

CARVOLIX

A public limited company with a capital of €5,925,180.00
Registered office: 900 Rue André Ampère, Buildings A and C,
13290 Aix-en-Provence
837 722 560 RCS Aix-en-Provence
(the “**Company**”)

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1. HOW TO ATTEND AND VOTE AT THE MEETING

1 – Attendance at the Meeting

Shareholder Status

Shareholders may attend this General Meeting regardless of the number of shares they own, notwithstanding any provisions to the contrary in the Articles of Association. Each shareholder is admitted upon presentation of identification.

Shareholders may participate in the General Meeting:

- either by attending in person;
- either by voting by mail;
- either by appointing a proxy to represent them;
- or by appointing a proxy to any other person of their choice (Articles L.225-106 and L.22-10-39 of the Commercial Code).

In accordance with Article R.22-10-28 of the French Commercial Code, shareholders who provide proof of the following may participate in the General Meeting:

- **in the case of registered shares:** that said shares are recorded in the Company's registered securities accounts as of midnight Paris time on Tuesday, June 23, 2026;
- **in the case of bearer shares:** that said shares are recorded in the bearer securities accounts maintained by their authorized intermediary (where applicable, in the name of the intermediary registered on behalf of the relevant shareholder in accordance with legal and regulatory requirements) as of 12:00 a.m. Paris time on Tuesday, June 23, 2026. Authorized intermediaries will issue a certificate of attendance, attached to the admission card, to the mail-in ballot or proxy form prepared in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only shareholders who can prove their status as of Tuesday, June 23, 2026, at 12:00 a.m. Paris time, under the conditions outlined above, may participate in this General Meeting.

It is specified that for any proxy granted by a shareholder without designating a proxy holder, the Chair of the General Meeting will cast a vote in favor of adopting the draft resolutions presented or approved by the Board of Directors and a vote against adopting all other draft resolutions.

A shareholder may at any time transfer all or part of their shares:

- if the transfer occurs before midnight Paris time on Tuesday, June 23, 2026, the vote cast by mail or the proxy, accompanied, if applicable, by a certificate of attendance, will be invalidated or modified accordingly, as the case may be. To this end, the authorized account-holding intermediary must notify the Company or its agent of the transfer and provide the necessary information;
- If the transfer or any other transaction is carried out after midnight (Paris time) on Tuesday, June 23, 2026, regardless of the method used, it will not be reported by the authorized intermediary nor taken into account by the Company.

How to Attend the General Meeting

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

A certificate must also be issued by the shareholder's financial intermediary to any shareholder wishing to attend the meeting in person who has not received their admission card by midnight, Paris time, on the fifth business day preceding the meeting.

If unable to attend the meeting in person, shareholders may choose to vote by mail or by proxy, with or without designating a proxy holder.

Voting by mail or proxy via postal mail or electronically

Any shareholder (registered or bearer) wishing to vote by mail or by proxy may request a mail-in or proxy voting form by sending a letter to the Company's registered office: General Secretariat, 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence or by email to the following address: assemblee-generale@carvolix.eu no later than six days before the General Meeting. The mail-in or proxy voting form will also be available on the Company's website: <https://www.carvolix.eu/fr/investisseurs/>.

Shareholders must return their mail-in voting or proxy forms in such a way that the Company receives them no later than three days before the date of the General Meeting, i.e., no later than Saturday, June 27, 2026, at midnight Paris time:

- **if their shares are held in a registered account:** return the form directly to the Company's registered office at the following address: General Secretariat, 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence, or by email to the following address: assemblee-generale@carvolix.eu ;
- **if their shares are held in a bearer account:** return the form to the account-holding institution responsible for managing the account, which will attach a certificate of ownership and forward it to the Company's registered office at the following address: General Secretariat, 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence, or by email to the following address: assemblee-generale@carvolix.eu .

Please note that no forms received after this deadline will be considered.

No voting or participation procedures via electronic means of telecommunication are provided for this Meeting, and consequently, no website as referred to in Article R.225-61 of the Commercial Code will be set up for this purpose.

In accordance with Article R. 22-10-28 of the French Commercial Code, once a shareholder has already cast a vote remotely, sent a proxy, or requested an admission card or a certificate of attendance, they may no longer choose another method of participation in the General Meeting.

Appointment/Revocation of Proxies with Designation of Proxyholder

Shareholders may grant or revoke a proxy with designation of a proxy holder by mail in accordance with the following procedures:

- **if their shares are held in a registered account:** the registered shareholder must complete the Single Voting Form, attached to the notice of meeting sent to them, specifying that they wish to be represented or to vote by mail, and then return it, dated and signed, to the Company's registered office at the following address: Corporate Secretary, 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence;
- **if their shares are held in a bearer account:** bearer shareholders must request the Single Voting Form from their financial intermediary who manages their shares, starting on the date the notice of

the General Meeting is issued, complete it by specifying the shareholder's last name, first name, and address, then return it dated and signed to their financial intermediary, who will forward it—along with the attendance certificate issued by the intermediary—to the Company's registered office at the following address: General Secretariat, 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence, along with the last name, first name, and address of the proxy appointed or revoked;

Only notifications of the appointment or revocation of proxies that are duly signed, completed, and received no later than three days before the date of the general meeting or within the time limits provided for in Article R. 225-80 of the Commercial Code may be taken into account.

The revocation of a proxy must be made in the same form as that used for its appointment.

2 - Submission of written questions and requests to add items to the agenda or draft resolutions

Shareholders may submit written questions to the Company as of the date of the notice of the General Meeting in accordance with Articles L.225-108 and R.225-84 of the French Commercial Code. These questions must be addressed to the Chairman of the Board of Directors at the Company's registered office at the following address: 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence, by certified mail with return receipt requested or by email to the following address: assemblee-generale@carvolix.eu, no later than the fourth business day preceding the date of the General Meeting, i.e., Wednesday, June 24, 2026. They must be accompanied by a certificate of book-entry registration.

Reasoned requests to include items or draft resolutions on the agenda by shareholders meeting the applicable legal and regulatory requirements, or by the Social and Economic Committee, must be sent to the Company's registered office at the following address: General Secretariat, 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence, by certified mail with return receipt requested or by email to the following address: assemblee-generale@carvolix.eu within twenty (20) days of the date of this notice and must be received by the Company no later than the twenty-fifth (25) day preceding the date of the General Meeting. These requests must be accompanied by a certificate of book-entry registration proving that the authors of the request hold or represent the portion of the capital required by the provisions in force. The request to include draft resolutions must be accompanied by the text of the draft resolutions, which may be accompanied by a brief statement of reasons. The request to include an item on the agenda must be supported by a statement of reasons.

It is further noted that the General Meeting's consideration of the agenda items and resolutions to be presented is contingent upon the interested parties submitting a new certificate verifying the registration of their shares in the same accounts by midnight (Paris time) on the fifth (5th) business day preceding the General Meeting.

3 - Documents made available to shareholders

In accordance with applicable laws and regulations, all documents that must be made available to shareholders in connection with the Annual General Meeting are available at the Company's registered office: 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence, as of the publication of the notice of meeting or fifteen days prior to the General Meeting, depending on the document in question.

All documents and information referred to in Article R. 22-10-23 of the French Commercial Code intended for presentation at the General Meeting have been made available to shareholders on the Company's website at the following address: <https://www.carvolix.eu/fr/investisseurs/>, as of the twenty-first day preceding this General Meeting.

To the extent that the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code are posted on the Company's website and in accordance with the provisions of Article R. 225-88 of the French Commercial Code, requests for the mailing of documents that may be sent to the Company will not be honored.

A link to the live webcast of the General Meeting will be available on the day of the meeting on the Company's website at the following address: <https://www.carvolix.eu/fr/investisseurs/>, under the section

“Regulated Information/Documents relating to the Annual and Extraordinary General Meeting of June 30, 2026.”

This live stream of the General Meeting will not allow for remote voting or questions. A recording of the meeting will be available on the Company’s website, subject to the conditions set forth in the applicable regulations.

2. **AGENDA**

RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING:

1. Approval of the Company's financial statements for the fiscal year ended December 31, 2025,
2. Approval of the consolidated financial statements for the fiscal year ended December 31, 2025,
3. Allocation of net income for the fiscal year ended December 31, 2025,
4. Approval of the regulated agreements and commitments referred to in Articles L. 225-38 et seq. of the French Commercial Code,
5. Ratification of the co-optation of Ms. Anne Lange as a director,
6. Appointment of LCA AUDIT as the lead auditor,
7. Approval of the compensation policy applicable to the Chairman of the Board of Directors,
8. Approval of the compensation policy applicable to the Chief Executive Officer,
9. Approval of the compensation policy applicable to directors,
10. Approval of information regarding the compensation of corporate officers for the fiscal year ended December 31, 2025, in accordance with Article L. 22-10-9, I of the French Commercial Code,
11. Approval of the fixed, variable, and exceptional components comprising the total compensation and benefits of any kind paid during or awarded for the past fiscal year to Mr. Michel Therin in connection with his term as Chairman of the Board of Directors,
12. Approval of the fixed, variable, and exceptional components comprising the total compensation and benefits of any kind paid during or granted for the past fiscal year to Mr. Sébastien Ladet in connection with his term as Chief Executive Officer,
13. Authorization to be granted to the Board of Directors for the Company to purchase its own shares pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code,

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING:

14. Delegation of authority to be granted to the Board of Directors to decide on an increase in the share capital through the capitalization of premiums, reserves, profits, or any other sums,
15. Delegation of authority to be granted to the Board of Directors to decide on an increase in the share capital through the issuance of shares and/or securities giving immediate or future access to the capital while maintaining the preemptive subscription right,
16. Delegation of authority to be granted to the Board of Directors to increase the capital by issuing shares and/or securities giving immediate or future access to the capital and/or entitling the holder to the allocation of debt securities, with the cancellation of shareholders' preemptive subscription rights, through a public offering (excluding offerings referred to in Article L. 411-2(1) of the Monetary and Financial Code),
17. Delegation of authority to be granted to the Board of Directors to increase the capital through the issuance of shares and/or securities giving immediate or future access to the capital and/or entitling the holder to the allocation of debt securities, with the exclusion of shareholders' preemptive subscription rights, through a public offering as referred to in Article L. 411-2(1) of the Monetary and Financial Code,
18. Delegation of authority to be granted to the Board of Directors to decide on the issuance of shares and/or securities giving immediate or future access to the capital or entitling the holder to a debt instrument, with the exclusion of shareholders' preemptive subscription rights in favor of certain categories of beneficiaries,
19. Authorization granted to the Board of Directors to decide on the issuance, without preferential subscription rights, of shares and/or securities giving immediate or future access to the capital

and/or entitling the holder to the allocation of debt securities in consideration for contributions in kind,

20. Delegation of authority to the Board of Directors to issue shares and/or securities giving immediate or future access to the Company's capital, with the cancellation of the preemptive subscription right, in consideration for contributions of securities made in connection with a public offering including an exchange component initiated by the Company,
21. Delegation of authority to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preemptive subscription rights,
22. Delegation of authority granted to the Board of Directors to decide on the issuance of common shares and/or securities giving immediate and/or future access to the capital, or the allocation of debt securities, with the cancellation of preemptive subscription rights in favor of one or more specifically named persons;
23. Setting of the aggregate ceiling for authorizations to issue shares and securities giving immediate or future access to the capital,
24. Authorization to be granted to the Board of Directors to make free allocations of existing or to-be-issued shares of the Company, with the cancellation of preemptive subscription rights, in favor of employees, or certain categories thereof, and corporate officers, or certain of them, of the Company and/or its affiliated companies,
25. Delegation of authority to the Board of Directors to issue and allocate founder's share subscription warrants (the "BSPCE") with the exclusion of preemptive subscription rights in favor of a specific class of persons,
26. Delegation of authority to the Board of Directors to issue and grant ordinary share subscription warrants (the "BSA") with the waiver of preemptive subscription rights in favor of a specific class of persons,
27. Setting of aggregate limits on the amount of issuances made pursuant to the authorization to make free share allocations and the delegations to issue BSPCEs and BSAs,
28. Delegation of authority to the Board of Directors to decide on a capital increase through the issuance of shares or securities giving access to the capital, reserved for participants in company savings plans, with the cancellation of preemptive subscription rights in favor of such participants,
29. Authorization to be granted to the Board of Directors to reduce the share capital by canceling treasury shares,
30. Powers for formalities.

3. REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE MEETING

CARVOLIX

A corporation with a capital of 5,925,180.00 euros
Registered office: 900 Rue André Ampère, Buildings A and C,
13290 Aix-en-Provence
837 722 560 RCS Aix-en-Provence
(the “Company”)

**REPORT OF THE BOARD OF DIRECTORS
ON THE RESOLUTIONS SUBMITTED TO THE ANNUAL AND EXTRAORDINARY GENERAL
MEETING OF JUNE 30, 2026**

The purpose of this report is to present the draft resolutions submitted to your Meeting by the Board of Directors of your Company. It is intended to present to you the key points of the draft resolutions, in accordance with applicable regulations and best governance practices. You are encouraged to carefully read the text of the draft resolutions before exercising your right to vote.

A. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING:

Approval of the separate and consolidated financial statements for the fiscal year ended December 31, 2025 - Approval of non-tax-deductible expenses and costs (Resolutions 1 and 2)

These resolutions concern the approval of the annual financial statements (separate and consolidated). The management report for the 2025 fiscal year is included in the Company’s 2025 Universal Registration Document, available on the Company’s website (<https://www.carvolix.eu/fr/investisseurs/>). The Statutory Auditors’ reports on the separate and consolidated financial statements are included in Chapter 18 of the Universal Registration Document.

Allocation of Net Income for the Fiscal Year Ended December 31, 2025 (3rd Resolution)

It is proposed, as part of the 3rd resolution, to allocate the entire loss for the 2025 fiscal year, amounting to (10,656.162.05) euros, in full to the retained earnings account, the debit balance of which would be increased from (6,362,448.73) euros to (17,018,610.78) euros.

For the record, in accordance with the provisions of Article 243 bis of the General Tax Code, you are reminded that no dividends were distributed for the three preceding fiscal years.

Special Report of the Statutory Auditors on Regulated Agreements and Commitments – Approval of the regulated agreements and commitments referred to in Articles L. 225-38 et seq. of the Commercial Code (4th Resolution)

In connection with this resolution, we ask that you approve the regulated agreements mentioned in the Statutory Auditors’ special report.

Ratification of the co-optation of Ms. Anne Lange as a director (5th Resolution)

It is proposed that the General Meeting ratify the co-optation of Ms. Anne Lange as a director, effective April 8, 2026, for the remainder of her predecessor’s term of office, i.e., until the conclusion of the ordinary general meeting called to approve the financial statements for the fiscal year ending December 31, 2027.

Appointment of LCA AUDIT as the principal auditor (6thResolution)

It is proposed to the General Meeting to appoint LCA AUDIT, a simplified joint-stock company (SAS), registered under number 512 150 467 in the Paris Trade and Companies Register (RCS), located at 22 rue de Fourcroy -75017 Paris, which has already accepted the duties entrusted to it and declared that it is not subject to any measure that would prohibit it from accepting said duties nor to any incompatibility for a term of six fiscal years ending at the close of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2031.

Approval of the compensation policy applicable to the Chairman of the Board of Directors – Ex ante vote (7th Resolution)

The 7th resolution submits to the vote of the General Meeting the principles and criteria for determining, allocating, and awarding the compensation granted to the Chairman of the Board of Directors pursuant to Article L.22-10-8 of the French Commercial Code, the details of which are set forth in the Company's 2025 Universal Registration Document, Section 13.1.1.2, "*Remuneration Policy for the Chairman of the Board of Directors.*"

Approval of the compensation policy applicable to the Chief Executive Officer – Ex ante vote (8thResolution)

The 8th resolution submits to the vote of the General Meeting the principles and criteria for determining, allocating, and awarding the compensation granted to the Chief Executive Officer pursuant to Article L.22-10-8 of the French Commercial Code, the details of which are set forth in the Company's 2025 Universal Registration Document, Section 13.1.1.3, "*Remuneration Policy for the Chief Executive Officer.*"

Approval of the compensation policy applicable to directors – Ex ante vote (9th Resolution)

The 9th resolution submits for a vote by the General Meeting the principles and criteria for determining, allocating, and awarding compensation to directors pursuant to Article L.22-10-8 of the French Commercial Code, the details of which are set forth in the Company's 2025 Universal Registration Document, Section 13.1.1.4, "*Director Compensation Policy.*"

Approval of information regarding the compensation of corporate officers for the fiscal year ended December 31, 2025, in accordance with Article L.22-10-9, I of the French Commercial Code (10thResolution)

The 10th resolution submits to the vote of the General Meeting the compensation paid or granted for the fiscal year ended December 31, 2025, to each corporate officer pursuant to Article L.22-10-34 of the French Commercial Code, the details of which are set forth in the Company's 2025 Universal Registration Document, Section 13.2.

Approval of the compensation paid or awarded for the 2025 fiscal year to Mr. Michel Therin in connection with his term as Chairman of the Board of Directors – ex post vote (11thResolution)

The 11th resolution submits for a vote by the General Meeting the compensation components paid or granted for the 2025 fiscal year to Mr. Michel Therin in connection with his term as Chairman of the Board of Directors. Details of these compensation components are set forth in the Company's 2025 Universal Registration Document, Section 13.2.1.4 "*Fixed, variable, and exceptional components comprising the total compensation and benefits of any kind paid during or allocated for the past fiscal year to Mr. Michel Therin, Chairman of the Board of Directors.*"

Approval of the compensation components paid or granted for the 2025 fiscal year to Mr. Sébastien Ladet in connection with his role as Chief Executive Officer – ex post vote (12thResolution)

The 12th resolution submits for a vote by the General Meeting the compensation components paid or awarded for the 2025 fiscal year to Mr. Sébastien Ladet in connection with his role as Chief Executive Officer. Details

of these compensation components are set forth in the Company's 2025 Universal Registration Document, Section 13.2.1.5 "*Fixed, variable, and exceptional components comprising the total compensation and benefits of any kind paid during or allocated for the past fiscal year to Mr. Sébastien Ladet, Chief Executive Officer.*"

Share Repurchase Program (13th Resolution)

The General Meeting of June 19, 2025 authorized the Company to trade in its own shares under the following conditions:

- Maximum purchase price: €4.50
- Maximum holding percentage: 10% of the share capital
- Maximum purchase amount: €1,900,000

For the 2025 fiscal year, the Company:

- acquired 134,035 shares for a total value of €197,540.03, representing a unit price of approximately €1.74, under the liquidity agreement;
- sold, under the liquidity agreement, 264,147 shares for a total sale value of €383,079.58, representing a unit value of approximately €1.45;

A detailed summary of the transactions carried out and a description of the authorization submitted for your vote are included in Chapter 19, Section 19.1.3 of the Company's 2025 Universal Registration Document.

