



**NOTICE
OF
MEETING**

**ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETING**

Salons de l'Hôtel des Arts et Métiers,
9 bis, avenue d'Iéna 75116 Paris

Tuesday, 27 May 2025 at 10 a.m

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Dear Shareholders,

You are hereby invited to an Ordinary General Shareholders' Meeting of Etablissements Maurel & Prom S.A. (the "Company" or "Maurel & Prom") on:

Tuesday 27 May 2025 at 10 a.m
Salons de l'Hôtel des Arts et Métiers
9 bis, avenue de Léna – 75116 Paris

Formalities required prior to participating in the General Shareholders' Meeting

Shareholders may participate in the General Shareholders' Meeting regardless of the number of shares they own or the form in which they are held (registered or bearer shares).

Shareholders are entitled to participate in the General Shareholders' Meeting if the shares are registered in their name in a registered share account, or in the name of the authorised intermediary acting on their behalf pursuant to paragraph 7 of Article L. 228-1 of the French Commercial Code, no later than two business days prior to the General Shareholders' Meeting, i.e., by 00:00, Paris time, on **Friday 23 May 2025**, either in the registered share accounts kept for the Company by its agent Uptevia or in the bearer share accounts kept by the authorised intermediary bank or broker.

Proof of registration of shares in the bearer shares accounts kept by the authorised intermediary must be provided in the form of a certificate of ownership issued by that intermediary – an electronic certificate is acceptable – and attached to the postal or proxy voting form or to the admission card request issued in the shareholder's name or on behalf of the shareholder represented by the registered intermediary, in accordance with article R. 22-10-28 of the Commercial Code.

A shareholder's certificate of ownership will be issued two business days prior the General Shareholders' Meeting for shareholders who wish to attend the General Shareholders' Meeting in person if they have not received their admission card at least two business days prior to the General Shareholders' Meeting, i.e., by 00:00, Paris time, on **Friday 23 May 2025** at the latest.

WAYS OF PARTICIPATING IN THE GENERAL SHAREHOLDERS' MEETING

Shareholders can choose one of four ways to participate in the General Shareholders' Meeting:

- 1) attending in person;
- 2) voting online by logging in to the secure voting platform VOTACCESS **before** the General Shareholders' Meeting;
- 3) voting by post; or
- 4) voting by appointing the Chairman of the General Shareholders' Meeting or a third party as proxy.

For proxy voting forms of shareholders that do not name a proxy, the Chairman of the General Shareholders' Meeting shall vote in favour of proposed resolutions submitted or approved by the Board of Directors and against any other proposed resolutions. To vote otherwise, shareholders must select a proxy who agrees to vote according to the shareholder's instructions.

Once shareholders have requested an admission card or certificate of ownership to attend the General Shareholders' Meeting, have sent a proxy form or their votes by post, they are no longer able to choose another mode of meeting participation.

1) Shareholders who will attend the General Shareholders' Meeting in person

Shareholders who wish to attend the General Shareholders' Meeting in person may request an admission card as follows:

Requesting an admission card by post

For a paper admission card, shareholders must:

For holders of registered shares: registered shareholders automatically receive a voting form along with the notice of meeting. The form must be filled out to specify that the shareholder intends to participate in person and requests an admission card, then signed and returned using the prepaid envelope provided with the notice of meeting or the shareholder may also go directly to the special reception desk on the date of the General Shareholders' Meeting with proof of identity;

For holders of bearer shares: shareholders must ask their authorised intermediary managing the securities account to provide them with an admission card. The request must be sent early enough to reach Uptevia no later than Friday, 23 May 2025.

Requesting an admission card online

Shareholders may request an admission card before the General Shareholders' Meeting via the VOTACCESS platform dedicated to the General Shareholders' Meeting as described below:

For holders of shares in registered form (pure or administered): holders of registered shares must log in to the Uptevia shareholder account (www.investor.uptevia.com) by using the ID number displayed at the top right of their voting form. Holders of administered registered shares who are either new shareholders or who have not previously logged in to the website must log in to the same website above and generate a request for an ID number from the Uptevia "Investor Relations" department. They will then receive a letter containing the necessary credentials to connect to the website. Holders of pure registered shares must log in using their usual access codes.

Once logged in to the website, holders of (pure or administered) registered shares should follow the instructions on the screen to access the VOTACCESS website and request an admission card online.

For holders of bearer shares: holders of bearer shares must check with their account-holding institution as to whether or not the institution has access to the VOTACCESS website and if so, whether that access is subject to any special terms of use. Only holders of bearer shares whose account-holding institution has subscribed to the VOTACCESS website will be able to request an admission card online. If the shareholder's account-holding institution uses the VOTACCESS platform, the shareholder must log in to their account-holding institution's web portal using their usual access codes. They must then click on the icon that appears on the line corresponding to their shares in Etablissements Maurel & Prom and follow the screen instructions to access the VOTACCESS website and request an admission card online.

The admission card will be available in accordance with the procedure indicated on the screen. If shareholders have not chosen to receive the card by post, they are responsible for printing the card and presenting it at the entrance.

2) Electronic voting (VOTACCESS)

For holders of shares in registered form (pure or administered): holders of registered shares should log in to the Uptevia Actionnaires platform (www.investor.uptevia.com) using the ID number displayed at the top right of the voting form.

Holders of administered registered shares who are either new shareholders or have not previously logged in must log on to the same website mentioned above and generate a request for an ID number from the CACEIS "Investor Relations" department. They will then receive a letter containing the necessary credentials to log in and vote at the General Shareholders' Meeting.

Holders of shares in pure registered form should log in using their usual access codes.

Once logged in, holders of shares in registered form (pure or administered) should follow the screen instructions to access the VOTACCESS website and cast their vote or appoint the Chairman or a third party as proxy.

