2024, including sales of licenses for PET biorecycling, sales of Carbios Active (PLA) and the sold production of products from the Longlaville plant;
- 4) for 15% of the free shares allocated to the beneficiary ("**Tranche 4**"): the Carbios Group obtaining B Corp certification before December 31, 2025.

**Resolves** that the allocation of said shares to their beneficiaries will become definitive, for all or part of the shares allocated, at the end of a vesting period of a minimum duration of three years;

**Resolves** that, within the limits set in the previous paragraphs, the Board of Directors will determine the length of the vesting period and the length of any holding period; it being specified that at the end of the possible holding period, these shares may only be sold in accordance with the applicable legislative and regulatory provisions;

**Resolves** that the allocation of said shares to their beneficiaries will become definitive before the expiry of the aforementioned vesting periods in the event of disability of beneficiaries corresponding to the classification in the second or third of the categories provided for in Article L. 341-4 of the French Social Security Code and that said shares will be freely transferable in the event of disability of beneficiaries corresponding to the classification in the aforementioned categories of the said Code;

**Confers** full powers to the Board of Directors, with the option of subdelegation within the legal limits, to implement this authorization and in particular to:

- determine the identity of the beneficiaries of the share allocations from among the employees of the Company or of the aforementioned companies or groups and the corporate officers referred to in Article L. 225-197-1, II of the French Commercial Code;
- for the shares that would, if applicable, be allocated to the executive corporate officers referred to in Article L. 225-197-1 II para. 4 of the French Commercial Code, either decide that these shares may not be sold by the interested parties before the termination of their duties, or set the number of shares that they will be required to hold in registered form until the termination of their duties;
- set the conditions and, where applicable, the criteria for the allocation of shares, and in particular any performance conditions that it deems useful, as well as the terms of adjustment in the event of a financial transaction by the Company;

- in the event of the issue of new shares, deduct, where applicable, from the reserves, profits or issue premiums, the sums necessary to pay up said shares;
- adjust, where applicable, the number of shares granted in connection with any transactions involving the Company's share capital;
- record the capital increase(s) resulting from any allocation made by the use of this authorization and amend the bylaws accordingly;

**Takes** note that, in the event that the Board of Directors should use this authorization, it will inform the Ordinary Shareholders' Meeting each year of the transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, under the conditions provided for by Article L. 225-197-4 of said Code;

**Resolves** that this delegation of authority is granted to the Board of Directors for a period of **thirty-eight (38) months** from this Meeting, *i.e.* until **August 19, 2027**, date on which it will be considered void if the Board of Directors has not made use of it,

**Resolves** that this authorization will supersede the previous delegation with the same purpose (22<sup>nd</sup> Resolution of the Meeting of June 22, 2023).

#### **NINETEENTH RESOLUTION**

*(Delegation of powers to be granted to the Board of Directors to decide on a capital increase in cash reserved for employees who are members of a company savings plan in accordance with the provisions of Articles L. 225-129-6 of the French Commercial Code and L. 3332-18 et seq. of the French Labor Code, with cancellation of preferential subscription rights reserved for the benefit of the Company's employees).*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report,

**Resolves** to carry out a capital increase of a maximum nominal amount equal to 0.5% of the share capital as noted at the time of the issue by issuing new ordinary shares of the Company, with a nominal value of €0.70, to be paid up in cash or by offsetting with certain, liquid and payable receivables on the Company, reserved for employees of the Company or companies related to it within the meaning of Article L. 225-180 of the French Commercial Code, members of the Company Savings Plan to be set up at the initiative of the Company and/or any mutual fund through which the new shares thus issued would be subscribed by them,

**Resolves** that the subscription price of the shares issued pursuant to this delegation of powers, which will confer the same rights as the former shares of the same class, will be set by the Board of Directors under the conditions provided for in Article L. 3332-19 or L. 3332-20 of the French Labor Code, depending on whether or not the shares are admitted to trading on a regulated market on the date of the capital increase,

**Resolves** to cancel the shareholders' preferential subscription rights to ordinary shares to be issued under this resolution, pursuant to Article L. 225-132 of the French Commercial Code, and to reserve the subscription to employees in service with the Company on the day of subscription and who are members of the Company Savings Plan,

**Resolves** that each capital increase will only be carried out up to the amount of shares actually subscribed by employees individually or through a company mutual fund or any other structure or entity permitted by applicable legal or regulatory provisions,