The authorization granted by the General Meeting of June 19, 2025, to trade in the Company's shares expires on December 19, 2026.

You are today being asked to grant the Board of Directors a new authorization to trade in the Company's shares for a period of eighteen months.

Share repurchases enable, in particular, the stimulation of the secondary market and the liquidity of Carvolix shares by an investment services provider, under a liquidity agreement in accordance with regulatory best practices, as well as the subsequent cancellation of the shares to improve return on equity and earnings per share.

The purchases may also enable external growth transactions, the implementation of programs for employees or executive officers, stock option plans or free share allocation plans, the hedging of securities entitling holders to the allocation of Company shares in accordance with applicable regulations, as well as the implementation of any market practices permitted by market authorities.

We propose that you renew this authorization under the following conditions:

- Maximum purchase price: €10
- Maximum ownership percentage: 10% of the share capital
- Maximum amount of acquisitions: €4,000,000

B. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

Regarding the various financial delegations and authorizations covered by resolutions 14 through 29 detailed below, it is noted that the Board of Directors has reported to you on the Company's business performance during the 2025 fiscal year and, since the beginning of the 2026 fiscal year, in its management report included in the Company's 2025 Universal Registration Document, available on the Company's website (<https://www.carvolix.eu/fr/investisseurs/>).

Delegation of authority to be granted to the Board of Directors to decide on a capital increase through the capitalization of premiums, reserves, profits, or any other amounts (14th Resolution)

Reason for the possible uses of the resolution

This resolution authorizes the Board of Directors to increase the share capital through the successive or simultaneous capitalization of reserves, profits, premiums, or other amounts whose capitalization would be permitted without the need for any “fresh capital” to be contributed. Shareholders’ rights are not affected by this transaction, which results in the issuance of new shares allocated free of charge or an increase in the par value of existing shares.

Implementation Procedures

As indicated above, these capital increases would be carried out through the issuance of new shares allocated free of charge or by increasing the par value of existing shares, or through the combined use of these two methods.

Your Board of Directors would have all the powers necessary to implement this delegation of authority (with the option to subdelegate under the conditions provided for by applicable legal provisions).

Cap

The maximum nominal amount of capital increases that may be carried out pursuant to this resolution would be set at 3,000,000 euros (excluding any additional amount that may be issued to preserve the rights of holders of securities giving access to the Company’s capital), it being understood that this limit would be counted toward the Total Capital Limit of 3,000,000 euros provided for in the^{23rd} resolution.

Term The authorization would be granted for a period of 26 months from the date of this General Meeting and would, as of that same date, render ineffective any unused portion of any prior authorization with the same purpose.

For information, the delegation for the same purpose granted by the General Meeting of June 19, 2025 has not been used to date.

Delegation of authority to be granted to the Board of Directors to decide on a capital increase through the issuance of shares and/or securities giving immediate or future access to the capital, with maintenance of the preemptive subscription right (15th Resolution)

Reason for the possible uses of the resolution

This resolution enables your Company to raise funds, if necessary quickly and flexibly, by soliciting all its shareholders in order to have the necessary resources for the development of the Company and its Group.

Implementation terms

This resolution would allow your Board of Directors to issue:

- common stock, and/or
- common shares entitling the holder to the allocation of other common shares or debt securities, and/or
- securities giving access to common shares to be issued.

Shareholders would have, in proportion to the number of shares they hold and subject to the conditions provided by law, a preemptive subscription right (hereinafter “PSR”) that is negotiable under the conditions provided for by law and allowing them to subscribe to the shares and securities to be issued (non-reducible PSR) for a minimum period starting from the opening of the subscription period set by law (for information, as of the date of this report, five trading days).

Your Board of Directors may also decide to grant shareholders a reducible subscription right. If such a right were provided, in the event that non-reducible subscriptions (i.e., through the exercise of the DPS indicated above) do not cover the entire issue, the unsubscribed securities would be allocated among the shareholders who have subscribed on a reducible basis, in proportion to the subscription rights they hold and, in any event, within the limits of their requests.

In the event that such subscriptions do not cover the entire offering, your Board of Directors may decide (i) to limit the amount of the offering to the amount of subscriptions, where applicable within the limits provided for by regulations, and/or (ii) to freely allocate all or part of the unsubscribed shares and/or (iii) to offer all or part of the unsubscribed shares to the public. Your Board of Directors would have all the powers necessary to implement this delegation of authority (with the option to subdelegate under the conditions provided for by applicable legal provisions).

Price The price, which would be set by your Board of Directors, may not be less than the par value.

Ceiling The maximum nominal amount of the capital increases would be set at 3,000,000 euros (excluding any additional amount that may be issued to preserve the rights of holders of securities giving access to the capital), it being specified that it would be deducted from the Global Ceiling (Capital) of 3,000,000 euros, provided for by the^{23rd}resolution.

The maximum nominal amount of securities representing debt instruments would be set at 50 million euros, provided that it would be deducted from the Overall Limit (Debt) of 50 million euros provided for in the^{23rd}resolution.

Term

The authorization would be granted for a period of 26 months from the date of this General Meeting and would, as of that same date, render ineffective any unused portion of any prior authorization with the same purpose.

For information, the delegation for the same purpose granted by the General Meeting of June 19, 2025 has not been used to date.

Delegation of authority to be granted to the Board of Directors to decide on a capital increase through the issuance of shares or debt securities and/or securities giving immediate or future access to the Company's capital or debt securities, with the cancellation of shareholders' preemptive subscription rights, by way of a public offering (^{16th}and ^{17th}Resolutions)

Reasons for the possible uses of the resolutions

These issuances carried out with the suspension of preemptive subscription rights may be used to place securities under the best possible conditions, particularly when the speed of the transactions is an essential condition for their success. Such a suspension may make it possible to raise a larger amount of capital due to more favorable issuance terms.

Implementation procedures

These resolutions would allow your Board of Directors to issue:

- common stock, and/or
- common shares entitling the holder to the allocation of other common shares or debt securities,
- and/or securities giving access to ordinary shares to be issued.

Such issuances would be carried out with the suspension of preemptive rights (i) through a public offering (excluding offerings referred to in Article L. 411-2(1) of the Monetary and Financial Code) (^{16th}resolution) which may, upon decision of the Board of Directors, include a priority period for shareholders, or (ii) by a public offering referred to in Article L. 411-2(1) of the Monetary and Financial Code, i.e., an offering directed exclusively at qualified investors or a limited circle of investors acting on their own account (^{17th} resolution).

In the event of an issuance by way of a public offering, should subscriptions fail to cover the entire issuance, your Board of Directors may decide to freely allocate all or part of the unsubscribed securities and/or to limit the amount of the issuance to the amount of subscriptions received, where applicable within the limits provided for by regulations. Your Board of Directors would have all the powers necessary to implement these delegations of authority (with the option to subdelegate under the conditions provided for by applicable laws).

Price You are asked to delegate to the Board of Directors all powers to freely set the issue price of the equivalent equity securities that may be issued under this delegation of authority in accordance with the following terms:

- (i) the issue price of the common shares to be issued would be at least equal to:
 - either the closing price of the Company’s shares on the regulated market of Euronext Paris on the last trading day preceding the setting of the issue price;
 - or the weighted average of the share price on the Euronext market in Paris over a period selected by the Board of Directors comprising between three (3) and ninety (90) consecutive trading sessions preceding the setting of the issue price,

possibly reduced (in each case), at the discretion of the Board of Directors, by a maximum discount of twenty percent (20%), either of the two formulas set forth above being freely applicable.

- (ii) the issue price of the securities to be issued pursuant to this resolution other than shares shall be such that the amount received immediately by the Company, plus, if applicable, the amount likely to be received by the Company at a later date, shall, for each share issued as a result of the issuance of such securities, be at least equal to the amount referred to in (i) above;

Maximum

The maximum nominal amount of capital increases through public offerings (excluding offerings referred to in Article L. 411-2(1) of the Monetary and Financial Code) would be set at 3,000,000 euros (excluding any additional amount that may be issued to preserve the rights of holders of securities giving access to the Company’s capital), it being specified that this amount would be deducted from the Overall Limit (Capital) of 3,000,000 euros provided for in the^{23rd}resolution.

The maximum nominal amount of capital increases by way of a public offering referred to in paragraph 1 of Article L. 411-2 of the Monetary and Financial Code would be set at 3,000,000 euros (excluding any additional amount that may be issued to preserve the rights of holders of securities giving access to the Company’s capital), it being specified that this would be deducted from the Overall Limit (Capital) of 3,000,000 euros, provided for in the^{23rd}resolution.

It is specified that, in accordance with the law, capital increases carried out by way of a public offering referred to in paragraph 1 of Article L. 411-2 of the Monetary and Financial Code shall not exceed the limits provided for by the applicable regulations on the date of issuance (currently, 30% of the share capital per year).

The maximum nominal amount of securities representing debt instruments would be, for issuances by way of a public offering (excluding offerings referred to in Article L. 411-2(1) of the Monetary and Financial Code), 50 million euros, it being specified that this would be counted against the Overall Limit (Debt) of 50 million euros, provided for in the 23rd resolution. The maximum nominal amount of debt securities would be, for public offerings referred to in paragraph 1 of Article L. 411-2 of the Monetary and Financial Code, 50 million euros, provided that it would be counted against the Overall Limit (Debt) of 50 million euros, as provided for in the 23rd resolution.

Term

These authorizations would be granted for a period of 26 months from the date of this General Meeting and would, as of that same date, render ineffective any unused portion of any prior authorizations with the same purpose.

For information, the delegation for the same purpose granted by the General Meeting of June 19, 2025 has not been used to date.

Delegation of authority to be granted to the Board of Directors to decide on the issuance of shares and/or securities providing immediate or future access to the capital or entitling the holder to a debt instrument, with the exclusion of shareholders' preemptive subscription rights in favor of certain categories of beneficiaries (18th Resolution)

Reasons for the possible uses of the resolutions

This issuance, carried out with the suspension of preemptive subscription rights, may be used for the benefit of categories of beneficiaries, the precise list of which will be determined by the Board of Directors from among the categories listed below, to provide the Company with the financial resources necessary for its development and that of the Group.

Implementation terms

This authorization would allow your Board of Directors to issue:

- common stock,
- and/or - securities giving access to ordinary shares to be issued,

with the elimination of preemptive rights for the benefit of certain categories of beneficiaries, namely:

- individuals, legal entities, UCITS, or other French or foreign funds that invest primarily in, or have invested more than one million euros in the 24 months preceding the capital increase in question, (a) in the Company's business sector or (b) in growth securities listed on a regulated market or a multilateral trading facility (such as Euronext Growth) considered to be "EU SMEs" within the meaning of Annex I to European Commission Regulation (EC) No. 651/2014 of June 17, 2014; and/or
- groups of *business angels* and *family offices*, whether French or foreign;
- to one or more strategic partners of the Company, located in France or abroad, having entered into or expected to enter into one or more partnership agreements (development, co-development, distribution, manufacturing, etc.) or commercial contracts with the Company (or a subsidiary) and/or to companies that they control, that control them, or that are controlled by the same person(s), directly or indirectly, within the meaning of Article L. 233-3 of the French Commercial Code; and/or
- to any credit institution or investment services provider authorized to provide the investment service referred to in Article L. 321-1(6) of the Monetary and Financial Code, acting within the framework of a capital increase program through the exercise of options or a similar transaction.

Your Board of Directors would have all the powers necessary to implement this delegation of authority (with the option to subdelegate under the conditions provided for by applicable laws).

Price

You are asked to delegate to the Board of Directors all powers to freely set the issue price of the comparable equity securities that may be issued under this delegation of authority, in accordance with the following terms:

- (i) the issue price of the common shares to be issued shall be at least equal to:
 - either the closing price of the Company's shares on the regulated market of Euronext Paris on the last trading day preceding the setting of the issue price;
 - either the weighted average price of the share on the Euronext market in Paris over a period selected by the Board of Directors comprising between three (3) and ninety (90) consecutive trading sessions preceding the setting of the issue price,

possibly reduced (in each case), at the discretion of the Board of Directors, by a maximum discount of twenty percent (20%), either of the two formulas set forth above being freely applicable; and

- (ii) the issue price of the securities to be issued pursuant to this resolution other than shares shall be such that the amount received immediately by the Company, plus, if applicable, the amount likely to be received by the Company at a later date, shall, for each share issued as a result of the issuance of such securities, be at least equal to the amount referred to in (i) above;

Cap

The maximum nominal amount of the capital increases would be set at 3 million euros (excluding any additional amount that may be issued to preserve the rights of holders of securities giving access to the Company's capital), it being specified that this would be charged against the Overall Limit (Capital) of 3 million euros provided for in the^{23rd}resolution.

The maximum nominal amount of securities representing debt instruments would be 50 million euros, plus, if applicable, any redemption premium above par, it being specified that this amount would be deducted from the Overall Limit (Debt) of 50 million euros provided for in the^{23rd}resolution.

Term

This authorization would be granted for a period of 18 months from the date of this General Meeting and would, as of that same date, render ineffective any unused portion of any prior authorization with the same purpose.

For information, the delegation of the same purpose granted by the General Meeting of June 19, 2025, has not been used to date.

Authorization granted to the Board of Directors to decide on the issuance of securities to compensate for contributions in kind made to the Company (^{19th}Resolution)

Reasons for the possible uses of the resolution

This authorization enables the Board of Directors to carry out external growth transactions in France or abroad or to acquire minority stakes within the Group without impacting the Company's cash flow.

This authorization may not be used in the event that the Company issues securities to compensate for contributions made to the Company as part of a public exchange offer (a transaction included in the^{20th}resolution described below).

Implementation Terms

This resolution would allow your Board of Directors to issue:

- common shares,
- and/or securities giving access to ordinary shares to be issued.

These issuances would be carried out with the suspension of preemptive rights in favor of the contributors.

Your Board of Directors would have all necessary powers (with the authority to subdelegate under the conditions provided for by applicable legal provisions) to implement this delegation of powers.

Cap

The maximum nominal amount of the capital increases would be set at 10% of the share capital as existing on the date of the transaction (excluding any additional amount that may be issued to preserve the rights of holders of securities giving access to the Company's capital), it being specified that it would be deducted from the Overall (Capital) of 3,000,000 euros, provided for in the^{23rd}Resolution.

It is specified that, in accordance with the law, issuances of shares and securities giving access to the capital pursuant to this authorization shall not exceed the limits provided for by applicable regulations on the date of issuance (currently 10% of the capital).

The maximum nominal amount of securities representing debt instruments would be set at 50 million euros, it being specified that this would be counted against the Overall Limit (Debt) of 50 million euros, provided for in the^{23rd}Resolution.

Term

The authorization would be granted for a period of 26 months from the date of this General Meeting and would, as of that same date, render ineffective any unused portion of any prior authorization with the same purpose.

For information, the delegation for the same purpose granted by the General Meeting of June 19, 2025 has not been used to date.

Delegation of authority to be granted to the Board of Directors to decide on the issuance of securities to remunerate contributions of securities made in connection with a public offering involving an exchange component initiated by the Company (^{20th}Resolution)

Reason for the possible uses of the resolution This delegation may be used by the Board of Directors in the event that the Company needs to issue securities to compensate for securities contributed to the Company as part of a public exchange offer.

Implementation Terms

This resolution would allow your Board of Directors to issue, with the removal of preemptive rights:

- common shares,
- and/or securities giving access to ordinary shares to be issued.

Your Board of Directors would have all necessary powers (with the authority to subdelegate under the conditions provided for by applicable legal provisions) to implement this delegation of powers.

Cap

The maximum nominal amount of capital increases would be set at 3,000,000 euros (excluding any additional amount that may be issued to preserve the rights of holders of securities giving access to the Company's capital).

The maximum nominal amount of securities representing debt instruments would be set at 50 million euros, provided that it would be counted against the Overall Limit (Debt) of 50 million euros, as provided for in the^{23rd}Resolution.

Term

The authorization would be granted for a period of 26 months from the date of this General Meeting and would, as of that same date, render ineffective any unused portion of any prior authorization with the same purpose.

For information, the delegation for the same purpose granted by the General Meeting of June 19, 2025 has not been used to date.

Delegation of authority to be granted to the Board of Directors to decide on an increase in the number of securities to be issued in the event of an issuance with or without preemptive rights in the context of over-allotment options in the event of demand exceeding the number of securities offered (^{21st}Resolution)

Reason for the possible uses of the resolution

This resolution aims to prevent a reduction in subscriptions in the event of strong demand by allowing, within certain limits, the Board of Directors to increase the size of initial offerings by reopening them in the event of excess demand (the so-called "greenshoe" clause).

Implementation procedures

This delegation of authority would allow your Board of Directors to decide, under the conditions provided for by applicable laws and regulations, whether it observes excess demand during a securities offering with or without preemptive rights (securities offerings with preemptive rights covered by the 15th resolution, public offerings of securities with the removal of pre-emptive rights covered by the 16th and 17th resolutions, and issuances of securities with the removal of pre-emptive rights in favor of certain categories of beneficiaries covered by the 18th resolution), to increase the number of securities to be issued.

The resolution should be implemented within the timeframes provided for by the applicable regulations as of the date of issuance (for information, as of today, within 30 days of the close of the subscription).

Price

The offering would be made at the same price as that set for the initial offering.

Cap

This resolution allows the Company to satisfy excess demand within the limits set forth in the regulations applicable on the date of issuance (for information, as of today, 15% of the initial issuance).