Holders of shares in bearer form must check with their account-holding institution as to whether or not the institution has access to the VOTACCESS website and, if so, whether that access is subject to specific terms of use. Only holders of bearer shares whose account-holding institution has subscribed to the VOTACCESS website will be able to vote electronically. If the shareholder's account-holding institution uses the VOTACCESS platform, the shareholder must log in to their account-holding institution's web portal using their usual access codes. They must then click on the icon that appears on the line corresponding to their shares in the Company and follow the screen instructions to access the VOTACCESS site and cast their vote or appoint the Chairman or a third party as proxy.

The secure VOTACCESS platform for voting prior to the General Shareholders' Meeting will be open from Friday 9 May 2025, at 3 p.m., Paris time.

The opportunity to cast a vote or appoint the Chairman of the General Shareholders' Meeting as proxy electronically will end the day before the General Shareholders' Meeting, i.e. Monday, 26 May 2025, at 3 p.m., Paris time.

Shareholders are nevertheless advised not to wait until the last day to log in to the website in case there are any delays in receiving their log-in information.

3) Shareholder or proxy voting by mail

Shareholders who wish to vote on paper by post, either themselves or through a proxy, must:

For holders of registered shares (pure or administered): return the postal or proxy voting form – the form will be automatically sent to them together with the notice of meeting by post – using the prepaid reply envelope included with the notice of meeting to Uptevia, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

For holders of bearer shares: request the form from the authorised intermediary, managing their securities account, as from the date of notice of the General Shareholders' Meeting. To be taken into account, requests must have been received by the authorised intermediary no later than six days prior to the date of the General Shareholders' Meeting, i.e. by **Wednesday, 21 May 2025**. Once filled out and signed by the shareholder, the form should be returned to the account-holding institution which will forward the voting form, together with the certificate of ownership referred to above, to Uptevia, Service Assemblées Générales, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

To be taken into account, in accordance with article R.225-77 of the French Commercial Code, postal voting forms from shareholders must be received by Uptevia, Service Assemblées Générales, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, no later than three (3) days prior to the date of the General Shareholders' Meeting, i.e. by **Saturday, 24 May 2025**.

To be taken into account, duly signed and completed proxy voting forms identifying the proxy from shareholders must be received by Uptevia, Service Assemblées Générales, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, **no later than Saturday, 24 May 2025**. The proxy given for the General Shareholders' Meeting is valid for any subsequent general meetings that may be convened with the same agenda, and it may be cancelled in the same manner as required for the proxy's appointment.

In accordance with the provisions of article R. 22-10-24 of the French Commercial Code, cancellation of a proxy follows the same procedure as a proxy appointment.

4) Electronic proxy appointments and proxy voting

For holders of registered shares (pure or administered): send an email with an electronic signature, obtained from an authorised third-party certifier in accordance with the legal and regulatory provisions in force, to the following email address: ct-mandataires-assemblees@uptevia.com, stating their full name, address and Uptevia ID number for holders of pure registered shares (shown at the top left of their securities account statement) or their ID number from their financial intermediary for holders of administered registered shares, as well as the full name of the appointed or cancelled proxy.

For holders of bearer shares: send an email with an electronic signature, obtained from an authorised third-party certifier in accordance with the legal and regulatory provisions in force, to the following email address: ct-mandataires-assemblees@uptevia.com, stating their full name, address and complete bank details as well as the full name of the appointed or cancelled proxy, then requesting that the financial intermediary managing their securities account send written confirmation to Uptevia, Service Assemblées Générales, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

Only notifications of proxy appointment or cancellation may be sent to the above-mentioned email address. No requests and notifications regarding other matters will be accepted or processed.

Appointments or cancellations of proxy instructions identifying the proxy may be made electronically until the day before the date of the General Shareholders' Meeting, i.e. by **Monday, 26 May 2025**, à 3 p.m., Paris time.

MORE INFORMATION

Voting and selling shares

Shareholders who have already cast their vote remotely or online, sent in a proxy form, or requested an admission card or certificate of ownership may sell some or all of their shares at any time. However, if the transfer of ownership occurs more than two business days prior to the General Shareholders' Meeting, i.e. 0:00 Paris time, **Friday, 23 May 2025**, the Company will invalidate or modify the postal vote, proxy, admission card or certificate of ownership accordingly. To this end, the account-holding authorised intermediary shall notify the Company or its agent (Uptevia) of the sale and provide them with the necessary information.

No transfer of ownership carried out less than two business days before the General Shareholders' Meeting, i.e. after 0:00 Paris time, **Friday, 23 May 2025**, regardless of the method used, will be notified by the authorised intermediary, or taken into consideration by the Company, notwithstanding any agreement to the contrary.

Shareholders' right of communication

All the information and documents that must be communicated to this General Shareholders' Meeting will be made available to the shareholders, in accordance with the legal and regulatory provisions in force, at the Company's registered office at 51, rue d'Anjou – 75008 Paris, France, or may be requested from Uptevia, Service Assemblées Générales, 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

The documents referred to in Article R. 22-10-23 of the French Commercial Code are posted on the Company's website (<http://www.maureletprom.fr>) no later than 21 days before the General Shareholders' Meeting, i.e. **Tuesday, 6 May 2025**.

Written questions and requests for inclusion of an item or resolution on the meeting agenda

Any shareholder may submit written questions to the Board of Directors. In accordance with Article R.225- 84 of the French Commercial Code, written questions will be validly taken into consideration provided they have been received by the Company no later than on the fourth business day preceding the date of the General Shareholders' Meeting, i.e. **Wednesday, 21 May 2025**. Questions should be sent to the Company either by registered letter with acknowledgement of receipt to Etablissements Maurel & Prom, Questions Écrites, 51, rue d'Anjou – 75008 Paris, France, or by email to questionsecrites.assemblee@maureletprom.fr.