**Resolves** to delegate to the Board of Directors, in accordance with the provisions of Article L. 225-129-1 of the French Commercial Code, all powers, with the option of subdelegating under the conditions of Article L. 22-10-49 of the French Commercial Code, to implement this decision under the legal conditions and within the limits and conditions specified above, in particular to:

- carry out, after the implementation of the Company Savings Plan, within a maximum period of five (5) years from the date of this decision, the capital increase in one or more installments, at its sole discretion, through the issue of shares reserved for employees of the Company or related companies within the meaning of Article L. 225-180 of the French Commercial Code and which are members of the Company Savings Plan in favor of which the preferential subscription rights have been waived;
- determine the conditions for the allocation, if any, of the new shares thus issued to the aforementioned employees under the legal conditions, including the conditions of seniority; draw up the list of beneficiaries, as well as the number of shares likely to be allocated to each employee, up to the limit of the capital increase;
- decide that subscriptions may be made directly or through a company mutual fund or any other structure or entity permitted by applicable legal or regulatory provisions;
- set up and set the terms and conditions for joining the Company Savings Plan, which may be necessary, by establishing or amending its regulations;
- set the date and terms of the issues that will be carried out under this delegation of authority in accordance with the legal and statutory requirements, and, in particular, set the subscription price in compliance with the conditions of Article L. 3332-20 of the French Labor Code; set the opening and closing dates for subscriptions, the vesting dates and the deadlines for the release of shares; collect employee subscriptions;
- collect the sums corresponding to the payment of subscriptions, whether made by payment of cash or by offsetting receivables, and, if applicable, stop the credit balance of current accounts opened in the Company's books in the name of subscribers paying them up by offsetting the shares subscribed;
- set, within the legal limit of three (3) years from the date of the subscription provided for in Article L. 225-138-1 of the French Commercial Code, the period granted to subscribing employees for the payment of their subscription amount, it being specified that in accordance with the legal provisions, the subscribed shares may be paid up, at the request of the Company or the subscriber, in periodic installments or by equal and regular deductions from the subscriber's salary;
- record the completion of capital increases up to the amount of shares that will be effectively subscribed individually or through the Company's existing company mutual fund or any other structure or entity permitted by applicable legal or regulatory provisions, and, where applicable, charge any costs to the amount of premiums paid at the time of the issue of the shares and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase;
- carry out, directly or through an agent, all legal transactions and formalities;
- make any amendments to the bylaws corresponding to increases in the share capital;
- take all measures, and generally do all that is useful and necessary for the definitive realization of the increase or successive increases of the share capital.

**Resolves** to set at **twenty-six (26) months** from the date of this decision the period of validity of this delegation, *i.e.* until **August 19, 2026**, from the date of this Meeting, date on which it will be considered void if the Board of Directors has not made use of it.

**Resolves** that this authorization will supersede the previous delegation with the same purpose (23<sup>rd</sup> Resolution of the Meeting of June 22, 2023).

### **TWENTIETH RESOLUTION**

*(Authorization to the Board of Directors to reduce the Company's share capital by means of canceling shares)*

The Shareholders' Meeting, voting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' report,

after having recalled the admission to trading of the Company's shares on the Euronext Growth Paris market, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code,

**Authorizes** the Board of Directors, with the option of subdelegation, to cancel on one or more occasions at the times it sees fit, for a period of **eighteen (18) months** as from this Shareholders' Meeting, *i.e.* until **December 19, 2025**, the shares acquired by the Company pursuant to the authorization granted in the 11<sup>th</sup> Resolution, or any resolution having the same purpose and the same legal basis, within the limit of 10% of the Company's share capital per period of twenty-four (24) months, and correspondingly reduce the share capital, it being recalled that this percentage applies to capital adjusted according to transactions affecting it subsequent to this Meeting,

**Authorizes** the Board of Directors to allocate the difference between the repurchase value of the canceled shares and their par value to the "Issue premium" item or to any other available reserve item, including the legal reserve, up to the limit of 10% of the capital reduction carried out,

**Gives** all powers to the Board of Directors, subject to strict compliance with legal and regulatory texts, with the option of subdelegation, for the purpose of:

- carrying out this or these operations to cancel shares and reduce the share capital;
- determining the final amount of the capital reduction;
- setting the terms and conditions;
- recording the completion;
- amending the Company's bylaws accordingly;
- carrying out all formalities and declarations to all organizations;
- and, in general, doing all that is necessary to implement this authorization.

### **TWENTY-FIRST RESOLUTION**

*(Powers to carry out formalities)*

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings,

**Gives** all powers to the bearer of copies or extracts of these minutes of this meeting in order to carry out all formalities of publication and filing provided for by the legislation in force.