The maximum nominal amount of capital increases would be deducted from the ceiling amount provided for in the resolution pursuant to which the issuance is authorized (issuances of securities with preferential subscription rights, as provided for in the 15th resolution; issuances of securities through a public offering with the waiver of preferential subscription rights, as provided for in the 16th and 17th resolutions, and issuances of securities with the removal of preemptive rights in favor of certain beneficiary categories covered by the 18th resolution) and against the Overall Capital Limit provided for in the 23rd resolution. The same applies to the limits relating to securities representing debt instruments.

Term

The authorization would be granted for a period of 26 months from the date of this General Meeting and would, as of that same date, render ineffective any unused portion of any prior authorization with the same purpose.

For information, the delegation for the same purpose granted by the General Meeting of June 19, 2025, has not been used to date.

Delegation of authority granted to the Board of Directors to decide on the issuance of common shares and/or securities providing immediate and/or future access to the capital or the allocation of debt securities with the cancellation of preemptive subscription rights in favor of one or more specifically named persons (22nd Resolution)

Law No. 2024-537 of June 13, 2024, known as the Attractiveness Law, established, particularly for companies whose shares are admitted to trading on a regulated market, the possibility for the Extraordinary General Meeting to grant the Board of Directors, up to a limit of 30% of the capital per year, a delegation of authority for the purpose of increasing the capital in favor of specifically named persons, and to entrust the Board with the power to designate such persons. This is why this delegation of authority is being proposed to you.

Reasons for the possible uses of the resolutions

This issuance, carried out with the removal of preemptive rights, may be used for the benefit of persons specifically designated by the Board of Directors, to provide the Company with the financial resources necessary for its development and that of the Group.

Implementation procedures

This authorization would allow your Board of Directors to issue:

- common stock,
- and/or securities giving access to ordinary shares to be issued,

without preemptive rights, for the benefit of one or more persons whose identity it shall determine.

Your Board of Directors would have all the powers necessary to implement this delegation of authority (with the option to subdelegate under the conditions provided for by applicable laws).

Price

In accordance with the provisions of Article L. 22-10-52-1 of the Commercial Code, the issue price of the shares issued under this delegation would be set in accordance with the procedures provided for by the applicable regulatory provisions as of the date the delegation is exercised (as of today, the issue price is at least equal to the closing price on the last trading day preceding the decision by the Board of Directors or the Executive Board to exercise the delegation granted by the General Meeting to increase the capital in favor of one or more specifically named persons, possibly reduced by a maximum discount of 10%).

Cap

The maximum nominal amount of the capital increases would be set at 3,000,000 euros (excluding any additional amount that may be issued to preserve the rights of holders of securities giving access to the Company's capital), it being specified that it would be deducted from the Overall Limit (Capital) of 3,000,000 euros provided for in the 23th resolution.

The maximum nominal amount of securities representing debt instruments would be 50 million euros, plus, if applicable, any redemption premium above par, it being specified that this amount would be deducted from the Overall Limit (Debt) of 50 million euros provided for in the 23rd resolution.

Term

This authorization would be granted for a period of 18 months from the date of this General Meeting and would, as of that same date, render ineffective any unused portion of any prior authorization with the same purpose.

For information, the delegation for the same purpose granted by the General Meeting of June 19, 2025 has not been used to date.

Overall limit on delegations to issue shares and securities covered by the 14th through 22nd resolutions (23rd Resolution)

Your Board of Directors may exercise the issuance powers (equity and debt) that you delegate to it only within strictly defined limits, beyond which it may no longer issue securities without convening a new General Meeting of Shareholders.

These limits are set forth below:

- Overall limit (Equity): three (3) million euros,
- Overall limit (Debt): fifty (50) million euros.

Participation of employees and corporate officers in the capital of your Company and/or its affiliated companies: free allocation of existing or to-be-issued shares (24th Resolution)

Reasons for the possible uses of the resolution

We propose a new resolution intended to grant employees and corporate officers an interest in the capital of your Company and/or its affiliated companies, by authorizing your Board of Directors to make free allocations of existing or to-be-issued shares in their favor, waiving preemptive subscription rights.

Implementation Terms

This new resolution would allow for the allocation of performance-based free shares, under existing or new plans, and non-performance-based free shares, in accordance with the terms described below.

Your Board of Directors would have all necessary powers (with the option to subdelegate under the conditions provided for by applicable laws) to implement this authorization.

Limit

The total number of existing or to-be-issued shares granted as free shares under this authorization may not exceed 5% of the total number of shares comprising the Company's share capital as of the date of the Board of Directors' grant decision, provided that it would be counted against the overall cap of 5% of the share capital, as provided for in the^{27th}Resolution.

Term

The authorization would be granted for a period of 38 months from the date of this General Meeting and would be intended to replace the previous resolution with the same purpose that was approved by the General Meeting of June 19, 2025.

Association of salaried employees, corporate officers, and strategic partners bound by a service or consulting agreement, in the capital of your Company and/or its affiliated companies: allocation of entrepreneur share subscription warrants (the "BSPCE") and issuance of stock subscription warrants (the "BSA") (Resolutions 25 and 26)

Reasons for the possible uses of the resolution

We are proposing two resolutions intended to involve salaried employees, corporate officers, and strategic partners bound by a service or consulting agreement to the capital of your Company and/or its affiliated companies, by authorizing your Board of Directors to allocate entrepreneur share subscription warrants (the "BSPCE") and/or issue stock subscription warrants (the "BSA") for their benefit.

Implementation Terms

Your Board of Directors would have the authority (i) to grant, in one or more tranches, to employees it designates from among the staff and, where applicable, corporate officers of the Company and its affiliated companies or groups, BSPCEs entitling the holders to subscribe for new shares of the Company to be issued as part of a capital increase, with the elimination of preemptive subscription rights (25th resolution) or (ii) to issue, on one or more occasions, to the benefit of the Company's strategic partners, persons bound by a service or consulting agreement with the Company or one of its subsidiaries, shareholders, officers, or employees of such entities in the case of legal entities, and officers, corporate officers, or employees of the Company or its subsidiaries, as it may determine, stock options entitling the holder to subscribe for new shares of the Company to be issued as part of a capital increase, with the elimination of preemptive subscription rights (^{26th}resolution).

Your Board of Directors would have all necessary powers (with the option to subdelegate under the conditions provided for by applicable laws) to implement these authorizations.

Price

The price to be paid upon exercise of the BSPCE warrants will be set by the Board of Directors on the day the BSPCE warrants are granted, in accordance with the provisions of Article 163 bis G of the General Tax Code, provided that this price may not be less than 95% of the volume-weighted average of the share prices over the twenty (20) trading sessions preceding the day on which the BSPCE is granted.

The subscription price of the stock warrants will be set by the Board of Directors on the day the delegation is exercised, and the price to be paid upon exercise of the stock warrants will be set by the Board of Directors on the day the stock warrants are issued, provided that this price may not be less than 95% of the volume-weighted average of the prices over the twenty (20) trading sessions preceding the date on which the BSA is issued.

Limit

The BSPCEs allocated and the stock warrants issued pursuant to these authorizations may not entitle the holder to a total number of shares exceeding 5% of the share capital as of the date of the Board of Directors' decision, provided that this would be counted against the overall cap of 5% of the share capital provided for in the^{27th}Resolution.

Term

These authorizations would be granted for a period of 18 months from the date of the General Meeting.

The^{25th}and^{26th}Resolutions are intended to replace the previous resolution with the same purpose that was approved by the General Meeting of June 19, 2025.

For information, the authorization to allocate business creator share subscription warrants (the “BSPCE”) and issue stock subscription warrants (the “BSA”) granted by the General Meeting of June 19, 2025, was used by the Board of Directors:

- in connection with the issuance of 4,166,846 BSPCE-2026-1 and 405,000 BSPCE-2026-2 on February 4, 2026, for the issuance of 480,000 BSPCE-2026-3 on March 18, 2026, and the issuance of 120,000 BSPCE-2026-4 on April 8, 2026;
- In connection with the issuance of 257,000 BSA 2026-1 and 12,000 BSA 2026-2 dated February 4, 2026, and the issuance of 30,000 BSA 2026-3 dated April 8, 2026.

Overall limit on authorizations to make free share allocations and to issue BSPCE and BSA subject to the 24th through 26th resolutions (27thResolution)

Your Board of Directors may exercise the powers to grant free shares and issue BSPCE and BSA that you delegate to it only within the limit of an aggregate ceiling of 5% of the share capital, on a non-diluted basis, as determined on the date of the grant or issuance decision. Beyond this limit, the Board of Directors would no longer be able to issue securities without convening a new General Meeting of Shareholders.

Employee Share Ownership in Your Company: Delegation of Authority to the Board of Directors to Decide on a Securities Issuance for the Benefit of Savings Plan Participants, with Waiver of Preemptive Rights (28thResolution)

Reason for the potential uses of the resolution

This resolution enables employees of the Carvolix Group, in France and abroad, to subscribe to the Company’s securities in order to involve them more closely in the Company’s development and success, which are essential to the Group’s future growth.

It also ensures compliance with applicable legal provisions requiring that general meetings vote on a draft resolution authorizing a capital increase reserved for employees participating in a company savings plan whenever the meeting’s agenda includes the adoption of resolutions under which a capital increase by cash contribution is decided or delegated, unless the capital increase results from a prior issuance of securities giving access to the Company’s capital.

Implementation Procedures

This resolution would allow your Board of Directors to propose capital increases reserved for employees and to issue common shares, and/or common shares entitling the holder to the allocation of other common shares or debt securities, for the benefit of participants in a Carvolix corporate or group savings plan.

These issuances would be carried out with the suspension of preemptive rights.

Your Board of Directors would have all necessary powers (with the option to subdelegate under the conditions provided for by applicable laws) to implement this delegation of authority.

Price

The issue price of the securities will be determined in accordance with the conditions provided by law and may not be less than 30%, or 40% where the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the Labor Code is ten years or more (or any other maximum percentage provided for by the legal provisions applicable at the time the price is set), to the average of the opening prices of the

share during the 20 trading sessions preceding the decision setting the subscription opening date (hereinafter the “Reference Price”), nor may it exceed this average.

Your Board of Directors may also decide, in lieu of all or part of the discount relative to the Reference Price and/or a matching contribution, to allocate additional shares, provided that the benefit resulting from such allocation does not exceed the applicable legal or regulatory limits.

Cap

The maximum nominal amount of capital increases that may be carried out under this authorization would be set at 59,243 euros (excluding any additional amount that may be issued to preserve the rights of holders of securities giving access to the Company’s capital).

Term

The authorization would be granted for a period of 26 months from the date of this General Meeting and would, as of that same date, render ineffective any unused portion of any prior authorization with the same purpose.

For your information, the authorization for the same purpose granted by the General Meeting of June 19, 2025, has not been used to date.

Your Board of Directors proposes that you reject this resolution, which is submitted to you to comply with a legal obligation.

Authorization granted to the Board of Directors to reduce capital by canceling treasury shares (29th Resolution)

Reasons for the possible uses of the resolution

The cancellation of shares of the Company held by the Company itself, generally acquired as part of a share repurchase program authorized by your Meeting, may serve various financial objectives such as active capital management, balance sheet optimization, or offsetting the dilution resulting from capital increases.

Implementation Procedures

Your Board of Directors would have the authority to cancel all or part of the shares it may acquire under a share repurchase program.

Your Board of Directors would have full authority (with the power to subdelegate under the conditions provided for by applicable laws) to implement this authorization.

Limit

In accordance with the law, such cancellation of shares may not exceed 10% of the capital per 24-month period.

Term

The authorization would be granted for a period of 26 months from the date of this General Meeting and would, as of that same date, render ineffective any prior delegation with the same purpose, to the extent it remains unused.

For information, the authorization for the same purpose granted by the General Meeting of June 19, 2025, has not been used to date.

Powers of Attorney for Formalities (30th Resolution)

The sole purpose of this resolution is to enable the completion of the filings and formalities required by law.

* * *

The Board of Directors invites you to approve by your vote the text of the resolutions it proposes, with the exception of the^{28th}resolution which it proposes you reject.

4. TEXT OF THE DRAFT RESOLUTIONS

RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

APPROVAL OF THE COMPANY FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2025

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having taken note,

- the management report prepared by the Board of Directors and incorporated by reference into the 2025 Universal Registration Document,
- the Statutory Auditors' report on the Company's financial statements for the fiscal year ended December 31, 2025,

Approves the annual financial statements, namely the balance sheet, the income statement, and the notes to the financial statements, for the fiscal year ended December 31, 2025, as presented to it, resulting in a loss of (10,656,162.05) euros, as well as the transactions reflected in these financial statements and summarized in these reports,

Approves the amount of extravagant expenses or other non-tax-deductible expenses or charges as referred to in Article 39(4) of the General Tax Code, amounting to 0 euros for the fiscal year ended December 31, 2025, as well as the corresponding tax.

SECOND RESOLUTION

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2025

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings,

Having taken note,

- the management report prepared by the Board of Directors and incorporated by reference into the 2025 Universal Registration Document, including the report on the Group's management,
- the Statutory Auditors' report on the consolidated financial statements for the fiscal year ended December 31, 2025,

Approves the said consolidated financial statements, namely the balance sheet, the income statement, and the notes to the financial statements, for the fiscal year ended December 31, 2025, resulting in a loss of (24,969,952) euros, as well as the transactions reflected in these financial statements and summarized in these reports.

THIRD RESOLUTION

ALLOCATION OF NET INCOME FOR THE FISCAL YEAR ENDED DECEMBER 31, 2025

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings,

Approves the proposal of the Board of Directors and decides to allocate the loss for the fiscal year amounting to (10,656,162.05) euros, in full, to the "Retained Earnings" account, the debit balance of which will thus be increased to (17,018,610.78) euros,

Notes, in accordance with the provisions of Article 243 bis of the General Tax Code, that no dividends were paid for the three preceding fiscal years.

FOURTH RESOLUTION

APPROVAL OF REGULATED AGREEMENTS AND COMMITMENTS REFERRED TO IN ARTICLES L. 225-38 AND FOLLOWING OF THE COMMERCIAL CODE

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors regarding the regulated agreements and commitments referred to in Articles L. 225-38 et seq. of the Commercial Code,

Approves the conclusions of said report and the agreements mentioned therein.

FIFTH RESOLUTION

RATIFICATION OF THE CO-OPTATION OF MS. ANNE LANGE AS A DIRECTOR

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the report of the Board of Directors,

Ratifies the co-optation of Ms. Anne Lange as a director, in accordance with Article L. 225-24 of the French Commercial Code, effective April 8, 2026, for the remainder of her predecessor's term of office, i.e., until the conclusion of the ordinary general meeting called to approve the financial statements for the fiscal year ending December 31, 2027.

SIXTH RESOLUTION

APPOINTMENT OF LCA AUDIT AS STATUTORY AUDITOR

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the report of the Board of Directors, noting that the term of office of the incumbent auditor, Expertea Audit, expires at the conclusion of this general meeting,

resolves, upon the proposal of the Board of Directors, to appoint as the incumbent statutory auditor:

- LCA AUDIT, a simplified joint-stock company, registered under number 512 150 467 in the Paris Trade and Companies Register, located at 22 rue de Fourcroy -75017 Paris, which has already accepted the duties entrusted to it and declared that it is not subject to any measure that would prohibit it from accepting said duties nor to any incompatibility,

for a term of six (6) fiscal years ending at the close of the general meeting called to approve the financial statements for the fiscal year ending December 31, 2031.

SEVENTH RESOLUTION

APPROVAL OF THE COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' corporate governance report referred to in Article L. 225-37 of the French Commercial Code, which describes the elements of the compensation policy for corporate officers established by the Board of Directors and included in the 2025 Universal Registration Document, section 13.1.1.2, "*Remuneration Policy for the Chairman of the Board of Directors.*"

Approves, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for determining, allocating, and awarding the fixed, variable, and exceptional components comprising the total compensation and benefits of any kind, as presented in the aforementioned report and attributable to the Chairman of the Board of Directors by virtue of his office.

EIGHTH RESOLUTION

APPROVAL OF THE REMUNERATION POLICY APPLICABLE TO THE CHIEF EXECUTIVE OFFICER

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' corporate governance report referred to in Article L. 225-37 of the French Commercial Code, which describes the elements of the compensation policy for corporate officers established by the Board of Directors and included in the 2025 Universal Registration Document, Section 13.1.1.3, "*Compensation Policy for the Chief Executive Officer,*"

Approves, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for determining, allocating, and awarding the fixed, variable, and exceptional components comprising the total compensation and benefits of any kind, as presented in the aforementioned report and attributable to the Chief Executive Officer by virtue of his office.

NINTH RESOLUTION

APPROVAL OF THE REMUNERATION POLICY APPLICABLE TO DIRECTORS

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' corporate governance report referred to in Article L. 225-37 of the French Commercial Code describing the elements of the compensation policy for corporate officers that were established by the Board of Directors and included in the 2025 Universal Registration Document, section 13.1.1.4, "*Remuneration Policy for Directors,*"

Approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the principles and criteria for determining, allocating, and awarding the fixed, variable, and exceptional components comprising the total compensation and benefits of any kind, as presented in the aforementioned report and attributable to directors by virtue of their office.

TENTH RESOLUTION

APPROVAL OF INFORMATION REGARDING THE REMUNERATION OF CORPORATE OFFICERS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2025, IN ACCORDANCE WITH ARTICLE L. 22-10-9, I OF THE COMMERCIAL CODE

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' corporate governance report referred to in Article L. 225-37 of the Commercial Code,

Approves, pursuant to Article L. 22-10-34 of the French Commercial Code, the information referred to in Article L. 22-10-9, I, relating to the compensation of corporate officers for the fiscal year ending December 31, 2025, as set forth in the 2025 Universal Registration Document, Section 13.2.