To be taken into consideration, written questions must be accompanied by a certificate of ownership.

Please note that only written questions may be sent to the email address questionsecrites.assemblee@maureletprom.fr. No requests or notifications regarding other matters will be accepted or processed.

Shareholders are advised to submit their questions via email to the address indicated above, rather than by post.

In accordance with current regulations, a single combined response may be given to these written questions when they have the same content. Please note that answers to written questions may be published directly on the Company's website (<http://www.maureletprom.fr>).

Shareholders and associations of shareholders meeting the conditions set forth by law and regulation may request that items or draft resolutions be included on the agenda of the General Shareholders' Meeting. Such requests must be submitted (i) to the registered office of the Company – 51, rue d'Anjou – 75008 Paris, France by letter sent by recorded delivery with confirmation of receipt or (ii) by email to the following address: inscription.resolutions@maureletprom.fr. They must be received by the Company no later than 25 calendar days before the General Shareholders' Meeting, in accordance with Articles R. 22-10-22 and R. 225-73, II of the French Commercial Code, i.e., by **Friday 2 May 2025**.

The email address inscription.resolutions@maureletprom.fr may only be used for requests to add items or draft resolutions to the agenda of the General Shareholders' Meeting; no other requests or notifications concerning any other matter will be taken into account or processed.

Shareholders are advised to request the inclusion of items or draft resolutions on the agenda by email to the address stated above, rather than by post.

Reasons must be provided for all requests to include items on the meeting agenda. Draft resolutions and, where appropriate, an overview of the reasons therefor, must be provided for all requests to add proposals for resolutions to the agenda.

Where the proposed resolution concerns the appointment of a potential new member to the Board of Directors, the request must include the information required by the applicable regulations: the person's full name and age; references and professional activity over the past five years, including all offices currently or previously held in other companies; as applicable, details of positions or offices held by the person within the Company and the number of Company shares owned or held.

Shareholders and associations of shareholders making requests to include items or draft resolutions on the agenda must demonstrate that they hold or represent a minimum fraction of the Company's share capital, as required by the applicable laws and regulations, on the date of their request by way of shares registered with the Company or its agent Uptevia or bearer shares held by an authorised banking or financial intermediary bank or broker. All such requests must be accompanied by a certificate of ownership. Only those items or draft resolutions for which the shareholder and/or association of shareholders has submitted new proof of shareholder status under the above-mentioned conditions by no later than two business days prior to the General Shareholders' Meeting, i.e. by 00:00, Paris time, on **Friday, 23 May 2025**, will be examined by the General Shareholders' Meeting

This notice of meeting will be followed by a convening notice showing any changes to the agenda, amongst other things further to any requests submitted by shareholders to include items or draft resolutions.

Broadcast of the General Meeting

In accordance with Article R. 22-10-29-1 of the French Commercial Code, the general meeting will be broadcast live in its entirety, accessible on the Company's website at the following address:

<https://www.maureletprom.fr/en/investisseurs/assemblees-generales>

A recording of the Combined General Meeting will be available on the Company's website.

CONTACTS AND ADDITIONAL DOCUMENTS

You can obtain the documents related to the General Shareholders' Meeting of 27 May 2025 referred to in Article R. 225-83 of the French Commercial Code by requesting them via email from ir@maureletprom.fr, or by sending a letter to Uptevia or the Maurel & Prom head office:

Uptevia

90 – 110 Esplanade du Général de Gaulle
92931 Paris La Défense Cedex

Maurel & Prom

Secrétariat Général
51, rue d'Anjou – 75008 Paris

A document and information request form is provided at the end of this notice of meeting and on the Company's website at: <https://www.maureletprom.fr/en/>, "Investor relations" section then "General meetings", "General Shareholders' Meeting of 27 May 2025", then "Notice of Meeting".

The 2024 Universal Registration Document can be viewed on the Company's website at:
<https://www.maureletprom.fr/en/investisseurs/rapports-annuels>

For further information, please contact:

Maurel & Prom,
Press, shareholder and investor relations
Tel: +33 (0)1 53 83 16 45
ir@maureletprom.fr

AGENDA OF COMBINED SHAREHOLDERS' MEETING OF 27 MAY 2025

For the Ordinary General Shareholders' meeting:

1. Approval of the financial statements for the financial year ending on 31 December 2024;
2. Approval of the consolidated financial statements for the financial year ending on 31 December 2024;
3. Allocation of the result for the financial year ending on 31 December 2024;
4. Approval of the agreements referred to in Article L. 225-38 *et seq* of the French Commercial Code;
5. Ratification of the co-option of Mr. Awang Lazuardi as director;
6. Ratification of the co-option of Mr. Bagus Rahadiansyah as director;
7. Ratification of the co-option of Mr. Jaffee Suardin as director;
8. Renewal of the term of office of Mr. Marc Blaizot as director;
9. Renewal of the term of office of Mr. Bagus Rahadiansyah as director;
10. Renewal of the term of office of Mr. Jaffee Suardin as director;
11. Approval of the information relating to the remuneration paid or awarded to corporate officers for the financial year ending on 31 December 2024;
12. Approval of the compensation components paid or awarded for the financial year ending on 31 December 2024 to Mr. John Anis, Chairman of the Board of Directors from 1st January to 17 July 2024;
13. Approval of the compensation components paid or awarded for the financial year ending on 31 December 2024 to Mr. Jaffee Suardin, Chairman of the Board of Directors from 17 July to 31 December 2024;
14. Approval of the compensation components paid or awarded for the financial year ending on 31 December 2024 to Olivier de Langavant, Chief Executive Officer;
15. Approval of the compensation policy for directors;
16. Approval of the compensation policy for the Chairman of the Board of Directors;
17. Approval of the compensation policy for the Chief Executive Officer;
18. Authorisation to be given to the Board of Directors to trade in the Company's shares, not usable during a public tender offer period;