\*  
\*       \*  
\*

## **INFORMATION**

### ***1 – Participation in the Shareholders' Meeting***

### ***Shareholder status***

Shareholders may take part in this Shareholders' Meeting regardless of the number of shares they own, notwithstanding any provisions to the contrary in the bylaws. Each shareholder is admitted upon proof of identity.

Shareholders may attend the Shareholders' Meeting:

- either by participating physically;
- or by voting by post;
- or by being represented by giving a proxy to the Chairman;
- or by being represented by giving a proxy to any other person of their choice (Articles L. 225-106 and L. 22-10-39 of the French Commercial Code).

It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and vote against the adoption of all other draft resolutions.

A shareholder who has already cast a vote remotely, sent a proxy or requested an admission card or a certificate of attendance may no longer choose another method of participation in the Shareholders' Meeting, unless otherwise provided in the bylaws.

Legal representatives of incapacitated shareholders and representatives of legal entities shareholders may be required to prove their capacity by producing a copy of the court decision or a certified extract of the decision of the partners or the Board that appointed them.

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders may attend the Shareholders' Meeting who can prove:

- in the case of registered shares: registration of said shares in the Company's registered securities accounts on Tuesday, June 18, 2024 at midnight, Paris time;
- in the case of bearer shares: registration of said shares (where applicable in the name of the intermediary registered on behalf of the shareholder concerned under the legal and regulatory conditions) in the bearer share accounts held by their authorized intermediary on Tuesday, June 18, 2024 at midnight, Paris time. The authorized intermediaries will issue a certificate of attendance, attached to the postal voting or proxy form drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only shareholders who prove that they are in this capacity on Tuesday, June 18, 2024 at midnight, Paris time, under the conditions set out above, may participate in this Shareholders' Meeting.

Shareholders may at any time sell all or part of their shares:

- if the sale takes place before Tuesday, June 18, 2024 at midnight, Paris time, the vote cast by post or the proxy, accompanied, where applicable, by a certificate of attendance, will be invalidated or amended accordingly, as the case may be. For this purpose, the authorized intermediary holding the account must notify the Company or its agent of the sale and provide it with the necessary information;
- if the sale or any other transaction were carried out after Tuesday, June 18, 2024 at midnight, Paris time, regardless of the means used, it would not be notified by the authorized intermediary or taken into consideration by the Company.

### ***Method of participation in the Meeting***

To attend the meeting in person, shareholders may request an admission card with a certificate of attendance attached.

A certificate must also be delivered by their financial intermediary to shareholders holding bearer shares and wishing to attend the meeting in person who have not received their admission card by midnight, Paris time, on the second business day preceding the meeting, to prove their status as a shareholder on the second business day preceding the meeting.

If they do not attend this meeting in person, shareholders may choose to vote by correspondence or proxy, with or without indication of proxy.

a. Voting by correspondence, by proxy or by post

Any shareholder (registered or bearer) wishing to vote by post or by proxy may request a postal voting or proxy vote form by letter addressed to **Uptevia, Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex**, or by email to the following address: [AG@carbios.com](mailto:AG@carbios.com) no later than six days before the Shareholders' Meeting. The postal voting or proxy form will also be available on the Company's website: <https://www.carbios.com/en/general-meetings/>.

Shareholders will return their postal or proxy voting forms so that the Company or Uptevia receives them no later than three days before the date of the Shareholders' Meeting, *i.e.* no later than Monday, June 17, 2024:

- if their shares are registered in an account in registered form: return the form directly to **Uptevia, Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex, or by email to the following address: [AG@carbios.com](mailto:AG@carbios.com)**;
- if their shares are registered in an account in bearer form: return the form to the account-keeping institution which manages it, which will accompany it with a certificate of attendance, and send it to **Uptevia, Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex, or by email to the following address: [AG@carbios.com](mailto:AG@carbios.com)**.

It is specified that no form received after this deadline will be taken into account.

b. Applying for an admission card or voting by post or by proxy by electronic means

Shareholders wishing to vote by post or by proxy via the Internet may, before the Shareholders' Meeting, send their voting instructions as follows:

- if their shares are registered in an account in registered form: on the secure VOTACCESS platform accessible *via* the Uptevia Shareholder space, whose address is: <https://www.investor.uptevia.com>. Shareholders will be able to log in to the Shareholders' space using the identifier indicated on the Single Form sent with the notice of meeting as well as their usual access code;
- if their shares are registered in an account in bearer form: it is up to the bearer shareholder to find out whether or not their account-keeping institution is connected to the VOTACCESS website and, if applicable, to read the terms and conditions for the use of the VOTACCESS website. If the shareholder's financial intermediary is connected to the VOTACCESS website, the shareholder must identify him/herself on the Internet portal of their financial intermediary with his/her usual access codes. They must then follow the instructions on the screen to access the VOTACCESS website and transmit their instructions.