ELEVENTH RESOLUTION

APPROVAL OF FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID DURING OR GRANTED FOR THE PAST FISCAL YEAR TO MR. MICHEL THERIN IN CONNECTION WITH HIS TERM AS CHAIRMAN OF THE BOARD OF DIRECTORS

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report on corporate governance referred to in Article L.225-37 of the French Commercial Code,

Approves, in accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the fixed, variable, and exceptional components comprising the total compensation and benefits of any kind paid during or granted in respect of the past fiscal year to Mr. Michel Therin in connection with his term as Chairman of the Board of Directors, as presented in the 2025 Universal Registration Document, Section 13.2.1.4, "*Fixed, variable, and exceptional components comprising the total compensation and benefits of any kind paid during or granted in respect of the past fiscal year to Mr. Michel Therin, Chairman of the Board of Directors.*"

TWELFTH RESOLUTION

APPROVAL OF THE FIXED, VARIABLE, AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID DURING OR GRANTED FOR THE PAST FISCAL YEAR TO MR. SEBASTIEN LADET IN CONNECTION WITH HIS TERM AS CHIEF EXECUTIVE OFFICER

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report on corporate governance referred to in Article L.225-37 of the French Commercial Code,

Approves, in accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the fixed, variable, and exceptional components comprising the total compensation and benefits of any kind paid during or awarded for the past fiscal year to Mr. Sébastien Ladet in connection with his term as Chief Executive Officer, as presented in the 2025 Universal Registration Document, Section 13.2.1.5, "*Fixed, variable, and exceptional components comprising the total compensation and benefits of any kind paid during or granted in respect of the past fiscal year to Mr. Sébastien Ladet, Chief Executive Officer.*"

THIRTEENTH RESOLUTION

AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS FOR THE COMPANY TO PURCHASE ITS OWN SHARES UNDER THE PROVISIONS OF ARTICLE L. 22-10-62 OF THE COMMERCIAL CODE

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the report of the Board of Directors, and in accordance with European Regulation No. 596/2014 of the European Parliament and of the Council of April 16, 2014, and the provisions of Articles L.22-10-62 et seq. of the Commercial Code,

1. **Authorizes** the Board of Directors, with the power to subdelegate under the conditions set forth by law, in accordance with the provisions of Articles L.22-10-62 et seq. of the Commercial Code, to purchase or cause to be purchased shares of the Company, in particular for the purpose of:
 - implementing any stock option plan for the Company's shares pursuant to the provisions of Articles L. 225-177 et seq. of the French Commercial Code or any similar plan; and/or
 - allocating or transferring shares to employees as part of their participation in the fruits of the company's growth or the implementation of any company or group savings plan (or similar plan) under the conditions provided by law, in particular Articles L. 3332-1 et seq. of the Labor Code; or
 - the free allocation of shares pursuant to the provisions of Articles L. 225-197-1 et seq. of the Commercial Code; or
 - generally, to fulfill obligations related to stock option plans or other stock awards to employees or corporate officers of the issuer or an affiliated company; or
 - the delivery of shares upon the exercise of rights attached to securities giving access to the capital through redemption, conversion, exchange, presentation of a warrant, or any other means; or
 - the cancellation of all or part of the securities thus repurchased; or
 - the promotion of the secondary market or liquidity of Carvolix shares by an investment services provider under a liquidity agreement in accordance with regulatory practice, provided that, in this context, the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, less the number of shares resold; or
 - to retain the purchased shares and subsequently use them in an exchange or as payment in connection with potential external growth transactions; or
 - the implementation of any market practice that may be authorized by the French Financial Markets Authority (AMF), and more generally, the execution of any other transaction in compliance with applicable regulations. In such a case, the Company will inform its shareholders via a press release.

2. **Resolves** that purchases of the Company's shares may involve a number of shares such that:
 - on the date of each repurchase, the total number of shares thus repurchased by the Company since the start of the repurchase program (including those subject to said repurchase) does not exceed 10% of the shares comprising the Company's share capital on that date, this percentage applying to a share capital adjusted for transactions affecting it subsequent to this General Meeting, which, as of the date of the Meeting, represents a repurchase limit of 5,924,367 shares, provided that (i) the number of shares acquired for the purpose of holding them and subsequently transferring them in connection with a merger, demerger, or contribution transaction may not exceed 5% of its share capital; and (ii) when shares are repurchased to promote liquidity under the conditions defined by the General Regulations of the Autorité des marchés financiers, the number of shares taken into account for the calculation of the 10% limit provided for above corresponds to the number of shares purchased, less the number of shares resold during the term of the authorization;
 - the number of shares held by the Company at any given time shall not exceed 10% of the shares comprising the Company's share capital as of the relevant date.
3. **Resolves** that the acquisition, sale, or transfer of shares may be carried out at any time within the limits authorized by applicable laws and regulations and by any means, including on regulated markets, multilateral trading facilities, from systematic internalisers, or over-the-counter, including through block trades, tender offers or exchange offers, or through the use of options or derivatives.
4. **Resolves** that the maximum purchase price of shares under this resolution shall be ten euros (€10) per share (or the equivalent value of this amount on the same date in any other currency), provided that the amount of funds the Company may allocate to the repurchase of its own shares shall not exceed 4,000,000 euros.
5. **Delegates** to the Board of Directors, in the event of a change in the par value of the share, a capital increase through the capitalization of reserves, a bonus share issue, a stock split or reverse stock split, a distribution of reserves or any other assets, a capital write-off, or any other transaction involving the capital or equity, the authority to adjust the aforementioned maximum purchase price to take into account the impact of such transactions on the value of the share.
6. **Grants** full powers to the Board of Directors, with the authority to subdelegate under the conditions set forth by law, to implement this authorization, to specify, if necessary, the terms and determine the procedures for carrying out the buyback program, and in particular to place any stock exchange orders, enter into any agreements, allocate or reallocate the acquired shares to the objectives pursued under the applicable legal and regulatory conditions, and establish the procedures by which where applicable, the preservation of the rights of holders of securities or other rights giving access to the capital, in accordance with the legal, regulatory, or contractual provisions in force, to make all necessary filings with the Autorité des marchés financiers and any other competent authority and to complete all other formalities, and, generally speaking, to take all necessary steps.

The Board of Directors shall provide the shareholders meeting at the Annual General Meeting, in the report required by Article L.225-100 of the Commercial Code and in accordance with Article L.225-211 of the Commercial Code, information regarding the execution of share repurchase transactions authorized by the General Meeting, including the number and price of the shares thus acquired, and the volume of shares used.

7. **Resolves** that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's securities;
8. **Resolves** that the authorization shall be valid for a maximum period of eighteen months from the date of this Meeting.
9. **Notes** that this authorization supersedes any prior delegation of authority with the same purpose.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

FOURTEENTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO DECIDE ON AN INCREASE IN SHARE CAPITAL THROUGH THE CAPITALIZATION OF SHARE PREMIUMS, RESERVES, PROFITS, OR ANY OTHER AMOUNTS

The General Meeting, convened as an extraordinary meeting, subject to the quorum and majority requirements applicable to ordinary meetings, having reviewed the report of the Board of Directors and in accordance with the provisions of Articles L. 225-129-2 and L. 225-130 of the Commercial Code:

1. **Delegates** to the Board of Directors, with the power to subdelegate under the conditions set forth by law, its authority to decide on an increase in the share capital in one or more installments, in the proportion and at the times it deems appropriate, through the capitalization of premiums, reserves, profits, or any other sums that may be capitalized in accordance with the law and the Articles of Association, in the form of the issuance of new equity securities or an increase in the par value of existing equity securities, or through the combined use of these two methods.
2. **Resolves** to set the limits on the amounts of authorized capital increases as follows in the event that the Board of Directors exercises this delegation of authority:
 - the maximum nominal amount of capital increases that may be carried out pursuant to this delegation may not exceed three million (3,000,000) euros, it being specified that this amount shall be deducted from the overall ceiling provided for in the 23resolution of this General Meeting or, where applicable, against the overall ceiling that may be provided for by a resolution of the same nature that could succeed said resolution during the term of validity of this delegation;
 - to this ceiling shall be added, where applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve, in accordance with legal and regulatory provisions and, where applicable, with contractual provisions providing for other preservation methods, the rights of holders of securities giving access to the capital or other rights giving access to the capital.
3. In the event that the Board of Directors exercises this delegation of authority, the Board is hereby **granted** all powers, with the option to subdelegate under the conditions set forth by law, to implement this delegation, for the purpose, in particular, of:
 - determine the amount and nature of the sums to be capitalized, determine the number of new equity securities to be issued and/or the amount by which the par value of existing equity securities will be increased, and set the date, even retroactively, from which the new equity securities will carry dividend rights or the date on which the increase in the par value of existing equity securities will take effect;
 - decide, in the event of a bonus issue of equity securities, that fractional rights shall not be negotiable and that the corresponding equity securities shall be sold in accordance with the terms determined by the Board of Directors, provided that the sale and distribution of the proceeds from the sale shall take place under the conditions set forth in Article L. 22-10-50 of the Commercial Code;
 - determine and make any adjustments necessary to account for the impact of transactions on the Company's capital or equity, particularly in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves, a bonus share issue, a stock split or reverse stock split, a distribution of dividends, reserves, or premiums, or any other assets, capital write-downs, or any other transaction involving the capital or equity (including in the event of a public offering and/or a change of control), and to establish any other terms and conditions necessary to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including through cash adjustments);

- to record the completion of each capital increase and to make the corresponding amendments to the articles of incorporation;
 - in general, enter into any agreement, take any measures, and perform any formalities necessary for the issuance, listing, and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto.
4. **Resolves** that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's securities;
 5. **Sets** the term of validity of the delegation of authority covered by this resolution at twenty-six months from the date of this Meeting.
 6. **Notes** that this delegation supersedes, to the extent applicable to its unused portion, any prior delegation having the same purpose.

FIFTEENTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO DECIDE ON AN INCREASE IN SHARE CAPITAL THROUGH THE ISSUE OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE CAPITAL IMMEDIATELY OR IN THE FUTURE, WHILE MAINTAINING PREFERENTIAL SUBSCRIPTION RIGHTS

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-132 through L. 225-134, and L. 228-91 et seq. of the French Commercial Code:

1. **Delegates** to the Board of Directors, with the power to subdelegate under the conditions set forth by law, its authority to issue, for free or for consideration, on one or more occasions, in the proportions and at the times it deems appropriate, on the French and/or international market, either in euros, in foreign currencies, or in any other unit of account established by reference to a basket of currencies,
 - of common shares,
 - and/or common stock entitling the holder to the allocation of other common stock or debt securities,
 - and/or securities giving access to common shares to be issued.

Pursuant to Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to common shares to be issued by any company in which the Company directly or indirectly holds more than half of the capital, or in which the Company directly or indirectly holds more than half of the capital.

2. **Resolves** to set the following limits on the amounts of authorized issuances in the event the Board of Directors exercises this delegation of authority:
 - the maximum nominal amount of capital increases that may be carried out pursuant to this delegation is set at three million (3,000,000) euros (excluding the issue premium) or in any other monetary unit established by reference to multiple currencies, it being specified that the total nominal amount of such capital increases shall be deducted from the nominal amount of the overall ceiling provided for in the 23resolution of this General Meeting;
 - to this ceiling shall be added, if applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation methods, the rights of holders of securities giving access to the Company's capital;
 - the maximum nominal amount of securities representing debt instruments that may be issued pursuant to this delegation may not exceed fifty million (50,000,000) euros or

any other monetary unit established by reference to multiple currencies, which shall be deducted from the overall ceiling set by the^{23rd} resolution of this General Meeting.

3. Resolves, in the event the Board of Directors exercises this delegation of authority:

- that the issue(s) shall be reserved on a preferential basis for shareholders, who may subscribe on an irreducible basis in proportion to the number of shares then held by them;
- to take note of the fact that the Board of Directors shall have the authority to establish a reducible subscription right;
- to take note of the fact that this delegation of authority automatically entails, for the benefit of holders of securities giving access to the Company's capital, a waiver by the shareholders of their preemptive subscription rights to the shares to which such securities will entitle them immediately or in the future;
- to take note of the fact that, in accordance with Article L. 225-134 of the French Commercial Code, if the non-reducible subscriptions and, where applicable, the reducible subscriptions have not fully subscribed to an issue referred to in paragraph 1 above, the Board of Directors may exercise the following powers:
 - limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by regulations,
 - freely allocate all or part of the unsubscribed securities,
 - offer all or part of the unsubscribed securities to the public.

4. Resolves that issuances of the Company's stock subscription warrants may be carried out through a subscription offering, but also through a free allocation to holders of existing shares, provided that the Board of Directors shall have the authority to decide that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold;

5. Resolves that the Board of Directors shall have full authority, with the power to subdelegate under the conditions set forth by law, to implement this delegation of authority, for the purpose, in particular, of:

- determine the amount of the offering, the offering price, and the amount of the premium that may be charged upon issuance;
- determine the dates and terms of the capital increase, as well as the nature, number, and characteristics of the securities issued;
- in the event of the issuance of debt securities, decide whether they are subordinated or not (and, if applicable, their subordination rank, in accordance with the provisions of Article L. 228-97 of the Commercial Code), set their interest rate (including fixed-rate, variable-rate, zero-coupon, or indexed interest), and provide, where applicable, mandatory or optional cases of suspension or non-payment of interest, specify their term (fixed or indefinite), the possibility of reducing or increasing the face value of the securities and other terms of issuance (including the provision of guarantees or collateral) and redemption (including redemption through the transfer of the Company's assets); where applicable, these securities may be accompanied by warrants entitling the holder to the allocation, acquisition, or subscription of bonds or other debt securities, or provide for the Company's ability to issue debt securities (whether fungible or not) in payment of interest whose payment has been suspended by the Company, or take the form of complex bonds as defined by securities regulators (for example, due to their redemption or interest payment terms or other features such as indexation or option rights); modify, during the term of the relevant securities, the terms referred to above, in compliance with applicable formalities;
- determine the method of payment for the issued securities;

- set, if applicable, the terms and conditions for exercising rights (where applicable, conversion, exchange, and redemption rights, including through the delivery of Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital and, in particular, set the date—even retroactively—from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the issuance;
- determine the terms and conditions under which the Company shall, if applicable, have the option to purchase or exchange on the stock exchange, at any time or during specified periods, securities giving access to the capital, with a view to canceling them or not, subject to applicable legal provisions;
- provide for the option to suspend, if necessary, the exercise of rights attached to shares or securities giving access to the capital in accordance with legal and regulatory provisions;
- at its sole discretion, to charge the costs of the capital increase to the amount of the related premiums and to deduct from that amount the sums necessary to fund the statutory reserve; determine and make any adjustments necessary to account for the impact of the issuance and establish any other terms and conditions to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including through cash adjustments);
- certify the completion of each capital increase and make the corresponding amendments to the articles of incorporation;
- in general, enter into any agreement, in particular to ensure the successful completion of the proposed issuances, take all measures, and perform all formalities necessary for the issuance, listing, and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto.

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

7. Sets the term of validity of the delegation of authority covered by this resolution at twenty-six months from the date of this Meeting.

8. Notes that this delegation supersedes, to the extent applicable to its unused portion, any prior delegation having the same purpose.

SIXTEENTH RESOLUTION

DELEGATION OF AUTHORITY TO BE GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL THROUGH THE ISSUE OF SHARES AND/OR SECURITIES CONFERRING IMMEDIATE OR FUTURE RIGHTS TO THE CAPITAL AND/OR GIVING RIGHTS TO THE ALLOCATION OF DEBT SECURITIES, WITH WAIVER OF SHAREHOLDERS' PREEMPTIVE SUBSCRIPTION RIGHTS, THROUGH A PUBLIC OFFERING (EXCLUDING OFFERS REFERRED TO IN SECTION 1 OF ARTICLE L. 411-2 OF THE MONETARY AND FINANCIAL CODE)

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Articles L. 225-129 et seq. of the Commercial Code, in particular Article L. 225-135, L. 225-136, and the provisions of Articles L. 228-91 et seq. and L. 22-10-51 and L. 22-10-52 of the Commercial Code:

1. Delegates to the Board of Directors, with the power to subdelegate under the conditions set forth by law, its authority to issue, on one or more occasions, in the proportion and at the times it deems appropriate, on the French and/or international market, by way of a public offering, excluding offers referred to in paragraph 1 of Article L. 411-2 of the Monetary and Financial Code, either in euros, in foreign currencies, or in any other unit of account established by reference to a basket of currencies:

- of common shares,

- and/or common shares entitling the holder to the allocation of other common shares or debt securities,
- and/or securities giving access to common shares to be issued.

Pursuant to Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to common shares to be issued by any company in which the Company directly or indirectly holds more than half of the capital, or in which the Company directly or indirectly holds more than half of the capital.