For the Extraordinary General Shareholders' meeting:

19. Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the share capital of the Company or one of its subsidiaries, with preferential subscription rights for shareholders maintained, not usable during a public tender offer period;
20. Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the share capital of the Company or one of its subsidiaries by way of public offers (other than the public offers set out in article L. 411-2 1° of the French Financial and Monetary Code), with cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period;
21. Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the share capital of the Company or one of its subsidiaries by way of public offers set out in article L. 411-2, 1° of the French Monetary and Financial Code, with cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period;

22. Authorisation to be given to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase with or without cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period;
23. Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the Company's share capital in the event of a public exchange offer initiated by the Company, without preferential subscription rights for shareholders, not usable during a public tender offer period;
24. Delegation of powers to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the Company's share capital in order to remunerate contributions in kind made to the Company, without preferential subscription rights for shareholders, not usable during a public tender offer period;
25. Delegation of authority to be given to the Board of Directors in order to increase the share capital of the Company by the incorporation of reserves, profits, premiums, or other amounts whose capitalisation is permitted, not usable during a public tender offer period;
26. Authorisation to be given to the Board of Directors for the purpose of granting free existing shares or free shares to be issued in favour of employees and/or corporate officers of the Company and its subsidiaries, entailing that shareholders waive their preferential subscription rights by operation of law;
27. Delegation of authority to be given to the Board of Directors to issue shares and/or securities granting immediate or future access to the share capital of the Company, reserved for participants in the Company savings plan, with cancellation of the preferential subscription rights of shareholders;
28. Authorisation to be given to the Board of Directors to reduce the share capital by cancelling treasury shares;
29. Amendment to Article 16 of the Company's Articles of Association relating to the convening and deliberations of the Board of Directors;

For the Ordinary General Shareholders' meeting:

30. Powers for completing legal formalities.

MESSAGE FROM JAFFEE SUARDIN, CHAIRMAN OF THE BOARD OF DIRECTORS AND OLIVIER DE LANGAVANT, CHIEF EXECUTIVE OFFICER

Dear Shareholders,

2024 was an excellent year for Maurel & Prom, marked once again by strong growth in our operating and financial results. Thanks to disciplined execution of our growth strategy, we have achieved unprecedented levels of production and profitability, consolidating our position as a key international energy player.

Our production rose by 29%, driven by solid performances across all our assets. With selling prices stabilising at \$80/b, our sales rose by 19% to \$808m, while our EBITDA came to \$368m. Our consolidated net profit rose to \$246m, illustrating our ability to combine growth and profitability.

At the same time, thanks to solid free cash flow generation, up 54% to \$241m, we reached a historic milestone by attaining a positive net cash position for the first time since 2007. This allows us to look to the future with confidence and flexibility, and enables us to pursue our dual objective of investing in our development while returning value to our shareholders. With this in mind, we have decided to propose a 10% increase in the dividend to €0.33 per share.

The year 2024 saw some major strategic advances. We are delighted to have entered the Gabonese gas sector with the award of the Etekamba licence, which will enable us to contribute to the country's electrification. In early 2025, we announced the acquisition of a 40% interest in the Sinu-9 gas licence in Colombia. This asset, already in production, will enable us to once again become an operator in a country that has made a huge contribution to M&P in the past.

What's more, its strong potential will contribute significantly to our development. In Angola, our investment in the Quilemba solar project demonstrates our commitment to supporting the energy transition by diversifying our energy production and integrating low-carbon initiatives into our asset portfolio.

In 2024, the carbon intensity of our operated production (scope 1 and 2) was 12.3 kg of CO₂ equivalent per barrel of oil equivalent. This puts us in a favourable position, well below the industry average, and ahead of the OGCI targets (17 kg of CO₂ equivalent per barrel of oil equivalent in 2025). We remain determined to continue our efforts to reduce our carbon footprint through concrete initiatives.

As far as safety is concerned, we are not satisfied with the deterioration in our indicators in 2024. As safety is an absolute priority, we have taken immediate steps to strengthen our prevention and training systems. These efforts will be continued and intensified in 2025 to guarantee our employees and partners an ever safer working environment. These results are the fruit of a collective commitment by all our teams and partners.

Thanks to our resilience and ability to adapt, we are approaching 2025 with confidence and ambition, and we are determined to continue our growth while maintaining rigorous and sustainable management of our assets.

Thank you for your trust and loyalty.

Jaffee SUARDIN
Chairman of the Board of Directors

Olivier DE LANGAVANT
Chief Executive Officer

BOARD OF DIRECTORS' REPORT ON RESOLUTIONS TO BE SUBMITTED TO THE COMBINED GENERAL SHAREHOLDERS' MEETING OF 27 MAY 2025

This report aims at presenting the draft resolutions submitted by your Board of Directors to your shareholders' general meeting. It is intended to present the main points of the draft resolutions, in accordance with the regulations in force and the best recommended practices in terms of governance on the Paris market. As such, it does not claim to be exhaustive. Thus, it is essential that you read the text of the draft resolutions carefully before exercising your right to vote.

The presentation of the financial situation, business and performance of Etablissements Maurel & Prom S.A. and its group over the past fiscal year, as well as various information required by applicable legal and regulatory provisions, appear in the 2024 Universal Registration Document (including the annual financial report), which you are invited to read.

Dear shareholders,

You have been asked to attend this combined (Ordinary and Extraordinary) shareholders' general meeting (the "**Shareholders' General Meeting**") of Établissements Maurel & Prom SA (the "**Company**") held in order to submit the thirty- resolutions set out in this report for your approval.

