

CARVOLIX

A public limited company with a capital of €5,924,367.50
Registered office: 900 Rue André Ampère, Buildings A and C,
13290 Aix-en-Provence
837 722 560 RCS Aix-en-Provence
(the “Company”)

Notice of Meeting serving as Notice of Convening.

Shareholders are hereby notified that they are convened to an annual and extraordinary general meeting on June 30, 2026, at 11:00 a.m., at the Company’s registered office, to deliberate on the following agenda:

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 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 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 right of first refusal,

16. Delegation of authority 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 as part of 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 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 business founder share subscription warrants (the "BSPCE") with the waiver of preemptive subscription rights in favor of a category of persons,
26. Delegation of authority to the Board of Directors to issue and grant ordinary share warrants (the "BSA") with the waiver of preemptive subscription rights in favor of a category 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.

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Text of the proposed resolutions

Resolutions submitted to the ordinary general meeting

First Resolution (*Approval of the Company's 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 reviewed,

- having reviewed 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 parent company 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) 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,

- of the management report prepared by the Board of Directors and incorporated by reference into the 2025 Universal Registration Document, including the Group management report,
- 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) euros, in full, to the “Retained Earnings” account, the debit balance of which will thus be increased to (17,018,611) 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 et seq. 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 statutory auditor, Experte 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 prevent it from accepting said duties nor to any incompatibility,

for a term of six (6) fiscal years, which will end at the conclusion of the annual meeting called to approve the financial statements for the fiscal year ending December 31, 2031.

Seventh Resolution (*Approval of the compensation policy applicable to 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 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 13.1.1.2, “*Compensation 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 compensation 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 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 13.1.1.3, “*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 compensation 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, “*Compensation 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 mandate.

Tenth Resolution (*Approval of information regarding the compensation of corporate officers for the fiscal year ending December 31, 2025, in accordance with Article L. 22-10-9, I of the French 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 French 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 ended December 31, 2025, as set forth in the 2025 Universal Registration Document, Section 13.2.

Eleventh Resolution (*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*) - 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 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*) - 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 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 position 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 pursuant to the provisions of Article L. 22-10-62 of the French 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 French 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 French 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 programs or other stock grants 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 the 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 hold 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 authority to the Board of Directors, with the power to subdelegate under the conditions established 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 shares acquired to the objectives pursued in accordance with 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 file all necessary declarations 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 the share capital through the capitalization of premiums, reserves, profits, or any other sums) - The General Meeting,

meeting in extraordinary session, 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 23rd resolution 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, 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 right 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 and conditions 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 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) - 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 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,

- 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.

1. 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, where 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.

2. 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.

3. 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;

4. **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 conferring rights 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, charge the costs of the capital increase to the amount of the related premiums and 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.

5. **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;
6. **Sets** the term of validity of the delegation of authority covered by 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.

Sixteenth Resolution (*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 offers 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 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 23rd resolution of this General Meeting;
- 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 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 deducted from the overall limit 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. Notes 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.

6. **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.

7. **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 shares on the regulated market of Euronext in Paris on the last trading day preceding the setting of the issue price;
- either the weighted average share price on the Euronext Paris market over a period selected by the Board of Directors comprising between three (3) and ninety (90) consecutive trading days preceding the setting of the issue price,

possibly reduced (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;

8. **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 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);
- 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.

9. 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;

10. Sets the term of validity of the delegation of authority covered by this resolution at twenty-six 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.

Seventeenth Resolution (*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 as referred to in 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 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 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 that directly or indirectly owns more than half of its capital or in which it directly or indirectly owns more than half of the capital.

2. **Resolves** to set the limits on the amounts of authorized issuances 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 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, where 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 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 on 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 sub-delegate 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 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; 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 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 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 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.

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 issuance of shares and/or securities providing immediate or future access to the capital or entitling the holder to a debt instrument, with the cancellation 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 French Commercial Code, and in particular Articles L.225-129-2, L.225-135, L.225-138, L.228-92, and L.228-93 of 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 several 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 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; 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, provided 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 ceiling 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 French Commercial Code;

4. **Resolves** to cancel the shareholders' preemptive subscription rights to the shares, other securities, and debt instruments that may be issued pursuant to this resolution, in favor of the 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, as their principal activity, 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 in connection with 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, as well as 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 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;

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 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 take the form of complex bonds as defined by the securities regulatory authorities; modify, during the term of the relevant securities, 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, to the extent applicable to any unused portion thereof, any prior delegation having the same purpose.

Nineteenth Resolution (Authorization granted to the Board of Directors to decide on the issuance, without preemptive 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) - 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 remunerating 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 authorization 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 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 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 stock split or a bonus share issuance, a stock split or consolidation, a distribution of dividends, reserves, or premiums, or any other assets, capital write-downs, or any other transaction involving the Company's 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);
- 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, to the extent applicable to its unused portion, any prior delegation having the same purpose.

Twentieth Resolution (*Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the Company's capital, with the removal 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*) - 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 French Commercial Code, in particular Articles L. 225-129-2, L. 22-10-54, and L. 228-91 et seq.:

1. **Delegates** to the Board of Directors, with the authority to subdelegate to any person authorized by law, its power to decide, in such proportions and at such times as 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 French 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 in 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 giving 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, obtain 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, where applicable for 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 preemptive 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 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 (to date, within thirty days of the close of the subscription and within the 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 to the Board of Directors to decide on the issuance of common shares and/or securities conferring immediate and/or future rights to the capital, or the allocation of debt securities, with the exclusion 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 French 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 proceed, 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 on the terms 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 delegation) and (ii) will be deducted from the overall ceiling provided for in the 23rd Resolution of this General Meeting.