2. **Resolves** to set the following limits on the amounts of authorized issuances in the event the Board of Directors exercises this delegation of authority:
 - the maximum nominal amount of capital increases that may be carried out pursuant to this delegation is set at three million (3,000,000) euros (excluding the issue premium) or in any other monetary unit established by reference to multiple currencies, it being specified that the total nominal amount of such capital increases shall be deducted from the nominal amount of the overall ceiling provided for in the 23th resolution of this General Meeting;
 - to this ceiling shall be added, if applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation methods, the rights of holders of securities giving access to the Company's capital;
 - the maximum nominal amount of securities representing debt instruments that may be issued pursuant to this authorization may not exceed fifty million (50,000,000) euros or any other monetary unit established by reference to multiple currencies, which shall be counted against the overall ceiling set by the 23rd resolution of this General Meeting.
3. **Resolves** to waive the shareholders' preemptive subscription right to the securities covered by this resolution.
4. **Resolves** that the Board of Directors shall have the authority to grant shareholders, for a period and under terms and conditions it shall determine in accordance with applicable laws and regulations and for all or part of an issue made, a priority subscription period that does not give rise to the creation of tradable rights, which must be exercised in proportion to the number of shares held by each shareholder and may be supplemented by a subscription on a pro rata basis.
5. **Takes note** of the fact that if subscriptions have not fully subscribed the issue, the Board may:
 - limit the amount of the offering to the amount of subscriptions received, where applicable within the limits provided for by regulations,
 - freely allocate all or part of the unsubscribed securities.
7. **Takes note** of the fact that this delegation automatically entails, for the benefit of holders of securities giving access to the Company's capital, an express waiver by shareholders of their preemptive subscription rights to the shares to which the securities giving access to the capital will entitle them.
8. **Resolves** to delegate to the Board of Directors, with the power to subdelegate under the conditions provided for by law, the authority to set the issue price of the securities that may be issued pursuant to this delegation in accordance with the following terms:
 - (i) the issue price of the common shares to be issued shall be at least equal to:
 - either the closing price of the Company's share on the regulated market of Euronext Paris on the last trading day preceding the setting of the issue price;
 - or the weighted average price of the share on the Euronext market in Paris over a period selected by the Board of Directors comprising between three (3) and ninety (90) consecutive trading sessions preceding the setting of the issue price,

possibly reduced (in each case), at the discretion of the Board of Directors, by a maximum discount of twenty percent (20%), either of the two formulas set forth above being freely applicable; and

(ii) the issue price of the securities to be issued pursuant to this resolution other than shares shall be such that the amount received immediately by the Company, plus, if applicable, the amount likely to be received by the Company at a later date, shall, for each share issued as a result of the issuance of such securities, be at least equal to the amount referred to in (i) above;

9. Resolves that the Board of Directors shall have full authority, with the power to subdelegate under the conditions set forth by law, to implement this delegation of authority, for the purpose, in particular, of:

- determine the amount of the offering, the offering price, and the amount of the premium that may be charged upon issuance;
- determine the dates and terms of the capital increase, as well as the nature, number, and characteristics of the securities;
- in the event of the issuance of debt securities, decide whether they are subordinated or not (and, if applicable, their subordination rank, in accordance with the provisions of Article L. 228-97 of the Commercial Code), set their interest rate (including fixed-rate, variable-rate, zero-coupon, or indexed interest), and provide, where applicable, mandatory or optional cases of suspension or non-payment of interest, specify their term (fixed or indefinite), the possibility of reducing or increasing the face value of the securities and other terms of issuance (including the provision of guarantees or collateral) and redemption (including redemption through the transfer of the Company's assets); where applicable, these securities may be accompanied by warrants entitling the holder to the allocation, acquisition, or subscription of bonds or other debt securities, or provide for the Company's ability to issue debt securities (whether fungible or not) in payment of interest whose payment has been suspended by the Company, or take the form of complex bonds as defined by securities regulators (for example, due to their redemption or interest payment terms or other features such as indexation or option rights); modify, during the term of the relevant securities, the terms referred to above, in compliance with applicable formalities;
- determine the method of payment for the securities;
- set, if applicable, the terms and conditions for exercising rights (where applicable, conversion, exchange, or redemption, including through the delivery of Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital and, in particular, set the date, even retroactively, from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the issuance;
- determine the terms and conditions under which the Company shall, if applicable, have the option to purchase or exchange on the stock exchange, at any time or during specified periods, securities giving access to the capital, with a view to canceling them or not, subject to applicable legal provisions;
- provide for the option to suspend, if necessary, the exercise of rights attached to shares or securities giving access to the capital in accordance with legal and regulatory provisions;
- at its sole discretion, to charge the costs of capital increases to the amount of the related premiums and to deduct from that amount the sums necessary to fund the legal reserve;
- determine and make any adjustments necessary to account for the impact of the issuance and establish any other terms and conditions to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including through cash adjustments);
- record the completion of each capital increase and make the corresponding amendments to the articles of incorporation;
- in general, enter into any agreement, in particular to ensure the successful completion of the proposed offerings, take all measures, and perform all formalities necessary for the issuance,

listing, and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto.

10. **Resolves** that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's securities;
11. **Sets** the term of validity of the delegation of authority covered by this resolution at twenty-six months from the date of this Meeting.
12. **Notes** that this delegation supersedes, to the extent applicable to its unused portion, any prior delegation having the same purpose.

SEVENTEENTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL THROUGH THE ISSUE OF SHARES AND/OR SECURITIES CONFERRING IMMEDIATE OR FUTURE RIGHTS TO THE CAPITAL AND/OR GIVING RIGHTS TO THE ALLOCATION OF DEBT SECURITIES, WITH WAIVER OF SHAREHOLDERS' PREEMPTIVE SUBSCRIPTION RIGHTS, THROUGH A PUBLIC OFFERING REFERRED TO IN ARTICLE L. 411-2(1) OF THE MONETARY AND FINANCIAL CODE

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Articles L. 225-129 et seq. of the Commercial Code, in particular L. 225-135, L. 225-136, and the provisions of Articles L. 228-91 et seq. and L. 22-10-51 and L. 22-10-52 of the Commercial Code:

1. **Delegates** to the Board of Directors, with the power to subdelegate under the conditions set forth by law, its authority to issue, on one or more occasions, in the proportions and at the times it deems appropriate, on the French and/or international market, through an offering referred to in paragraph 1 of Article L. 411 -2 of the Monetary and Financial Code, either in euros, in foreign currency, or in any other unit of account established by reference to a basket of currencies:

- of common shares,
- and/or common shares entitling the holder to the allocation of other common shares or debt securities,
- and/or securities giving access to common shares to be issued.

Pursuant to Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to common shares to be issued by any company in which the Company directly or indirectly holds more than half of the capital, or in which the Company directly or indirectly holds more than half of the capital.

2. **Resolves** to set the following limits on the amounts of authorized issuances in the event the Board of Directors exercises this delegation of authority:
 - the maximum nominal amount of capital increases that may be carried out pursuant to this delegation is set at three million (3,000,000) euros (excluding the issue premium) or in any other monetary unit established by reference to multiple currencies, it being specified that the total nominal amount of such capital increases shall be deducted from the nominal amount of the overall ceiling provided for in the 23rd resolution of this General Meeting;
 - to this ceiling shall be added, if applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation methods, the rights of holders of securities giving access to the Company's capital;
 - the maximum nominal amount of securities representing debt instruments that may be issued pursuant to this authorization may not exceed fifty million (50,000,000) euros or any other monetary unit established by reference to multiple currencies, which shall be counted against the overall limit provided for in the 23rd resolution of this General Meeting;

- in any event, issuances of shares and securities giving access to the capital pursuant to this authorization shall not exceed the limits provided for by applicable regulations as of the date of issuance (currently, 30% of the share capital per year).
3. **Resolves** to waive shareholders' preemptive subscription rights with respect to the securities covered by this resolution.
 4. **Takes note** of the fact that if subscriptions do not cover the entire issue, the Board may:
 - limit the amount of the transaction to the amount of subscriptions received, if applicable, within the limits set forth by regulations;
 - freely allocate all or part of the unsubscribed securities.
 5. **Takes note** of the fact that this delegation automatically entails, for the benefit of holders of securities giving access to the Company's capital, an express waiver by shareholders of their preemptive subscription rights to the shares to which the securities will entitle them.
 6. **Resolves** to delegate to the Board of Directors, with the power to subdelegate under the conditions provided for by law, the authority to set the issue price of the securities to be issued pursuant to this delegation in accordance with the following terms:
 - (i) the issue price of the common shares to be issued shall be at least equal to:
 - either the closing price of the Company's shares on the regulated market of Euronext Paris on the last trading day preceding the setting of the issue price;
 - or the weighted average price of the share on the Euronext market in Paris over a period selected by the Board of Directors comprising between three (3) and forty ninety (90) consecutive trading sessions preceding the setting of the issue price,possibly reduced (in each case), at the discretion of the Board of Directors, by a maximum discount of twenty percent (20%), either of the two formulas set forth above being freely applicable; and
 - (ii) the issue price of the securities to be issued pursuant to this resolution other than shares shall be such that the amount received immediately by the Company, plus, if applicable, the amount likely to be received by the Company at a later date, shall, for each share issued as a result of the issuance of such securities, be at least equal to the amount referred to in (i) above;
 7. **Resolves** that the Board of Directors, with the power to subdelegate under the conditions set forth by law, shall have full authority to implement this delegation of authority, for the purpose, in particular, of:
 - determine the amount of the capital increase, the issue price, and the amount of the premium that may be charged upon issuance;
 - determine the dates and terms of the capital increase, as well as the nature and characteristics of the securities to be issued;
 - in the event of the issuance of debt securities, decide whether they shall be subordinated (and, if so, their rank of subordination, in accordance with the provisions of Article L. 228-97 of the Commercial Code), set their interest rate (including fixed-rate, variable-rate, zero-coupon, or indexed interest), and provide, where applicable, mandatory or optional cases of suspension or non-payment of interest, specify their term (fixed or indefinite), the possibility of reducing or increasing the face value of the securities and other terms of issuance (including the provision of guarantees or collateral) and redemption (including redemption through the transfer of the Company's assets); where applicable, these securities may be accompanied by warrants entitling the holder to the allocation, acquisition, or subscription of bonds or other debt securities, or provide for the Company's ability to issue debt securities (whether fungible or not) in payment of interest whose payment has been suspended by the Company, or take the form of complex bonds as defined by securities regulators (for example, due to their redemption or interest payment terms or other features such as indexation or option rights); modify, during the term of the relevant securities, the terms referred to above, in compliance with applicable formalities;

- determine the method of payment for the securities;
 - set, if applicable, the terms and conditions for exercising rights (where applicable, conversion, exchange, or redemption, including through the delivery of Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital and, in particular, set the date, even retroactively, from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the issuance;
 - determine the terms and conditions under which the Company shall, if applicable, have the option to purchase or exchange on the stock exchange, at any time or during specified periods, securities giving access to the capital, with a view to canceling them or not, subject to applicable legal provisions;
 - provide for the option to suspend, if necessary, the exercise of rights attached to shares or securities giving access to the capital in accordance with legal and regulatory provisions;
 - at its sole discretion, to charge the costs of capital increases to the amount of the related premiums and to deduct from that amount the sums necessary to fund the statutory reserve;
 - determine and implement any adjustments necessary to account for the impact of the offering and establish any other terms and conditions necessary to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including through cash adjustments);
 - record the completion of each capital increase and make the corresponding amendments to the articles of incorporation;
 - in general, enter into any agreement, in particular to ensure the successful completion of the proposed offerings, take all measures, and perform all formalities necessary for the issuance, listing, and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto.
- 8. Resolves** that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's securities;
- 9. Sets** the term of validity of the delegation of authority covered by this resolution at twenty-six months from the date of this Meeting.
- 10. Notes** that this delegation supersedes, to the extent applicable to its unused portion, any prior delegation having the same purpose.

EIGHTEENTH RESOLUTION

DELEGATION OF AUTHORITY TO BE GRANTED TO THE BOARD OF DIRECTORS, TO DECIDE ON THE ISSUE OF SHARES AND/OR SECURITIES GIVING IMMEDIATE OR FUTURE ACCESS TO THE CAPITAL OR ENTITLING THE HOLDER TO A DEBT INSTRUMENT, WITH WAIVER OF SHAREHOLDERS' PREEMPTIVE SUBSCRIPTION RIGHTS IN FAVOR OF CERTAIN CATEGORIES OF BENEFICIARIES

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L.225-129 et seq. of the Commercial Code, and in particular Articles L.225-129-2, L.225-135, L.225-138, L.228-92, and L.228-93 of said Commercial Code,

- 1. Delegates** to the Board of Directors its authority, with the power to subdelegate under the conditions set forth by law, to issue, on one or more occasions, in France or abroad, in the proportion, at the times, and in the manner it deems appropriate, to issue, on the French and/or international market, with the exclusion of shareholders' preemptive subscription rights, in euros or in foreign currency or in any other monetary unit established by reference to multiple currencies, new shares of the Company and/or any other securities giving immediate or future access, at any time or on a fixed date, to the capital of the Company, or of companies that directly or indirectly hold more than half of its capital, or of companies in which it directly or indirectly holds more than half of the capital, or entitling the holder to a

debt instrument, by subscription either in cash or by set-off of claims, conversion, exchange, redemption, presentation of a voucher, or in any other manner, securities representing claims that may be issued with or without collateral, in the forms, at the rates, and under the terms and conditions that the Board of Directors deems appropriate; provided that the issuance of preferred shares is strictly excluded from this delegation.

2. Resolves, in the event that the Board of Directors exercises this delegation, to set the limits on the amounts of authorized issuances as follows:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation is set at three million (3,000,000) euros or its equivalent in foreign currencies on the date of issuance, it being specified that the total nominal amount of such capital increases shall be deducted from the overall ceiling provided for in the 23rd Resolution of this General Meeting. To this ceiling shall be added, if 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 capital;
- the nominal amount of bonds and other debt securities giving access to the capital that may be issued pursuant to this authorization may not exceed fifty million (50,000,000) euros or its equivalent in foreign currencies on the date of issuance, it being specified that the total nominal amount of such bonds or other debt securities shall be counted toward the overall limit applicable to bonds or other debt securities, as set by the 23rd resolution of this General Meeting;

3. Takes note and resolves, as necessary, that this delegation of authority automatically entails, for the benefit of holders of securities granting immediate or future access to the Company's capital, an express waiver by the shareholders of their preemptive subscription rights to the shares to which such securities entitle them, in accordance with the provisions of Article L.225-132 of the Commercial Code;

4. Resolves to waive shareholders' preemptive subscription rights with respect to shares, other securities, and debt instruments that may be issued pursuant to this resolution, in favor of certain categories of beneficiaries of the shares or securities to be issued, namely:

- natural or legal persons, UCITS, or other French or foreign funds that invest primarily in, or have invested more than one million euros during the 24 months preceding the capital increase in question, (a) in the Company's business sector or (b) in growth securities listed on a regulated market or a multilateral trading facility (such as Euronext Growth) considered to be "EU SMEs" within the meaning of Annex I to European Commission Regulation (EC) No. 651/2014 of June 17, 2014; and/or
- to *business angel* groups and *family offices*, whether French or foreign; and/or
- to one or more strategic partners of the Company, located in France or abroad, having entered into or expected to enter into one or more partnership agreements (development, co-development, distribution, manufacturing, etc.) or commercial agreements with the Company (or a subsidiary) and/or to companies that they control, that control them, or that are controlled by the same person or persons, directly or indirectly, within the meaning of Article L. 233-3 of the French Commercial Code; and/or
- any credit institution or investment services provider authorized to provide the investment service referred to in Article L. 321-1(6) of the Monetary and Financial Code, acting within the framework of a capital increase program through the exercise of options or a similar transaction;

The Board of Directors shall determine the specific list of beneficiaries of such capital increase(s) and/or reserved securities offerings within such category or categories of persons and the number of securities to be allocated to each of them.

5. Resolves to delegate to the Board of Directors, with the authority to subdelegate under the conditions provided by law, the power to set the issue price of the securities that would be issued pursuant to this delegation in accordance with the following terms:

- (i) the issue price of the common shares to be issued shall be at least equal to:
- either the closing price of the Company’s shares on the regulated market of Euronext Paris on the last trading day preceding the determination of the issue price;
 - or the weighted average price of the share on the Euronext market in Paris over a period selected by the Board of Directors comprising between three (3) and ninety (90) consecutive trading sessions preceding the setting of the issue price,

possibly reduced (in each case), at the discretion of the Board of Directors, by a maximum discount of twenty percent (20%), either of the two formulas set forth above being freely applicable; and

- (ii) the issue price of the securities to be issued pursuant to this resolution other than shares shall be such that the amount received immediately by the Company, plus, if applicable, the amount likely to be received by the Company at a later date, shall, for each share issued as a result of the issuance of such securities, be at least equal to the amount referred to in (i) above;

6. Resolves that the new shares issued in connection with the capital increases shall be fully assimilated to the existing shares and subject to all provisions of the Articles of Association and the resolutions of the general meetings,

7. Specifies that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company’s securities, in compliance with applicable laws and regulations,

8. Resolves that the Board of Directors shall have full authority to implement or not implement this delegation, as well as the authority to suspend it if necessary, in accordance with legal requirements and within the limits and conditions specified above, for the purpose, in particular, of:

- decide on the capital increase and determine the securities to be issued, and generally decide on issuances within the scope of this delegation,
- determine the amount of the capital increase,
- set the issue price as well as the amount of the premium that may, if applicable, be charged at the time of issuance, within the limits set forth in this resolution,
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be issued, and further decide, in the case of bonds or other debt securities giving access to the Company’s capital, whether they are subordinated or not (and, if applicable, their subordination rank in accordance with the provisions of Article L.228 -97 of the Commercial Code), set their interest rate (including fixed-rate, variable-rate, zero-coupon, or indexed interest), their term (fixed or indefinite), and the other terms of issuance (including the provision of guarantees or security) and amortization; such securities may be accompanied by warrants entitling the holder to the allocation, acquisition, or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the securities regulatory authorities; modify, during the term of the securities in question, the terms and conditions referred to above, in compliance with applicable formalities,
- decide, in the event that subscriptions have not fully subscribed the issue, to limit the amount of the capital increase to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the authorized issue,
- determine the method of payment for the shares, the securities giving access to the capital to be issued, or the securities to be issued,

- set, if 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 retroactively, from which the new shares (i.e., any underlying securities) will carry dividend rights, determine the terms and conditions for exercising such rights, where applicable, for conversion, exchange, or redemption, including through the delivery of Company assets such as shares or securities already issued by the Company, as well as all other terms and conditions for carrying out the capital increase,
- provide for the option to suspend, if necessary, the exercise of the rights attached to such securities in accordance with legal and regulatory provisions for a maximum period of three (3) months,
- at its sole discretion, charge the costs of the capital increase to the amount of the premiums related thereto and deduct from that amount the sums necessary to bring the legal reserve to one-tenth of the new capital following each capital increase,
- determine, and make any necessary adjustments, to account for the impact of transactions on the Company's capital, particularly in the event of a change in the par value of the shares, capital increases through the capitalization of reserves, the issuance of bonus shares, the split or consolidation of shares, the distribution of reserves or any other assets, the write-off of capital, or any other transaction affecting equity, and to establish the terms and conditions under which, if applicable, the rights of holders of securities giving access to the capital will be preserved,
- to record the completion of each capital increase and make the corresponding amendments to the articles of incorporation,
- in general, enter into any agreement, in particular to preserve the potential rights of all holders of securities entitling them immediately or in the future to a share of the share capital, take all measures and perform all formalities necessary for the issuance, registration, and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto, carry out all formalities and filings, to seek all authorizations that may prove necessary for the completion and successful conclusion of this issuance and, in general, to take all necessary steps.

The final terms of the transaction will be the subject of a supplementary report, in accordance with the provisions of Article L.225-129-5 of the Commercial Code, which the Board of Directors will prepare at the time it exercises the delegation of authority conferred upon it by this Meeting. The Statutory Auditors will also prepare a supplementary report on that occasion.

9. Resolves that this delegation of authority is granted to the Board of Directors for a term of eighteen (18) months from the date of this Meeting.

10. Notes that this delegation supersedes, where applicable for any unused portion thereof, any prior delegation having the same purpose.