Approval of financial statements and allocation of result (first to third resolutions)

Your Shareholders' General Meeting is first called upon to approve the company financial statements (*first resolution*) and the consolidated financial statements (*second resolution*) of your Company for the financial year ending 31 December 2024.

The Shareholders' General Meeting will be then asked to allocate the results shown in the financial statements of the Company (*third resolution*).

The Company's financial statements for the financial year ending 31 December 2024 show a profit of EUR 150,618,909.60. Legal reserves, after the allocation of result for the financial year ending 31 December 2024, total more than one-tenth of share capital (i.e. EUR 15,497,140.89), and therefore the Shareholders' General Meeting is not being asked to make an allocation to the legal reserve account, in accordance with article L. 232-10 of the French Commercial Code. In light of the profit made for financial year 2024 and the existing retained earnings of EUR 114,831,152.61, the distributable profit amounts to EUR 265,450,062.21. It is proposed to pay a dividend of EUR 65,613,714.21¹ for the financial year ending 31 December 2024. After this allocation and distribution, the balance of the "retained earnings" account would be EUR 199,836,348.

The Shareholders are asked to set the dividend amount at EUR 0.33 per share for all dividend bearing shares.

It is also proposed to set (i) the date of dividend payment on 28 August 2025, (ii) the ex-dividend date on 26 August 2025, and (iii) the record date on 27 August 2025. It is specified that if, at the time of payment of this dividend, the number of treasury shares has changed since 31 December 2024, the portion of the dividend relating to this variation will increase or reduce the "retained earnings" account.

¹ The total distribution amount is calculated based on the number of dividend-bearing shares as at 31 December 2024, i.e. 198,829,437 shares, and may vary if the number of dividend-bearing shares changes between 1 January 2025 and the ex-dividend date depending in particular on, the number of treasury shares as well as the definitive allocation of free shares.

The Shareholders are informed that where dividends are paid to individual shareholders who are tax residents of France, those dividends are subject to a global, fixed, non-definitive 30% withholding tax that includes (i) a fixed 12.8% income tax (article 117 quarter, I of the French General Tax Code) and (ii) a 17.2% social security withholding tax (including the CSG, the CRDS and the solidarity levy). In the year income is taxed, dividends will be subject to a unified fixed 30% withholding tax (article 200 A, 1, A-1° of the French General Tax Code), from which the mixed non-definitive withholding tax on the same amount will be subtracted so there is no double taxation. Individual shareholders who are tax residents of France may, however, opt to have dividends taxed at the progressive income tax rate (article 200 A, 2 of the French General Tax Code) when filing their tax returns, and in any case no later than the deadline for filing.

The Shareholders are reminded that the following dividends have been distributed for the last three financial years preceding financial year 2024:

Year	Number of dividend-bearing shares	Dividend per share (EUR)	Total (EUR)
2021	197.694.953	0,14	27.677.293,42 ⁽¹⁾
2022	198.942.380	0,23	45.756.747,40 ⁽¹⁾
2023	198.609.728	0,30	59.582.918,40 ⁽¹⁾

(1) Amounts eligible to the 40% rebate benefiting natural persons with tax residence in France provided for in Article 158.3-2° of the French Tax General Code.

Approval of regulated agreements (fourth resolution)

Certain agreements entered into by the Company in the course of its business require a specific formalism, in particular concerning agreements that may be concluded directly or indirectly between the Company and another company with which it has corporate officers in common, or between the Company and its corporate officers, or with a shareholder that holds more than 10% of the Company's share capital.

In accordance with the provisions of articles L. 225-38 and seq. of the French Commercial Code, any new "regulated" agreements must be authorised beforehand by the Board of Directors and, once entered into, a special report from the Statutory Auditors must be drawn up and the agreements approved by the ordinary shareholders' general meeting. In the absence of prior authorisation by the Board of Directors, these agreements may be regularised by the shareholders' general meeting based on a special report from the statutory auditors, in accordance with the provisions of article L. 225-42 paragraph 3 of the French Commercial Code.

Furthermore, in accordance with article L. 22-10-13 of the French Commercial Code, information on the agreements mentioned in article L. 225-38 of the French Commercial Code must be referenced on the Company's website no later than the date they are entered into.

The Board of Directors proposes that, after reading the statutory auditors' special report on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code describing these transactions, you approve the said special report and you take note that it does not mention any new agreements that have not been submitted to the vote of the General Shareholders' Meeting, during the fiscal year ended 31 December 2024.

Ratification of the co-opting of three members of the Board of Directors (fifth to seventh resolutions)

The Board of Directors of the Company may be composed of three to twelve members, with some exceptions. As at the date of this report, the Board of Directors is composed of eight directors (four women and four men). The term of office of the directors set out in the articles of association of the Company is three years.

It is being specified that the Board of Directors, during its meeting dated 17 July 2024, decided, on the recommendation of the Appointments and Remuneration Committee (*Comité des nominations et des rémunérations*) (the "ARC"), to co-opt:

- Mr. Awang Lazuardi as a replacement for Mr. Daniel Purba for the remaining duration of his predecessor's term of office, i.e. until the closing of the shareholders' general meeting called to approve the financial statements for the financial year ending 31 December 2026,
- Mr. Bagus Rahadiansyah as a replacement for Mr. Harry Zen for the remaining duration of his predecessor's term of office, i.e. until the closing of the shareholders' general meeting called to approve the financial statements for the financial year ending 31 December 2024, and
- Mr. Jaffee Suardin as a replacement for Mr. John Anis for the remaining duration of his predecessor's term of office, i.e. until the closing of the shareholders' general meeting called to approve the financial statements for the financial year ending 31 December 2024.