To this ceiling shall be added, where 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 an amount of 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 shareholders' preemptive subscription rights to shares, other securities, or debt instruments that may be issued pursuant to this delegation, 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 providing 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 rights 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 French 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 a capital increase against the amount of the related premiums 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, bonus share issuances, stock splits or reverse stock splits, distributions of reserves or any other assets, capital write-downs, 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 Association;
- 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.

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 the aggregate ceiling for authorizations to issue shares and securities giving immediate or future access 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 proceed with the free allocation 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*) - The General Meeting,

acting in accordance with the quorum and majority requirements for extraordinary general meetings, after 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 set forth 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, where applicable, in respect of 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 bonus shares pursuant to this authorization shall be counted against the cap referred to in the 27th resolution;
4. **Resolves** that the free allocation of shares to their beneficiaries shall, where applicable, be subject 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 determined by the Board of Directors.
5. **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 applicable 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 applicable laws and regulations in force on the date of

the Board of Directors' allocation decision, provided that, in the event of a beneficiary becoming disabled in a manner 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 the beneficiary prior to the end of the remaining vesting period, and such shares shall be freely transferable.

6. **Notes** that this authorization automatically entails, for the benefit of the recipients of the free share allocations, an express waiver by the Company's shareholders of (i) 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 to 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.

7. **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 pursuant to 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.

8. **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.

9. **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.

10. **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 business founder share subscription warrants (the "BSPCE") with the removal 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 delegation 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 allocated;

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 who are in service as of the date of grant of the BSPCE options, as well as any other beneficiaries who are or may be authorized by the regulations in effect as of 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 ordinary share subscription warrants (the “BSA”) with the removal 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 to subscribe for common shares (the “Warrants”) with the exclusion of preemptive subscription rights in favor of a specific class 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 may 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;
4. **Resolves** that the subscription price of the warrants shall be set by the Board of Directors;
5. **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 warrants must be exercised no later than ten (10) years from their issuance and that any warrants 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 surrender 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 stock subscription warrants and determine their specific terms,
 - set the subscription price and exercise price of the stock warrants,
 - 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 conditions governing the validity and exercise of the stock options,
 - receive notices of the exercise of 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 the overall limits on the amount of issuances made pursuant to the authorization to make free allocations of shares 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 in connection with 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 be granted to the Board of Directors to decide on an increase in the share capital through the issuance of shares or securities giving access to the capital reserved for participants in company savings plans, with the cancellation of the preemptive subscription right 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 preemptive subscription rights, 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 measures, 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 delegation, may not be more than 30% lower, or 40% when 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 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, provided that the benefit resulting from such allocation shall not exceed the applicable legal or regulatory limits.

5. **Resolves** to waive, in favor of the beneficiaries listed above, the shareholders' preemptive subscription rights with respect to the securities that are the subject of this resolution; furthermore, said shareholders hereby waive, in the event of a free allocation to the beneficiaries indicated above of shares or securities giving access to the capital, to any rights attached 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 such 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 or group savings plan (or similar plan) as provided for in Article L. 3332-24 of the 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 may, if applicable, 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, timeframes, terms, and conditions of subscription, payment, delivery, and entitlement to dividends (including retroactive entitlement), the rules for re reduction applicable in cases 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 bonus issue 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 statutory 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, adjusted, if necessary, 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, to the extent applicable to its unused portion, any prior delegation with the same purpose.

Resolutions within the purview of the ordinary general meeting

Thirtieth Resolution (*Authorization 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 legal publication formalities and any other necessary formalities.

* * *

Decree No. 2026-94 of February 13, 2026, regarding the modernization of communication procedures with shareholders for certain commercial companies, was published in the Official Journal on February 15, 2026. This text aims to simplify and digitize communications in connection with general meetings. Consequently, CARVOLIX has decided to no longer include the meeting notice brochure in the mailing to shareholders.

Documents pertaining to your general meeting are available for download on the Company's website: www.carvolix.eu

A – Participation in the General Meeting

• Shareholder Status

Shareholders may attend this General Meeting regardless of the number of shares they own, notwithstanding any contrary provisions 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 and granting power of attorney to the Chairman;
- 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:** 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:** 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 12:00 a.m. Paris time on Tuesday, June 23, 2026, regardless of the method used, it will neither be notified by the authorized intermediary nor taken into account by the Company.

- **How to Participate in 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: Corporate Secretary, 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence or by email to the following address: assemblee-generale@carvolix.com no later than six days prior to 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: assembleegenerale@carvolix.com;
- **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 participation 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: assembleegenerale@carvolix.com .

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 participating 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 managing their shares, starting from 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.

B – 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.com, 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.com 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 second (2nd) business day preceding the General Meeting.

C – Documents made available to shareholders

In accordance with the law, all documents required to be provided to the General Meeting will be made available to shareholders, starting on the 21 day preceding the meeting, i.e., Tuesday, June 9, 2026, on the Company's website: <https://www.carvolix.eu/fr/investisseurs/> as well as at the Company's registered office, 900 Rue André Ampère, Buildings A and C, 13290 Aix-en-Provence.

This notice of meeting shall serve as a notice of call, provided that no changes are made to the agenda as a result of requests to add items and draft resolutions submitted by shareholders and/or the Social and Economic Committee.

The Board of Directors