NINETEENTH RESOLUTION

AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUE, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, OF SHARES AND/ OR SECURITIES GIVING ACCESS TO THE CAPITAL IMMEDIATELY OR IN THE FUTURE AND/OR ENTITLING THE HOLDER TO THE ALLOCATION OF DEBT SECURITIES IN EXCHANGE FOR CONTRIBUTIONS IN KIND

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 22-10-53, and L. 228-91 et seq. of the Commercial Code:

1. **Authorizes** the Board of Directors, with the power to subdelegate under the conditions set forth by law, to carry out a capital increase in one or more tranches, through the issuance of shares (excluding preferred shares) and/or securities governed by Articles L. 228-92, paragraph 1, L. 228-93, paragraphs 1 and 3, or L. 228-94, paragraph 2, of the Commercial Code, giving immediate or future access to the capital of the Company or other companies, including those in which the Company directly or indirectly holds more than half of the capital (including equity securities entitling the holder to the allocation of debt securities), for the purpose of compensating for contributions in kind made to the Company and consisting of equity securities or securities giving access to the capital, where the provisions of Article L. 22-10-54 of the Commercial Code are not applicable.
2. **Resolves** to set the limits on the amounts of authorized capital increases as follows in the event the Board of Directors exercises this authorization:
 - the maximum nominal amount of capital increases that may be carried out pursuant to this delegation is set at 10% of the share capital (as existing on the date of the transaction), it being specified that the total nominal amount of such capital increases shall be deducted from the nominal amount of the overall ceiling provided for in the^{23rd}resolution of this General Meeting;
 - to this ceiling shall be added, if applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation methods, the rights of holders of securities giving access to the Company's capital;
 - the maximum nominal amount of securities representing debt instruments that may be issued pursuant to this delegation may not exceed fifty million (50,000,000) euros or any other monetary unit established by reference to multiple currencies, which shall be deducted from the overall ceiling provided for in the^{23rd}resolution of this General Meeting;
 - in any event, issuances of shares and securities giving access to the capital, pursuant to this authorization, shall not exceed the limits provided for by applicable regulations on the date of issuance (currently 10% of the capital).
3. **Resolves** that the Board of Directors shall have full powers, with the authority to subdelegate under the conditions set forth by law, to implement this resolution, in particular for the purpose of:
 - decide to issue shares and/or securities giving access, immediately or in the future, to the capital of the Company or other companies;
 - determine the list of equity securities and securities contributed, approve the valuation of the contributions, set the terms of the issuance of shares and/or securities giving access to the capital in consideration for the contributions, as well as, where applicable, the amount of the cash adjustment to be paid, approve the granting of special benefits, and, if the contributors consent, reduce the valuation of the contributions or the compensation for the special benefits;
 - determine the characteristics of the shares and/or securities representing equity interests issued in consideration for the contributions and, during the term of such securities, amend said terms and characteristics in accordance with applicable formalities;
 - determine and make any adjustments necessary to account for the impact of transactions on the Company's capital or equity, particularly in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves, a bonus share issue, a stock split or reverse stock split, a distribution of dividends, reserves, or premiums, or any other assets, capital write-down, or any other transaction involving the capital or equity (including in the event of a public offering and/or a change of control), and establish any other terms and conditions necessary to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including through cash adjustments);

- at its sole discretion, to charge the costs of capital increases to the amount of the related premiums and to deduct from that amount the sums necessary to fund the statutory reserve;
 - to record the completion of each capital increase and make the corresponding amendments to the articles of incorporation;
 - in general, enter into any agreement, in particular to ensure the successful completion of the proposed issuances, take all measures, and perform all formalities necessary for the issuance, listing, and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto.
4. **Sets** the term of validity of the authorization covered by this resolution at twenty-six months from the date of this Meeting.
 5. **Notes** that this delegation supersedes, where applicable for its unused portion, any prior delegation having the same purpose.

TWENTIETH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND/OR SECURITIES GRANTING ACCESS, IMMEDIATELY OR IN THE FUTURE, TO THE COMPANY'S CAPITAL, WITH WAIVER OF PREEMPTIVE SUBSCRIPTION RIGHTS, AS CONSIDERATION FOR CONTRIBUTIONS OF SECURITIES MADE IN CONNECTION WITH A PUBLIC OFFERING INCLUDING AN EXCHANGE COMPONENT INITIATED BY THE COMPANY

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of the Commercial Code, particularly Articles L. 225-129-2, L. 22-10-54, and L. 228-91 et seq.:

1. **Delegates** to the Board of Directors, with the power to subdelegate to any person authorized by law, its authority to decide, in the proportions and at the times it deems appropriate, on one or more occasions, to issue common shares of the Company or securities giving access by any means, immediately or in the future, to the Company's capital, in consideration for securities (shares or any other financial instruments) admitted to trading on one of the regulated markets referred to in Article L. 22-10-54 of the Commercial Code, contributed to a public offering involving an exchange component initiated by the Company (acting alone or as a co-initiator), in France or abroad in accordance with local rules.
2. **Resolves** that the total nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this resolution shall not exceed three million (3,000,000) euros, it being specified that this amount shall be deducted from the overall ceiling provided for in the^{23rd} resolution;
3. **Resolves** that the maximum nominal amount of debt securities that may be issued pursuant to this delegation is set at fifty million (50,000,000) euros (or the equivalent value of this amount in the event of issuance in another currency), provided that:
 - this amount shall be deducted from the overall limit provided for in the^{23rd} resolution;
 - this amount shall be increased, if applicable, by any redemption premium above par; and
 - this limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A, and L. 228-92, paragraph 3, of the Commercial Code, the issuance of which is decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the Commercial Code or, in other cases, under the conditions to be determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

4. **Takes note**, as necessary, that this delegation automatically entails, for the benefit of holders of shares and/or securities issued pursuant to this resolution and giving access to the Company's capital, a waiver by the shareholders of their preemptive subscription rights.
5. **Resolves** that the Board of Directors shall have full powers, with the option to subdelegate under the conditions provided by law, to implement this resolution and, in particular, to:
 - set the exchange ratio and, if applicable, the amount of the cash adjustment to be paid, and determine the number of securities contributed to the exchange as well as the number of shares or securities issued as a result of such contributions;
 - determine the ex-dividend date, the terms of issuance, and the other characteristics of the new shares or, where applicable, the securities thus issued;
 - take all necessary measures to protect, in connection with such issuances, the rights of holders of securities or other rights already issued and conferring access to the capital, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment;
 - charge the issuance costs to the amount of the related premiums and deduct from this amount the sums necessary to bring the statutory reserve to one-tenth of the new share capital following the increase;
 - more generally, take all necessary measures, enter into all agreements, seek all authorizations, complete all formalities, and take all necessary steps to carry out or postpone the proposed issuances, and in particular to record the capital increase(s) resulting from any issuance carried out pursuant to this delegation, amend the Articles of Association accordingly, and apply for the admission to trading on any financial instruments market of the shares and/or securities issued pursuant to this delegation.
6. **Sets** the term of validity of the delegation of authority that is the subject of this resolution at twenty-six months from the date of this Meeting.
7. **Notes** that this delegation supersedes, to the extent applicable to its unused portion, any prior delegation having the same purpose.

TWENTY-FIRST RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

1. **Authorizes** the Board of Directors, with the power to subdelegate under the conditions set forth by law, to decide to increase the number of securities to be issued as part of a capital increase of the Company with or without preemptive subscription rights decided pursuant to the 15th through 18th resolutions of this meeting, at the same price as that set for the initial issuance, within the time limits and within the limits provided for by the regulations applicable on the date of issuance (currently, within thirty days of the close of the subscription and up to a limit of 15% of the initial issuance), in particular with a view to granting an over-allotment option in accordance with market practices.
2. **Resolves** that the nominal amount of the capital increases decided pursuant to this resolution shall be counted against the ceiling stipulated in the resolution pursuant to which the initial issuance is decided and against the applicable aggregate ceiling provided for in the 23th resolution of this General Meeting or, where applicable, against the amounts of the limits provided for by resolutions of a similar nature that may succeed said resolutions during the term of validity of this authorization.

3. **Sets** the term of validity of the authorization covered by this resolution at twenty-six months from the date of this Meeting.
4. **Notes** that this delegation supersedes, where applicable for its unused portion, any prior delegation having the same purpose.

TWENTY-SECOND RESOLUTION

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUE OF COMMON STOCK AND/OR SECURITIES CONFERRING IMMEDIATE OR OR IN THE FUTURE TO THE CAPITAL OR TO THE ALLOCATION OF DEBT SECURITIES WITH THE WAIVER OF PREEMPTIVE SUBSCRIPTION RIGHTS IN FAVOR OF ONE OR MORE SPECIFICALLY NAMED PERSONS

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L.225-129 et seq. of the Commercial Code, and in particular Articles L.225-129-2, L.22-10-52-1, and L.228-92 of the French Commercial Code:

1. **Delegates** to the Board of Directors its authority, with the power to subdelegate to the Chief Executive Officer, to issue, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate at the time of issuance, with the removal of the preemptive subscription right in favor of one or more specifically named persons, in euros or in foreign currency or in any other monetary unit established by reference to several currencies, of common shares of the Company and/or any other securities giving immediate or future access, at any time or on a fixed date, to the capital of the Company, or of companies that directly or indirectly hold more than half of its capital, or of companies in which it directly or indirectly holds more than half of the capital, or entitling the holder to a debt instrument, by subscription either in cash or by set-off of claims, conversion, exchange, redemption, presentation of a voucher, or in any other manner, securities representing debt obligations that may be issued with or without collateral, in the forms, at the rates, and under the terms and conditions that the Board of Directors deems appropriate, it being specified that the issuance of preferred shares is strictly excluded from this delegation,
2. **Resolves** to set the limits on the amounts of authorized issuances as follows in the event the Board of Directors exercises this delegation:
 - the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation is set at three million (3,000,000) euros or its equivalent in foreign currencies on the date of issuance, provided that the total nominal amount of such capital increases (i) shall be limited to 30% of the capital per year (as of the date of implementation of the authorization) and (ii) will be counted toward the overall cap provided for in the^{23rd} Resolution of this General Meeting.

To this ceiling shall be added, if applicable, the nominal amount of the additional shares to be issued to preserve, in accordance with the law and applicable contractual provisions, the rights of holders of securities giving access to shares of the Company,
 - the nominal amount of bonds and other debt securities giving access to the capital that may be issued pursuant to this authorization may not exceed fifty million (50,000,000) euros or its equivalent in foreign currencies on the date of issuance, it being specified that the total nominal amount of such bonds or other debt securities shall be counted toward the overall ceiling applicable to bonds or other debt securities, as set by the^{23rd} resolution of this General Meeting,
3. **Resolves** to waive the shareholders' preemptive subscription rights to shares, other securities, or debt instruments that may be issued pursuant to this authorization, in favor of one or more specifically designated persons, and to delegate to the Board of Directors the designation of such persons.

4. **Takes note and decides**, as necessary, that this delegation of authority automatically entails, for the benefit of holders of securities giving immediate or future access to the Company's capital, an express waiver by the shareholders of their preemptive subscription rights to the shares to which such securities entitle them, in accordance with the provisions of Article L.225-132 of the French Commercial Code,
5. **Resolves** that this delegation of authority is granted to the Board of Directors for a term of eighteen (18) months from the date of this Meeting,
6. **Resolves**, in accordance with the provisions of Article L. 22-10-52-1 of the French Commercial Code, that the issue price of the shares issued pursuant to this delegation shall be determined in accordance with the procedures set forth in the applicable regulations in effect on the date this delegation is exercised,
7. **Resolves** that the new shares issued in connection with capital increases shall be fully assimilated to the existing common shares and subject to all provisions of the Articles of Association and the resolutions of the General Meetings,
8. **Specifies** that the transactions covered by this authorization may be carried out at any time, including in the event of a public offering of the Company's securities, in compliance with applicable laws and regulations,
9. **Resolves** that the Board of Directors shall have full authority to implement, or not, this delegation, with the power to subdelegate in accordance with statutory and regulatory conditions, for the purpose, in particular, of:
 - decide on the capital increase and determine the securities to be issued and, more generally, decide on issuances within the scope of this delegation;
 - designate the person or persons to whom the issuance is reserved in accordance with Article L. 22-10-52-1 of the French Commercial Code;
 - determine the number of securities to be allocated to each of the specifically designated persons;
 - determine the amount of the capital increase;
 - set the issue price in accordance with the regulatory provisions applicable on the date the delegation is exercised, as well as the amount of the premium that may, if applicable, be charged at the time of issuance;
 - determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and further decide, in the case of bonds or other debt securities giving access to the Company's capital, whether they are subordinated or not (and, if applicable, their subordination rank in accordance with the provisions of Article L.228-97 of the Commercial Code), set their interest rate (including fixed-rate, variable-rate, zero-coupon, or indexed interest), their term (fixed or indefinite), and the other terms of issuance (including the provision of guarantees or security) and amortization; such securities may be accompanied by warrants entitling the holder to the allocation, acquisition, or subscription of bonds or other debt securities, or may take the form of complex bonds as defined by the securities regulatory authorities; to amend, during the term of the securities in question, the terms and conditions referred to above, in compliance with applicable formalities;
 - decide, in the event that subscriptions have not fully subscribed the issue, to limit the amount of the capital increase to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the approved issue;
 - determine the method of payment for the shares or securities giving access to the capital to be issued or the securities to be issued;
 - establish, if 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 retroactively—from which the new shares (i.e., any underlying securities) will carry dividend rights, determine

the terms and conditions for exercising such rights, where applicable, for conversion, exchange, or redemption, including through the delivery of Company assets such as shares or securities already issued by the Company, as well as all other terms and conditions for carrying out the capital increase;

- provide for the option to suspend, if necessary, the exercise of the rights attached to such securities in accordance with legal and regulatory provisions for a maximum period of three (3) months;
- at its sole discretion, to charge the costs of the capital increase against the amount of the premiums related thereto and to deduct from that amount the sums necessary to bring the legal reserve to one-tenth of the new capital following each capital increase;
- determine, and make any necessary adjustments, to account for the impact of transactions on the Company's capital, particularly in the event of a change in the par value of the shares, capital increases through the capitalization of reserves, the issuance of bonus shares, the split or consolidation of shares, the distribution of reserves or any other assets, the write-off of capital, or any other transaction affecting equity, and to establish the terms and conditions under which, if applicable, the rights of holders of securities giving access to the capital will be preserved;
- to record the completion of each capital increase and make the corresponding amendments to the articles of incorporation;
- generally, enter into any agreement, in particular to ensure the successful completion of the proposed issuances, take all measures, and perform all formalities necessary for the issuance, listing, and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto.

The final terms of the transaction will be the subject of a supplementary 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 it exercises the delegation of authority to be granted to it by this General Meeting. The Statutory Auditors will also prepare a supplementary report on that occasion.

TWENTY-THIRD RESOLUTION

SETTING OF THE OVERALL LIMIT ON AUTHORIZATIONS TO ISSUE SHARES AND SECURITIES CONFERRING IMMEDIATE OR FUTURE RIGHTS TO THE CAPITAL

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors, and as a consequence of the adoption of the preceding resolutions:

1. **Resolves** to set at three million (3,000,000) euros the maximum nominal amount of capital increases that may be carried out pursuant to the delegations of authority granted by the 14th to 22th resolutions, it being specified that this nominal amount may be increased by the nominal amount of additional capital increases to preserve the rights of holders of securities giving access to the Company's capital in accordance with the law and, where applicable, with contractual provisions providing for other preservation mechanisms;
2. Also **resolves** to set at fifty million (50,000,000) euros the maximum nominal amount of securities representing debt instruments that may be issued pursuant to the delegations of authority granted by the 15th to 22nd resolutions.

TWENTY-FOURTH RESOLUTION

AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO MAKE BONUS ALLOCATIONS OF EXISTING OR TO-BE-ISSUED SHARES OF THE COMPANY, WITH WAIVER OF PREEMPTIVE SUBSCRIPTION RIGHTS, IN FAVOR OF EMPLOYEES, OR CERTAIN CATEGORIES THEREOF, AND CORPORATE OFFICERS, OR CERTAIN THEREOF, OF THE COMPANY AND/OR ITS AFFILIATES

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L.225-197-1 et seq. of the Commercial Code:

1. **Authorizes** the Board of Directors, with the power to subdelegate under the conditions set forth by law and regulations, to proceed, on one or more occasions, in the proportion and at the times it deems appropriate, with the free allocation of existing or to-be-issued shares of the Company, excluding preferred shares, to employees, or certain categories thereof, and corporate officers, or certain of them, whether they belong to the Company or to companies or groups affiliated with it under the conditions provided for in Article L.225-197-2 of the French Commercial Code, subject to the conditions defined below.
2. **Resolves** that the total number of existing or to-be-issued shares allocated free of charge pursuant to this authorization may not exceed five percent (5%) of the total number of shares comprising the Company's share capital as of the date of the Board of Directors' allocation decision, it being specified that this cap is set without taking into account the number of shares to be issued, if any, in connection with adjustments made to preserve, in accordance with the law, the rights of beneficiaries of free share allocations.
3. **Resolves** that the number of shares that may be granted as a bonus under this authorization shall be counted toward the limit referred to in the^{27th} resolution;
4. **Resolves** that the free allocation of shares to their beneficiaries shall be subject, where applicable, to quantitative and qualitative performance conditions to be defined by the Board of Directors and to a condition of the beneficiaries' continued service with the Company in accordance with the terms and conditions determined by the Board of Directors.

Resolves that the free grant of shares to their beneficiaries shall become definitive at the end of a vesting period, the duration of which shall be set by the Board of Directors and which may not be less than the minimum vesting period that may be provided for by the laws and regulations in force on the date of the Board of Directors' allocation decision, and the beneficiaries must hold the shares thus acquired for a period set by the Board of Directors, which may not be less than the minimum holding period that may be provided for by the laws and regulations in force on the date of the Board of Directors' allocation decision, it being specified that in the event of a beneficiary becoming disabled, corresponding to classification in the second or third categories provided for in Article L. 341-4 of the Social Security Code, or an equivalent situation abroad, the shares shall be definitively granted to him or her before the end of the remaining vesting period, and said shares shall be freely transferable.