It is proposed to the Shareholders' General Meeting to ratify the co-option of Mr. Awang Lazuardi (*fifth resolution*), Mr. Bagus Rahadiansyah (*sixth resolution*) and Mr. Jaffee Suardin (*seventh resolution*).

Mr. Awang Lazuardi, Mr. Bagus Rahadiansyah, and Mr. Jaffee Suardin would not be considered as independent directors with respect to the internal rules of the Board of Directors and the AFEP-MEDEF Code because of their ties to PIEP, the Company's controlling shareholder.

As at the date of this report, they do not hold any shares in the Company, it being specified that they are not subject to any obligation to acquire or hold shares, in accordance with the internal rules of the Board of Directors².

The proposed ratifications of co-options are in line with the obligation set out in article L. 225-28-1 of the French Commercial Code.

The above ratifications will enable the Board of Directors to benefit from their expertise and experience as described in their biographies below.

Biography of Mr. Awang Lazuardi

Awang Lazuardi has over 23 years' experience in the oil and gas sector.

He holds a BS in Chemical Engineering from Surabaya Institute of Technology, which he obtained in 1998, and a Magister in Management from Airlangga University, obtained in 2012.

From 2001 to 2008, he worked for PT Pertamina EP, where he became Production Engineer in 2002. From 2008 to 2016, he held various positions at Blok Cepu - JOA Pertamina-ExxonMobil. In 2016, he continued his career at PT Pertamina EP Cepu as Production Manager, before taking up the position of Senior Production Manager at PT Pertamina Hulu Energi ONWJ in 2017. He was promoted to Vice President Operations and Production at PT Pertamina Hulu Energi in January 2020 and led PT Pertamina EP Cepu as Chief Executive Officer from June 2020. On 27 September 2022, he was appointed Director of Development and Production at PT Pertamina Hulu Energi.

Awang Lazuardi has experience leading and managing field operations at PHE ONWJ, offshore and onshore sites, including FSO, and has a strong track record in HSSE and site reliability. He has received several awards for various aspects ranging from SSHE (safety, security, health and environment) to operational, technical and non-technical aspects, including onshore facilities including the ExxonMobil Cepu Limited award in April 2016 for its excellent contribution to the Banyu Urip project.

Biography of Mr. Bagus Rahadiansyah

Mr Bagus Rahadiansyah has over 25 years' experience in sales and finance.

Mr Rahadiansyah obtained his undergraduate degree from the University of Indonesia in 2001. He began his career as Sales Director at Pesona Kharisma Futures in 1999. He went on to become Chief Trader/Futures Manager at Danareksa Futures. From 2003 to 2005, Mr Rahadiansyah furthered his expertise at Danareksa (Persero), as a currency spot trader and foreign exchange derivatives trader. From 2005 to 2006, he was Head of Structured Products Sales at Bank Internasional Indonesia. In 2006, he joined the Institutional Sales division of HSBC Ltd's Jakarta branch. His extensive experience led him to join Bank ANZ Indonesia from 2008 to 2015, where he excelled as Head of Investor Sales in Indonesia. From 2015 to 2019, he held the position of Head of Investor

² The obligation for corporate officers to hold shares of the Company provided for in the internal rules does not apply to directors representing the Company's controlling shareholder.

Sales in Indonesia at Citibank NA for the Jakarta branch. He then returned to Bank ANZ Indonesia as Head of Investor Sales for Indonesia. He was subsequently appointed Senior Vice-President of Corporate Finance at Pertamina (Persero). In recognition of his expertise and contribution, he was appointed Commissioner of Asuransi Tugu Pratama Indonesia.

Biography of Mr. Jaffee Suardin

Mr Suardin is a graduate of the Bandung Institute of Technology in Indonesia. He then went on to obtain a master's degree and a doctorate from Texas A&M University.

He began his career in global project management at Shell Texas in 2006. He subsequently held the position of Vice President of Engineering at Petroneering LLC in Houston.

In 2016, he was called to Indonesia as Special staff & expert at the Ministry of Energy and Mineral Resources of the Republic of Indonesia. His career progressed in 2017 when he became Planning Assistant at SKK MIGAS, a special task force assigned by the Government of the Republic of Indonesia to the Minister of Energy and Mineral Resources (MEMR) to organise the management of upstream oil and gas activities.

In 2021, he joined Pertamina, one of Indonesia's largest state-owned energy companies. He was appointed President and CEO of Pertamina Hulu Rokan, where he achieved remarkable production results.

In May 2023, Mr Suardin was appointed head of Pertamina Internasional Eksplorasi dan Produksi (PIEP), where he oversaw assets in 12 countries, managed subsidiaries and negotiated major agreements, including the lifting of sanctions against Venezuela.

His leadership has enabled him to achieve outstanding results for PIEP in 2023 and 2024.

Renewal of the terms of office of members of the Board of Directors (eighth to tenth resolutions)

The terms of office of Mr. Marc Blaizot, Mr. Bagus Rahadiansyah and Mr. Jaffee Suardin as directors of the Company are due to expire at the end of this Shareholders' General Meeting.

The Board of Directors, acting on the recommendation of the Appointments and Remunerations Committee (*Comité des nominations et des rémunérations*), decided at its meeting dated 8 April 2025 to ask the Shareholders' General Meeting to renew Mr. Marc Blaizot (*eighth resolution*), Mr. Bagus Rahadiansyah (*ninth resolution*) and Mr. Jaffee Suardin (*tenth resolution*) terms of office, due to expire at the end of this Shareholders' General Meeting, for a three year period, which will end at the end of the shareholders' general meeting called to approve the financial statements for the financial year ending 31 December 2027.