The VOTACCESS platform for this Shareholders' Meeting will be open from **May 31, 2024 at 10 a.m.** The possibility of requesting an admission card, voting or appointing as a proxy (to the Chairman of the Board of Directors or another shareholder, their spouse or partner with whom they have entered into a civil solidarity pact) by Internet before the Shareholders' Meeting will end on **June 19, 2024, at 3 p.m.**,

Paris time. In order to avoid any potential congestion on the Votaccess platform, shareholders are strongly recommended not to wait until the last moment to enter their instructions.

c. Processing of proxies for appointed persons

Shareholders may appoint or revoke a proxy by post, as follows:

- if their shares are registered in an account: the registered shareholder must complete the single voting form attached to the notice of meeting that will be sent to him/her, specifying that he/she wishes to be represented or vote by post and then return it, dated and signed, to Uptevia using the prepaid envelope included with the notice of meeting;
- if their shares are registered in an account in bearer form: the shareholder in bearer form must request the Single Voting Form from the financial intermediary that manages their shares, as from the date of the convening of the Shareholders' Meeting, and complete it specifying the surname, first name and address of the shareholder accompanied by a copy of the identity document of the principal and the proxy, then return it, dated and signed, to the financial intermediary, who will forward it with the certificate of attendance issued by it to Uptevia, Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex, as well as the surname, first name and address of the appointed or revoked proxy;

Only notifications of appointment or revocation of proxies duly signed, completed and received no later than three days before the date of the Shareholders' Meeting may be taken into account.

A proxy is revoked under the same formal conditions as those used for its appointment.

In accordance with the law, all documents that must be communicated to this Shareholders' Meeting will be made available to shareholders, within the legal deadlines, at the registered office of CARBIOS, Cataroux site, 8 rue de la Grolière 63100 Clermont-Ferrand, France and on its website: <https://www.carbios.com/en/general-meetings/>.

**2 – Submission of written questions and request for inclusion of agenda items or draft resolutions**

Shareholders may submit written questions to the Company as from the convening of the Shareholders' Meeting in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. These questions should be sent to the Chairman of the Board of Directors at the registered office of CARBIOS, Cataroux site, 8 rue de la Grolière 63100 Clermont-Ferrand, France, by registered mail with acknowledgment of receipt or by email to the following address: [AG@carbios.com](mailto:AG@carbios.com), no later than the end of the fourth business day preceding the date of the Shareholders' Meeting, *i.e.* Friday, June 14, 2024. They must be accompanied by a shareholding certificate.

Motivated requests to include items or draft resolutions on the agenda by shareholders meeting the legal and regulatory conditions in force, or by the Social and Economic Committee, must be sent to the registered office of CARBIOS at the following address: Site de Cataroux, 8 rue de la Grolière 63100 Clermont-Ferrand, by registered mail with acknowledgment of receipt or by email to the following address: [AG@carbios.com](mailto:AG@carbios.com), no later than the twenty-fifth (25<sup>th</sup>) day preceding the date of the Shareholders' Meeting. These requests must be accompanied by a shareholding certificate justifying the possession or representation by the authors of the request of the fraction of the capital required by the provisions in force. The request shall be accompanied by the text of the draft resolutions, which may include a short explanation of the purpose. The request for inclusion of an item on the agenda is justified.

It is also recalled that the review by the Shareholders' Meeting of the items on the agenda and of the resolutions to be presented is subject to the transmission by the interested parties of a new certificate

justifying the inclusion in their account of their securities in the same accounts in the second (2<sup>nd</sup>) business day preceding the Shareholders' Meeting at midnight, Paris time.

### ***3 – Right of communication***

The documents and information provided for in Article R. 225-8 of the French Commercial Code may be consulted on the Company's website <https://www.carbios.com/en/general-meetings/> as well as at the registered office of CARBIOS, Cataroux site, 8 rue de la Grolière 63100 Clermont-Ferrand, France as from the notice of the Shareholders' Meeting.

Shareholders are informed that a notice of meeting will be published in the B.A.L.O. at least fifteen (15) days before the date of the Shareholders' Meeting stating any changes made to the agenda following registration requests for draft resolutions presented by shareholders and/or the Social and Economic Committee.

*Board of Directors*