5. **Takes note** that this authorization automatically entails, for the benefit of the recipients of the free share allocations, an express waiver by the Company's shareholders (i) of their preemptive subscription rights to the new shares to be issued and allocated free of charge, (ii) to the portion of reserves, profits, or premiums that will be capitalized in the event of a bonus issue of new shares, and (iii) to any rights regarding the existing shares allocated as a bonus; any capital increase of the Company corresponding to the issuance of new shares allocated as a bonus shall be definitively completed solely by virtue of the definitive acquisition of said shares by the beneficiaries.
6. **Notes** that in the event the Board of Directors makes use of this authorization, it must inform the Annual General Meeting each year of the transactions carried out under th , in accordance with the provisions of Articles L. 225-197-1 through L. 225-197-3 of the French Commercial Code, under the conditions set forth in Article L. 225-197-4 of said Code.

7. **Grants** the Board of Directors, with the power to subdelegate under the conditions set forth by law and regulations, all powers necessary to implement this authorization, and in particular:
- determine the list of beneficiaries, or the category or categories of beneficiaries, of the free share allocations among the salaried employees and corporate officers of the Company or of the companies or groups referred to in paragraph 1 above, as well as the number of shares allocated to each of them,
 - determine whether the shares to be granted free of charge will consist of new shares to be issued and/or existing shares of the Company and, if applicable, modify this choice prior to the final grant,
 - determine, within the aforementioned limits, the terms and, where applicable, the criteria for the free allocation of shares, including the performance conditions to be met, the vesting period, and the required holding period for each beneficiary, provided that, with respect to shares to be allocated free of charge to corporate officers as defined in Article L. 225-197-1 II, paragraph 4 of the Commercial Code, the Board of Directors must either (a) decide that the shares may not be transferred by the relevant parties prior to the termination of their duties, or (b) determine the number of shares they are required to hold in registered form until the termination of their duties,
 - provide for the option to temporarily suspend allocation rights under the conditions set forth by applicable laws and regulations,
 - determine the dates of definitive vesting and the dates from which the shares may be freely transferred, taking into account legal restrictions,
 - record the shares granted free of charge in a registered account in the name of their holder, noting the restriction on disposal and its duration, and lift the restriction on disposal of the shares in any circumstance in which applicable regulations would permit such lifting,
 - make, if necessary, adjustments to the number of shares granted as a bonus necessary to preserve the rights of the beneficiaries, based on any transactions involving the Company's share capital during the vesting period, in particular in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves, a bonus share allocation, or the issuance of new securities with preemptive subscription rights reserved for shareholders; it is specified that shares allocated pursuant to such adjustments shall be deemed to have been allocated on the same day as the shares initially allocated,
 - in the event of the issuance of new shares of the Company, to charge, where applicable, to reserves, retained earnings, or share premiums, the amounts necessary for the full payment of such shares,
 - record the completion of each capital increase decided pursuant to this authorization and make the corresponding amendments to the Company's articles of incorporation, and
 - in general, enter into any agreement, in particular to ensure the successful completion of the proposed allocations, take all measures, and perform all formalities necessary for the issuance, admission to trading on the regulated market of Euronext Paris, and the financial servicing of the new shares issued pursuant to this authorization.
8. **Sets** the term of validity of the authorization that is the subject of this resolution at thirty-eight months from the date of this Meeting.
9. **Notes** that this authorization supersedes, to the extent applicable to its unused portion, any prior authorization having the same purpose.

TWENTY-FIFTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE AND ALLOCATE ENTREPRENEURIAL UNIT SUBSCRIPTION WARRANTS (THE "BSPCE") WITH WAIVER OF PREEMPTIVE SUBSCRIPTION RIGHTS IN FAVOR OF A SPECIFIC CATEGORY OF PERSONS

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Articles L. 225-129 et seq., L. 225-135, L. 225-138, and L. 228-92 et seq. of the French Commercial Code,

Noting that the Company meets all the conditions required for the issuance of business founder share subscription warrants under the terms set forth in Article 163 bis G of the General Tax Code,

1. **Delegates** its authority to the Board of Directors to issue and allocate, on one or more occasions, entrepreneur share subscription warrants (the "BSPCE") with the removal of preemptive subscription rights in favor of a specific category of persons;
2. **Resolves** that the maximum nominal amount of capital increases that may be carried out, immediately or in the future, pursuant to this delegation shall be 5% of the number of shares comprising the share capital on a non-diluted basis as of the date on which the Board of Directors decides to implement this delegation; provided that this maximum amount shall be increased by the par value of the securities to be issued to preserve, in accordance with the law, the rights of security holders and other rights giving access to the capital; and provided that the number of BSPCE that may be issued pursuant to this authorization shall be counted against the ceiling referred to in the 27th resolution;
3. **Resolves** that each BSPCE shall entitle the holder to subscribe for one (1) new common share at the price determined by the Board of Directors at the time of their issuance, in accordance with the provisions of Article 163 bis G of the General Tax Code, it being specified that this price may not be less than 95% of the volume-weighted average of the share prices over the twenty (20) trading sessions preceding the day on which the BSPCE is granted;
4. **Resolves** to waive shareholders' preemptive subscription rights in favor of employees and executive officers and directors subject to the Company's employee tax regime in effect on the date of allocation of the BSPCE, as well as any other beneficiaries who are or would be authorized by the regulations in force on the date of implementation of this delegation;
5. **Resolves** that the Board of Directors shall have full authority to implement this delegation, with the power to subdelegate to the Chief Executive Officer, within the limits and under the conditions specified above, for the purpose, in particular, of:
 - set the exercise price of the BSPCE,
 - determine the list of beneficiaries and the number of BSPCE allocated to each,
 - determine the specific terms and conditions of the BSPCE granted to each recipient,
 - determine the procedures for protecting the rights of BSPCE holders,
 - ensure compliance with the conditions for the validity and exercise of the BSPCE shares,
 - receive notices of the exercise of BSPCE options, record the resulting capital increases, and amend the articles of incorporation accordingly,
 - take all necessary measures to protect BSPCE holders, and
 - in general, take any measures and perform any formalities necessary for the aforementioned issuance.
6. **Resolves** that this delegation shall be valid for a period of eighteen months from the date of this meeting.

7. **Notes** that this delegation supersedes, to the extent applicable to its unused portion, any prior delegation having the same purpose.

TWENTY-SIXTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE AND ALLOCATE COMMON STOCK OPTION WARRANTS (THE “BSAs”) WITH WAIVER OF PREEMPTIVE SUBSCRIPTION RIGHTS IN FAVOR OF A SPECIFIC CATEGORY OF PERSONS

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Articles L. 225-129 et seq., L. 225-135, L. 225-138, and L. 228-92 et seq. of the French Commercial Code,

1. **Delegates** its authority to the Board of Directors to issue and allocate, on one or more occasions, warrants for ordinary shares (the “Warrants”) with the removal of preemptive subscription rights in favor of a specific category of persons;
2. **Resolves** that the maximum nominal amount of capital increases that may be carried out, immediately or in the future, pursuant to this delegation shall be 5% of the number of shares comprising the share capital on a non-diluted basis as of the date on which the Board of Directors decides to implement this delegation; provided that this maximum amount shall be increased by the par value of the securities to be issued to preserve, in accordance with the law, the rights of security holders and other rights giving access to the capital; and provided that the number of BSA that may be issued pursuant to this delegation shall be counted against the ceiling referred to in the^{27th} resolution;
3. **Resolves** that each BSA shall entitle the holder to subscribe for one (1) new common share at the price determined by the Board of Directors at the time of their issuance, provided that such price shall not be less than 95% of the volume-weighted average price over the twenty (20) trading sessions preceding the date of issuance of the BSA;
3. **Resolves** that the subscription price of the warrants shall be set by the Board of Directors;
4. **Resolves** to waive shareholders’ preemptive subscription rights in favor of:
 - (i) strategic partners of the Company, persons bound by a service or consulting agreement with the Company or one of its subsidiaries;
 - (ii) shareholders, officers, or employees of such entities in the case of legal entities;
 - (iii) executives, corporate officers, or employees of the Company or its subsidiaries.
6. **Resolves** that the stock options must be exercised no later than ten (10) years after their issuance and that any stock options not exercised by the expiration of this ten (10)-year period shall automatically lapse;
7. **Authorizes** the Company to require holders of the stock options to sell or redeem their rights as provided for in Article L. 228-102 of the French Commercial Code;
8. **Notes** that this resolution entails, for the benefit of the beneficiaries of the stock options, the shareholders’ express waiver of their preemptive subscription rights to the common shares to which the stock options entitle them;
9. **Resolves** that the Board of Directors shall have full authority to implement this delegation, with the power to subdelegate to the Chief Executive Officer, within the limits and under the conditions specified above, for the purpose, in particular, of:
 - issue the warrants and determine their specific terms,

- set the subscription price of the stock options and their exercise price,
- determine the list of beneficiaries and the number of stock options that may be subscribed to by each,
- determine the specific terms and conditions of the warrants that may be subscribed to by each beneficiary,
- determine the procedures for protecting the rights of BSA holders,
- ensure compliance with the terms and conditions governing the validity and exercise of the stock options,
- receive notices of exercise of the stock options, record the resulting capital increases, and amend the articles of incorporation accordingly,
- take all necessary measures to protect the holders of stock options, and
- in general, take any measures and perform any formalities necessary for the aforementioned issuance.

10. Resolves that this delegation shall be valid for a period of eighteen months from the date of this meeting.

11. Notes that this delegation supersedes, to the extent applicable to its unused portion, any prior delegation having the same purpose.

TWENTY-SEVENTH RESOLUTION

SETTING OF OVERALL LIMITS ON THE AMOUNT OF ISSUANCES MADE PURSUANT TO THE
AUTHORIZATION TO MAKE BONUS SHARE ALLOCATIONS AND THE DELEGATIONS TO ISSUE BSPCE
AND BSA

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors,

Resolves that the sum of (i) the shares that may be issued pursuant to the free share allocations authorized by the 24th resolution above, (ii) the shares that may be issued upon exercise of the BSPCE allocated pursuant to the 25th resolution above, and (iii) the shares that may be issued upon exercise of the BSA issued pursuant to the 26th resolution above, may not exceed 5% of the undiluted share capital as of the date of the allocation or issuance decision, it being specified that the additional amount of shares to be issued to preserve, in accordance with legal provisions and, where applicable, applicable contractual provisions, the rights of holders of securities or other rights giving access to shares.

TWENTY-EIGHTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO DECIDE ON AN INCREASE IN SHARE
CAPITAL THROUGH THE ISSUE OF SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL RESERVED
FOR PARTICIPANTS IN with the cancellation of preemptive subscription rights in favor of the latter

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance, on the one hand, with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138-1, and L. 228-91 et seq. of the Commercial Code, and, on the other hand, to those of Articles L. 3332-1 et seq. of the Labor Code:

- 1. Delegates** to the Board of Directors, with the power to subdelegate under the conditions set forth by law, its authority to decide on an increase in the share capital with the cancellation of the preemptive subscription right, in one or more installments, in France or abroad, in the proportion and at the times it deems appropriate, either in euros or in any other currency or monetary unit established by reference to multiple currencies, with or without a premium, for consideration or free of charge, through the issuance of shares (excluding preferred shares)

and/or securities governed by Articles L. 228-92, paragraph 1, L. 228-93, paragraphs 1 and 3, or L. 228-94, paragraph 2, of the Commercial Code, giving immediate or future access to the Company's capital (including equity securities entitling the holder to the allocation of debt securities), reserved for participants in one or more employee savings plans (or any other plan whose participants are entitled, under Articles L. 3332-1 et seq. of the Labor Code or any similar law or regulation, to a capital increase under equivalent conditions) established within all or part of a company or group of companies, both French and foreign, falling within the scope of the Company's consolidated or combined financial statements pursuant to Article L. 3344-1 of the French Labor Code; provided that this resolution may be used for the purpose of implementing leveraged transactions.

2. **Resolves** that the maximum nominal amount of capital increases that may be carried out pursuant to this delegation is set at 59,243 euros. To this amount shall be added, if applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation methods, the rights of holders of rights or securities giving access to the Company's capital.
3. **Resolves** that the price of the shares to be issued pursuant to paragraph 1 of this authorization may not be more than 30% lower, or 40% where the lock-up period provided for in the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is ten years or more (or any other maximum percentage provided for by the applicable legal provisions at the time the price is set), to the average of the opening prices of the share during the 20 trading sessions preceding the decision setting the opening date of the subscription, nor higher than such average.
4. **Authorizes** the Board of Directors to allocate, free of charge, to the beneficiaries indicated above, in addition to the shares or securities giving access to the capital, shares or securities giving access to the capital to be issued or already issued, in lieu of all or part of the company's contribution and/or the discount relative to the reference price, it being understood that the benefit resulting from this allocation may not exceed the applicable legal or regulatory limits.
5. **Resolves** to waive, in favor of the beneficiaries indicated above, the shareholders' preemptive subscription right to the securities that are the subject of this resolution, said shareholders further waiving, in the event of a free allocation to the beneficiaries indicated above of shares or securities giving access to the capital, to any rights to said shares or securities giving access to the capital, including the portion of reserves, profits, or premiums incorporated into the capital, by reason of the free allocation of these securities made pursuant to this resolution.
6. **Authorizes** the Board of Directors, subject to the terms of this delegation, to sell shares to participants in an employee savings plan or group savings plan (or similar plan) as provided for in Article L. 3332-24 of the French Labor Code, it being specified that the nominal amount of the shares thus sold at a discount shall be counted toward the limit referred to in paragraph 2 above.
7. **Resolves** that the Board of Directors shall have full authority, with the power to subdelegate in accordance with legal requirements, to implement this delegation within the limits and under the conditions specified above, and in particular for the purpose of:
 - to determine, in accordance with the law, the list of companies whose beneficiaries indicated above may subscribe to the shares or securities giving access to the capital thus issued and, where applicable, receive the shares or securities giving access to the capital allocated free of charge;
 - to decide that subscriptions may be made directly by the beneficiaries, who are members of an employee savings plan or group savings plan (or similar plan), or through corporate mutual funds or other structures or entities permitted by applicable legal or regulatory provisions;
 - to set the opening and closing dates for subscriptions;
 - to establish the terms and conditions under which the Company shall, if applicable, have the option to purchase or trade on the stock exchange, at any time or during specified

periods, securities representing ownership interests in the capital, with a view to canceling them or not, subject to applicable legal provisions;

- to provide for the option to suspend, if necessary, the exercise of rights attached to shares or securities giving access to the capital in accordance with legal or regulatory provisions;
 - to determine the amounts of the issuances to be carried out pursuant to this delegation and, in particular, to set the issue prices, dates, time limits, terms, and conditions of subscription, payment, delivery, and entitlement to dividends (including retroactive entitlement), the pro rata allocation rules applicable in the event of oversubscription, as well as the other terms and conditions of the issuances, within the limits of applicable laws or regulations;
 - to determine and make any adjustments necessary to account for the impact of transactions on the Company's capital or equity, including in the event of a change in the par value of shares, a capital increase through the capitalization of reserves, a bonus share issue, a stock split or reverse stock split, the distribution of dividends, reserves, or premiums, or any other assets, capital write-downs, or any other transaction involving the capital or equity (including in the event of a public offering and/or a change of control), and to establish any other terms and conditions necessary to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including through cash adjustments);
 - in the event of a free allocation of shares or securities giving access to the capital, to determine the nature, characteristics, and number of shares or securities giving access to the capital to be issued, the number to be allocated to each beneficiary, and to set the dates, deadlines, terms and conditions for the allocation of such shares or securities giving access to the capital within the limits of applicable laws and regulations, and in particular to choose to offset the value of such shares or securities against the total amount of the company's contribution or the discount relative to the reference price, and in the event of the issuance of new shares, to offset, where applicable, against reserves, retained earnings, or share premium accounts, the amounts necessary to pay up said shares;
 - to record the completion of capital increases pursuant to this delegation and to make the corresponding amendments to the Articles of Association;
 - at its sole discretion, to charge the costs of the capital increases against the amount of the related premiums and to deduct from this amount the sums necessary to fund the legal reserve;
 - in general, to enter into any agreement, in particular to ensure the successful completion of the proposed issuances, to take all measures and decisions, and to carry out all formalities necessary for the issuance, listing, and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto.
- 8. Sets** the term of validity of the delegation of authority that is the subject of this resolution at twenty-six months from the date of this Meeting.
- 9. Notes** that this delegation supersedes, to the extent applicable to its unused portion, any prior delegation having the same purpose.

TWENTY-NINTH RESOLUTION

AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT A REDUCTION OF SHARE CAPITAL THROUGH THE CANCELLATION OF TREASURY SHARES

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

1. **Authorizes** the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times it deems appropriate, by canceling any number of treasury shares it decides upon within the limits authorized by law, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code.

As of the date of each cancellation, the maximum number of shares canceled by the Company during the twenty-four-month period preceding said cancellation, including the shares subject to said cancellation, may not exceed 10% of the shares comprising the Company's capital as of that date, it being noted that this limit applies to an amount of the Company's capital that will be, if applicable, adjusted to take into account transactions affecting the share capital subsequent to this General Meeting.

2. **Grants** full powers to the Board of Directors, with the authority to subdelegate, to carry out the capital cancellation and reduction transaction(s) that may be carried out pursuant to this authorization, to charge the difference between the redemption value of the canceled shares and their par value to the available premiums and reserves of its choice, to allocate the portion of the legal reserve that has become available as a result of the capital reduction, and to amend the Articles of Association accordingly and complete all formalities.
3. **Resolves** that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's securities;
4. **Resolves** that this authorization is granted for a period of twenty-six months from the date of this Meeting.
5. **Notes** that this delegation supersedes, where applicable for its unused portion, any prior delegation having the same purpose.

THIRTIETH RESOLUTION

POWERS FOR FORMALITIES

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings,

grants full powers to the bearer of an original, a copy, or an extract of these minutes to carry out the required legal publication formalities and any other necessary formalities.