Concerning the independence of the renewed directors pursuant to the criteria set forth in the internal rules of the Board of Directors and in the AFEP-MEDEF Code to which the Company refers, it is specified that:

- Mr. Marc Blaizot is considered as independent. A more detailed analysis of his independence is presented in chapter 3 "Corporate Governance", section 3.1 "Administration and Management of the Company", sub-section 3.1.6 "Independence of Directors" of the Company's Universal Registration Document 2024.
- Mr. Bagus Rahadiansyah and Mr. Jaffee Suardin are not considered as independent because of their ties to PIEP, the Company's controlling shareholder.

At the date of this report:

- Mr. Marc Blaizot holds 2800 shares in the Company;
- Mr. Bagus Rahadiansyah and Mr. Jaffee Suardin do not hold any shares in the Company, it being specified that they are not subject to any obligation to acquire or hold shares, in accordance with the internal rules of the Board of Directors.

The proposed renewals are also in line with the obligation set out in article L. 225-18-1 of the French Commercial Code regarding gender balance.

The renewals of Mr. Marc Blaizot, Mr. Bagus Rahadiansyah and Mr. Jaffee Suardin would enable the Board of Directors to benefit from their respective expertise and experience, as described in their biographies below.

Biography of Mr. Marc Blaizot

Blaizot has expertise in the energy sector, particularly in geology.

He is a graduate of the Ecole Nationale de Géologie in Nancy. He began his career as a geologist at Elf in 1979, where he held a number of different positions, focusing in particular on basin evaluation, prospect generation and then appraisal of discoveries in Europe (Italy, Norway, United Kingdom). Appointed Exploration Manager in Angola in 1992, he led the team of geologists and geophysicists that discovered the giant Girassol field in the deep offshore.

From 1996 to 2001, he led geosciences studies for the Middle East (Syria, Iraq, Qatar) and the Far East at the Centre Scientifique et Technique in Pau. Head of the Exploration Arbitration Division from 2001 to 2005 and of the New Projects Division from 2005 to 2008, he specialised in the evaluation and management of the exploration portfolio, then in the selection of new permits worldwide. From 2009 to 2015, he was Senior Vice President, Global Exploration at Total, managing a network of more than 2,000 geosciences experts in forty countries. He was also a member of the boards of Total Angola, Total Nigeria and Total Netherlands. Since 2017, he has carried out assignments for the World Bank. From 2018 to 2024, he was a director of the Avenia association. From 2018 to 2024, he was scientific advisor to the start-up 45-8 Energy, which specialises in hydrogen and helium exploration. From 2020 to 2024, he was involved in the Pycasso project, a cross-border project (France-Spain) aimed at decarbonising local industry, for which he chaired the steering committee until 2023. Marc Blaizot is also a consultant to the French Haut-Commissariat au Plan on the role of the subsoil in ecological and energy transitions.

He is a member of the European Association of Geoscientists & Engineers (EAGE) and of the Société Géologique de France SGF, of which he has been treasurer since September 2024.

Biography of Mr. Bagus Rahadiansyah

See Mr. Bagus Rahadiansyah's biography reproduced above.

Biography of Mr. Jaffee Suardin

See Mr. Jaffe Suardin's biography reproduced above.

[Approval of the information on the remuneration components paid during or awarded for the financial year ending 31 December 2024 to corporate officers – ex-post vote \(eleventh resolution\)](#)

In line with the provisions of articles L. 22-10-9 and L. 22-10-34, I of the French Commercial Code, the Shareholders' General Meeting decides on the draft resolution concerning the information relating to the components of the remuneration paid or granted to the corporate officers during the previous financial year (ex-post vote).

The information required by article L. 22-10-9 of the French Commercial Code on remuneration paid to the directors for the financial year ending 31 December 2024 pursuant to the 2024 remuneration policy approved by the shareholders' general meeting of 28 May 2024 under its eleventh resolution is included in the Company's universal registration document for the financial year ending 31 December 2024, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", subsection 3.3.1 "Remuneration of directors", paragraph 3.3.1.3 "Remuneration awarded in 2024 per director".

The information required by article L. 22-10-9 of the French Commercial Code relating to the remuneration paid to the Chairman of the Board of Directors and to the Chief Executive Officer for the financial year ending on 31 December 2024 pursuant to the 2024 remuneration policy approved by the shareholder's general meeting of 28 May 2024 pursuant to the twelfth and thirteenth resolutions appears in the Company's Universal Registration Document for the financial year ending 31 December 2024, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", sub-section 3.3.1 "Remuneration of directors", paragraph 3.3.1.3 "Remuneration awarded in 2024 per director" and (ii) chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", sub-section 3.3.1 "Remuneration of directors", paragraph 3.3.1.2 "Shareholders' vote on the remuneration paid or awarded to the Chairman of the Board of Directors in respect of the financial year ending on 31 December 2024" and sub-section 3.3.2 "Remuneration of the General

Management", paragraph 3.3.2.2 "Shareholder vote at the 2025 AGM on the remuneration paid or allocated to executive corporate officers for the financial year ending on 31 December 2024".

[Approval of the composition components paid during or awarded for the financial year ending 31 December 2024 to Mr. John Anis, Chairman of the Board of Directors from 1st January to 17 July 2024 - ex post vote \(twelfth resolution\)](#)

In line with the provisions of article L. 22-10-9 and L. 22-10-34, II of the French Commercial Code, when the shareholders' general meeting has decided on the remuneration policy for corporate officers pursuant to article L. 22-10-8 of the French Commercial Code during the previous financial year (*ex-ante* vote), the shareholders vote in the following financial year whether to approve the fixed, variable and exceptional components of total compensation and benefits of any kind paid or granted to the executive corporate officers for the previous financial year (*ex-post* vote).