5. SUMMARY STATEMENT OF THE COMPANY'S SITUATION DURING THE 2025 FISCAL YEAR

SIGNIFICANT EVENTS OF THE FISCAL YEAR ENDED DECEMBER 31, 2025

The year 2025 was marked by a major strategic transformation with the announcement of the acquisition of Caranx Medical and Artedrone to create Carvolix, a pioneer in cardiovascular therapies combining innovative implants and autonomous AI-driven micro-robots, by obtaining FDA 510(k) clearance for the TAVIPILOT Software, the first human uses of the TAVIPILOT robot, and the continuation of clinical programs for the Kalios, Epygon/Mitrapilot, and Artus devices.

A major strategic transformation: the creation of Carvolix

On December 19, 2025, the Company signed binding agreements to acquire Caranx Medical and Artedrone from funds managed by Truffle Capital.

This strategic consolidation aims to create a company tailored to the 21st-century interventional cardiologist, leveraging cutting-edge technologies of autonomous mini-robots powered by AI, whose mission is to make vital procedures—currently reserved for highly specialized operators—more widely accessible.

The purchase prices, €16.6 million for Caranx Medical and €11.4 million for Artedrone, were paid in full through the issuance of new shares of the Company and may be supplemented by earn-out payments.

The agreement regarding Caranx Medical provides for the following price supplements:

- Caranx Earn-Out 1: an additional payment of €19.8 million will be due if Caranx Medical obtains FDA approval for the TAVIPILOT Software by December 31, 2025 (already obtained), and FDA approval for the TAVIPILOT Robot by December 31, 2026, or enters into, by December 31, 2026, a commercial agreement generating at least €50 million in upfront or milestone payments.
- Caranx 2 Earn-Out: if Caranx enters into, prior to December 31, 2026, a commercial agreement generating at least €30 million in initial and/or milestone payments for TAVIPILOT Software or Robot, Earn-Out 2 will amount to 5% of the cash amounts actually received by the Company prior to December 31, 2030 (excluding royalties).

The agreement relating to Artedrone provides for the following price supplements:

- Artedrone Earn-Out 1: A price supplement of €13.6 million will be due if Artedrone initiates a First-in-Human study for ARTE-DRONE before June 30, 2027 (with at least two patients successfully enrolled), or enters into, before December 31, 2026, a commercial agreement generating at least €30 million in upfront and milestone payments.
- Artedrone Earn-Out 2: If Artedrone enters into a commercial agreement by December 31, 2026, generating at least €30 million in upfront and milestone payments, then Earn-Out 2 will amount to 5% of the cash amounts actually received by December 31, 2030 (excluding royalties).

Carvolix will focus on transforming heart valve replacement and the treatment of ischemic stroke, two major medical needs corresponding to a total addressable market estimated at €23 billion. The Caranx–Artedrone–Affluent combination brings deep expertise and synergies in robotics, AI, imaging, guidance, catheters, and valve technologies, enabling accelerated innovation and the development of a robust and sustainable pipeline.

TAVIPILOT Software: FDA 510(k) clearance obtained in July 2025

TAVIPILOT Software is an AI-based software solution designed to provide real-time assistance during transcatheter aortic valve implantation (TAVI) procedures. This software represents a major innovation in the field of structural cardiac interventions, enabling real-time intraoperative guidance based on the simultaneous analysis of imaging data and instrument positioning.

TAVIPILOT Software received FDA 510(k) clearance in July 2025, marking a significant milestone in its development and paving the way for its commercialization in the U.S. market. The software's clinical performance was evaluated as part of the SAITO studies, conducted primarily in Europe and Australia. These studies involved approximately 20 patients and demonstrated a 100% procedural success rate, no reported complications, improved valve positioning accuracy, and reduced procedure time in certain configurations.

TAVIPILOT Robot: first human trials in the fourth quarter of 2025

TAVIPILOT Robot is a robotic system currently under development aimed at automating and standardizing certain steps of TAVI procedures. The first human trials began in the fourth quarter of 2025 as part of the ROTAO study. Preliminary results from the first procedures indicate a 100% procedural success rate, no reported complications, controlled procedure times, and good acceptance of the system by operators.

The clinical program continues with the ongoing ROTAO study, studies combining the robot with real-time guidance software, and the progressive evaluation of assisted and then automated modes.

KALIOS MITRAL RING: continuation of the OPTIMISE II clinical study

Kalios™ is the only mitral annuloplasty device that can be adjusted by a cardiologist via a simple percutaneous approach to treat residual or recurrent mitral regurgitation at any time after implantation, repeatedly and on a beating heart, thereby avoiding the need for open-heart surgery.

The clinical performance of Kalios was evaluated in the OPTIMISE II study. The available results demonstrate a sustained improvement in mitral regurgitation, a post-operative adjustment capability that allows for optimization of outcomes after implantation, and a favorable safety profile with no reported major adverse events. Long-term follow-up data also suggest the durability of the repair, with results maintained over time in the patients followed.

The Company's objective is to submit a U.S. market access application with the current clinical data, subject to the decisions of its partner Edwards Lifesciences. Kephaios, a wholly-owned subsidiary of the Company that markets Kalios™, is subject to a purchase option in favor of Edwards Lifesciences Inc.

MITRAPILOT (Epygon mitral valve): continuation of the MINERVA clinical study

MITRAPILOT is an integrated solution for percutaneous mitral valve replacement, combining the innovative biomimetic Epygon valve with an artificial intelligence- and robotics-assisted delivery system. The Epygon valve is the only biomimetic mitral valve that mimics the anatomy of the native mitral valve and physiological blood flow, and is implantable via a transcatheter approach.

Data from the ongoing MINERVA study demonstrate the feasibility of percutaneous implantation, an initial safety profile in line with expectations, and promising hemodynamic results. Analyses based on advanced imaging suggest, in particular, a reduction in trans-mitral velocity, a decrease in shear stress, restoration of ventricular vortex dynamics, and a reduction in left ventricular workload.

ARTUS URINARY SPHINCTER: ongoing clinical program

Artus is the first patient-activated artificial urinary sphincter controlled by a simple remote control, designed to treat moderate to severe urinary incontinence. The device is designed to be suitable for both men and women, thereby addressing an unmet need in the market.

Initial clinical data from pilot studies confirm the device's feasibility and safety profile. Several patients have been implanted, no cases of significant postoperative pain have been reported, and preliminary results show an improvement in incontinence symptoms, with a significant reduction in the use of incontinence products.

The clinical development program includes a completed pilot study in men, an ongoing pivotal study, and a program dedicated to female patients (the SPHIN-X study), with a planned start in the near future.

A financial structure strengthened by the issuance of convertible bonds

To extend the Company's cash horizon from July 2025 through the end of fiscal year 2025, the Company issued convertible bonds ("OC 062025") on June 20, 2025, in the amount of €5.4 million, subscribed by its major shareholders.

The OC 062025 have the following main characteristics: a 7-year term expiring on June 20, 2032, an issue price at par, an interest rate of 8% compounded annually, no financial covenants or guarantees, and conversion at any time with a variable conversion price.

The shareholders participating in this financing round are: Truffle Capital, Financière Memnon, Hayk Holding Sàrl, Ms. Simone Merkle, and Ginko Invest.

This financing enabled the Company to continue clinical and regulatory developments in the second half of 2025 and thus position itself favorably for the next stages of value creation expected in 2026.

In addition, on December 29, 2025, the Company entered into a €2.5 million working capital facility with BNP Paribas, drawable via commercial paper, backed by a first-demand guarantee from Truffle Capital.

SUMMARY FINANCIAL INFORMATION

The key financial figures in accordance with IFRS, presented in the table below, were approved by the Board of Directors at its meeting on April 30, 2026.

They were audited by the Statutory Auditors, who issued their report on the certification of the financial statements.

The complete financial statements, as well as the Statutory Auditors' report, are included in the 2025 Universal Registration Document available on the Company's website: www.carvolix.eu.

Compte de résultat consolidé			
Compte de résultat consolidé (en K€)	Notes	31/12/2025 12 mois	31/12/2024 12 mois
Autres revenus	16	-	4 118
CHIFFRE D'AFFAIRES		-	4 118
Autres produits d'exploitation	16	900	1 232
CHARGES OPERATIONNELLES			
Achats consommés		(3 129)	(3 262)
Charges externes	17.1	(4 903)	(6 887)
Charges de personnel	17.2	(7 673)	(7 240)
Impôts et taxes		(75)	(65)
Dotations aux provisions nettes des reprises	13	(15)	11
Autres produits et charges opérationnels courants	17.3	16	(150)
Dotations aux amortissements	4	(2 187)	(2 396)
RESULTAT OPERATIONNEL COURANT		(17 066)	(14 639)
Dépréciation des actifs non courants (Kardiozis)	18	(6 627)	-
RESULTAT OPERATIONNEL avant quote-part du résultat net des entreprises mises en équivalence		(23 693)	(14 639)
Quote-part des résultats des sociétés mises en équivalence	5	-	-
RESULTAT OPERATIONNEL après quote-part du résultat net des entreprises mises en équivalence		(23 693)	(14 639)
Coût de l'endettement financier net	19	561	(516)
Autres produits et charges financiers	19	39	95
Variation de la juste valeur des dérivés passifs	19	(2 001)	179
Résultat avant impôt		(25 094)	(14 881)
Impôt sur le résultat	20	123	142
Résultat net de la période		(24 971)	(14 739)
Dont attribuables aux actionnaires de Carvolix (anciennement Affluent Médical)		(24 971)	(14 739)
Dont intérêts ne conférant pas le contrôle		-	-
		31/12/2025	31/12/2024
Résultat de base par action (€/action)	21	(0,63)	(0,41)
Résultat dilué par action (€/action)	21	(0,63)	(0,41)

Revenue of €4,118,000 recognized in 2024 corresponded to the share allocated in accordance with IFRS under the global agreement with Edwards Lifesciences for the grant of a non-exclusive worldwide license for the Epygon biomimetic technology. No revenue was recorded for the 2025 fiscal year.

Other operating income consists primarily of the Research Tax Credit for the periods presented, amounting to €917,000 in 2025 and €1,216,000 in 2024.

The change in operating expenses between 2024 and 2025 reflects a decrease in external expenses (€4,903,000 in 2025 compared to €6,887,000 in 2024), partially offset by an increase in personnel expenses (€7,673,000 in 2025 compared to €7,240,000 in 2024). Operating expenses related to R&D,

preclinical, clinical, regulatory affairs, and quality activities account for approximately 80% of the Company's total expenses.

As of December 31, 2025, the Company had an average workforce of 59 employees, compared to 78 employees as of December 31, 2024.

Depreciation and amortization expenses in 2024 and 2025 primarily include charges related to internally developed technologies.

The 2025 operating income includes an impairment charge on Kardiozis's non-current assets totaling €6,627,000 (of which €5,422,000 relates to goodwill and €1,205,000 to internally developed technology), reflecting a strategic reorientation of the Group in connection with the creation of Carvolix.

The financial result as of December 31, 2025 amounts to (1,401) K€ and includes, in particular, interest on bond loans, interest on repayable advances, and the change in fair value of derivative liabilities (Kreos warrants and the conversion option for the 062025 convertible bonds) for (2,001) K€.

The consolidated net result as of December 31, 2025, is a loss of €24.97 million, compared to a consolidated loss of €14.74 million as of December 31, 2024. The increase in the loss is primarily attributable to the impairment of Kardiozis' assets (€6.6 million), the absence of revenue (€4.1 million in 2024), and the change in fair value of derivative liabilities.

As of December 31, 2025, cash and cash equivalents, as well as investments in money market funds (presented as other current financial assets under IFRS), totaled €1,758,000 as of December 31, 2025, compared to €6,622,000 as of December 31, 2024.

SIGNIFICANT EVENTS AFTER THE BALANCE SHEET DATE

Completion of the acquisition of Artedrone and Caranx Medical and creation of Carvolix

The Extraordinary General Meeting of January 30, 2026 delegated to the Board of Directors the powers necessary to carry out the acquisition. Following the acquisition of Artedrone and Caranx Medical, Affluent Medical SA changed its corporate name to Carvolix SA.

Shareholders' receivables relating to the purchase prices of Artedrone and Caranx Medical, as well as the current account with Artedrone—recorded as liabilities of Carvolix in the amounts of €28 million and €1 million, respectively, as of January 30, 2026—were subject to a capital increase through debt-for-equity swap on February 3, 2026. Following this transaction, 12,384,470 new shares were issued for a total of €28,979,659.80. The acquisitions therefore did not require any cash outflow from the Company.

Changes in Corporate Governance

The Board of Directors has decided to appoint Liane Teplitsky as Chair of the Board of Directors, replacing Michel Thérin, who will remain a member of the Board.

€10 Million Financing (First Tranche)

The financing transaction accompanying the acquisitions of Artedrone and Caranx Medical, initiated in December 2025, resulted in a cash capital increase for the First Tranche in the amount of €10 million at an issue price of €2.34 per share. The Company plans to secure the remaining financing from several international investors.

Conversion of Convertible Bonds

Based on a subscription date set for January 30, 2026, the redemption of the Convertible Bonds through debt offset resulted in the issuance of 3,107,305 common shares, including 2,605,384 common shares to Truffle Medeor FPCI, at a subscription price of €1.872 per share, for a total of €5,816,874.96.

Redemption of the commercial paper

The €2.5 million commercial paper was repaid upon the closing of the First Tranche on March 2, 2026.

Transfer of the registered office

Pursuant to a resolution of the Board of Directors dated March 18, 2026, the Company has relocated its registered office, which is now located at the following address: 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence.

Geopolitical Uncertainties

On February 28, 2026, the conflict in the Middle East escalated as the United States and Israel entered the war against Iran. The economic and financial impacts of this conflict on the Company's operations are difficult to quantify precisely at this time but appear to be limited for the Company. In the current context of geopolitical and macroeconomic instability, a potential increase in tariffs on medical products could negatively impact the Group's competitiveness and results in certain regions of the world.

Cash Flow Outlook

As of the balance sheet date, the Board of Directors estimated that the Company will be able to cover the financing needs of planned operations through the end of June 2026, based on the cash position as of December 31, 2025, the €10 million financing raised in January 2026, a €2.5 million working capital advance granted by Truffle in April 2026, and the projected cash burn from the Group's operations.

The Company continues to actively explore additional financing options and strategic partnerships.

6. PRESENTATION OF THE BOARD OF DIRECTORS AND PROPOSED CHANGES

PRESENTATION OF THE BOARD OF DIRECTORS

The Company's Board of Directors consists of six members. It meets at least four times a year.

Three committees are responsible for preparing specific topics to be discussed at Board meetings: the **Audit Committee**, the **Compensation and Governance Committee**, and the **Strategy Committee**.

They formulate proposals and recommendations and provide advice within their areas of expertise.

As of today, the Company's Board of Directors consists of the following members:

First Name, Last Name, Business Address	Term	Independent	Date of appointment, reappointment, expiration of term	Committee member	Experience and expertise
<p>Liane Teplitsky</p> <p>900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence</p>	Chair of the Board of Directors	Yes	<p>First appointment: co-opted on February 5, 2025</p> <p>Renewal and term of office as director: renewed by the Annual General Meeting of June 19, 2025, until the conclusion of the 2028 Annual General Meeting called to approve the financial statements for the fiscal year ending December 31, 2027</p> <p>First appointment as Chair of the Board of Directors effective January 30, 2026: Board of Directors meeting of December 17, 2025 (subject to a condition precedent), effective assumption of office noted by the Board of Directors on January 30, 2026</p>	No	Strategic and operational expertise
<p>Michel Therin</p> <p>900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence</p>	Director	No	<p>First appointment as director: co-opted effective August 22, 2022 (written consultation of the Board of Directors from August 15 to 18, 2022)</p> <p>Renewal and term of office as director: renewed by the Annual General Meeting of June 24, 2024, until the conclusion of the Annual General Meeting to approve the financials for the fiscal year ending December 31, 2026</p>	Member of the Compensation and Governance Committee, the Audit Committee, and the Strategy Committee	Strategic, operational, and management expertise
<p>Truffle Capital, represented by</p>	Director	No	<p>First appointment: March 27, 2018</p> <p>Renewal and term of the director's mandate: renewed by</p>	Member and Chair of the Compensation and	Strategic, financial, operational, and

First Name, Last Name, Business Address	Term	Independent	Date of appointment, reappointment, expiration of term	Committee member	Experience and expertise
Philippe Pouletty 62 Rue de Miromesnil, 75008 Paris			the Annual General Meeting of June 24, 2024, until the conclusion of the Annual General Meeting approving the financial statements for the fiscal year ending December 31, 2026	Governance Committee and the Strategy Committee	management expertise
Dominique Carouge 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence	Director	Yes	First appointment: co-opted on July 8, 2020 Renewal and term of office as director: renewed by the Annual General Meeting of June 19, 2025, until the conclusion of the 2028 Annual General Meeting called to approve the financial statements for the fiscal year ending December 31, 2027	Member and Chair of the Audit Committee	Financial, management, and CSR expertise
Alain Chevallier 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence	Director	No	First appointment: co-opted on December 17, 2025		Strategic, financial, operational, and management expertise
Anne Lange 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence	Director	Yes	First appointment: co-opted on April 8, 2026		Strategic, operational, and management expertise

A proposal will be submitted to the Annual General Meeting scheduled for June 30, 2026, to approve the financial statements as of December 31, 2025, to ratify the co-optation of Ms. Anne Lange dated April 8, 2026.

INFORMATION REGARDING DIRECTORS WHOSE CO-OPTATION IS SUBJECT TO A VOTE



Anne LANGE
Independent Director

Age: 58

Nationality: French

Date of appointment: April 8, 2026

Term expiration date: Annual General Meeting called to approve the financial statements for the fiscal year ending December 31, 2027

Number of shares held in the Company: 0

Business address: 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence

Other current positions and roles

- Director of Pernod Ricard
- Director of Orange
- Director of Peugeot Invest
- Managing Partner of ADARA
- Managing Partner of Chrysallis

Positions and roles held over the past five years and expiring

- Director of Econocom Group (Belgium)
- Director of IN Group
- Director of Inditex (Spain)

Expertise and Professional Experience

Anne Lange is a seasoned technology entrepreneur, investor, and director with extensive international experience in both the public and private sectors. She currently serves on the boards of major global companies, including Pernod Ricard, Orange, and Peugeot Invest. Throughout her career, she has held executive positions at Cisco and within the French government, and founded Mentis, a software company for smart cities. She brings strong expertise in innovation, AI, digital transformation, governance, and strategic development.