The remuneration paid or granted to Mr. John Anis, Chairman of the Company's Board of Directors from 1st January to 17 July 2024, for the financial year ending on 31 December 2024 pursuant to the 2024 remuneration policy are presented in the summary tables inserted in the Board of Directors' report on corporate governance and appearing in the Company's Universal Registration Document relating to the financial year ending on 31 December 2024, chapter 3 "Corporate Governance", Section 3.3 "Remuneration of corporate officers", sub-section 3.3.1 "Remuneration of directors", paragraph 3.3.1.2 "Shareholders' vote on the remuneration paid or awarded to the Chairman of the Board of Directors in respect of the financial year ending on 31 December 2024".

You are therefore requested to approve the fixed, variable, and exceptional components of the total compensation and benefits of any kind paid or awarded to Mr. John Anis, Chairman of the Board of Directors from 1st January to 17 July 2024, for the 2024 financial year under the 2024 remuneration policy.

[Approval of the compensation components paid during or awarded for the financial year ending 31 December 2024 to Mr. Jaffee Suardin, Chairman of the Board of Directors from 17 July to 31 December 2024 - ex post vote \(thirteenth resolution\)](#)

In accordance with the provisions of Articles L. 22-10-9 and L. 22-10-34, II of the French Commercial Code, when the General Meeting has voted on the remuneration policy for executive directors pursuant to Article L. 22-10-8 of the French Commercial Code, during the previous financial year (*ex ante* vote), the shareholders vote in the following financial year whether to approve the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or granted to the executive corporate officers for the previous financial year (*ex-post* vote).

The remuneration paid or granted to Mr. Jaffee Suardin, Chairman of the Board of Directors from 17 July to 31 December 2024, for the financial year ending on 31 December 2024 pursuant to the 2024 remuneration policies is presented in the summary tables inserted in the Board of Directors' report on corporate governance and appearing in the Company's Universal Registration Document relating to the financial year ending on 31 December 2024, chapter 3 "Corporate Governance", Section 3.3 "Remuneration of corporate officers", sub-section 3.3.1 "Remuneration of directors", paragraph 3.3.1.2 "Shareholders' vote on the remuneration paid or awarded to the Chairman of the Board of Directors in respect of the financial year ending on 31 December 2024".

You are therefore requested to approve the fixed, variable, and exceptional components of the total compensation and benefits of any kind paid or awarded to Mr. Jaffee Suardin, Chairman of the Board of Directors Company's from 17 July to 31 December 2024, for the 2024 financial year under the 2024 remuneration policy.

[Approval of the compensation components paid during or awarded for the financial year ending 31 December 2024 to the Chief Executive Officer of the Company - ex-post vote \(fourteenth resolution\)](#)

In line with the provisions of article L. 22-10-9 and L. 22-10-34, II of the French Commercial Code, when the shareholders' general meeting has decided on the remuneration policy for corporate officers pursuant to article L. 22-10-8 of the French Commercial Code during the previous financial year (*ex-ante* vote), the shareholders vote in the following financial year whether to approve the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or granted to the executive corporate officers for the previous financial year (*ex-post* vote).

The remuneration paid or granted to the Chief Executive Officer, for the financial year ending 31 December 2024 pursuant to the 2024 remuneration policies is presented in the summary tables inserted in the Board of Directors'

report on corporate governance and appearing in the Company's Universal Registration Document relating to the financial year ended 31 December 2024, chapter 3 "Corporate Governance", Section 3.3 "Remuneration of corporate officers", sub-section 3.3.2 "Remuneration of the General Management", paragraph 3.3.2.2 "Shareholders' vote at the 2025 GM on the remuneration paid or allocated to executive corporate officers for the financial year ending on 31 December 2024".

As such, based on this information, you are requested to approve the fixed, variable, and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of the financial year ending 31 December 2024 pursuant to the remuneration policy 2024 to Mr. Olivier de Langavant, Chief Executive Officer of the Company.

You are reminded that the variable and exceptional remuneration components granted in respect of the financial year ending 31 December 2024 pursuant to the 2024 remuneration policy may only be paid to the relevant executive corporate officers if these resolutions are approved by the Shareholders' General Meeting.

Approval of the components of the remuneration policy of the Directors – ex-ante vote (fifteenth resolution)

You are requested to approve, pursuant to article L. 22-10-8 of the French Commercial Code, the remuneration policy applicable to directors for the financial year ending 31 December 2024, outlined in the Board of Directors' report on corporate governance and featured in the Company's Universal Registration Document for the financial year ending 31 December 2024, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", subsection 3.3.1 "Remuneration of directors", paragraph 3.3.1.4 "Remuneration policy proposed to the 2025 General Meeting", subparagraph (B) "Remuneration policy for directors for financial year 2025".

Approval of the components of the remuneration policy of the Chairman of the Board of Directors and the Chief Executive Officer – ex-ante vote (sixteenth and seventeenth resolutions)

You are hereby requested to approve, in accordance with article L. 22-10-8 of the French Commercial Code, the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the total remuneration and benefits of any kind granted for the financial year ending 31 December 2024 (i) to the Chairman of the Board of Directors (*sixteenth resolution*) as set out in the Board of Directors' report on corporate governance and contained in the Company's Universal Registration Document for the financial year ending 31 December 2024, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", sub-section 3.3.1 "Remuneration of directors", paragraph 3.3.1.4 "Remuneration policy proposed to the 2025 General Meeting", sub-paragraph (A) "Remuneration policy for the Chairman of the Board of Directors, a non-executive corporate officer for financial year 2025" and (ii) to the Chief Executive Officer (*seventeenth resolution*) as set out in the Board of Directors' report on corporate governance and contained in the Company's Universal Registration Document for the financial year ending 31 December 2024, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", sub-section 3.3.2 "Remuneration of the General Management", paragraph 3.3.2.3 "Remuneration policy proposed at the 2025 General Meeting".

Share Buyback Programme (eighteenth resolution)

Companies whose shares are admitted to trading on a regulated market may set up share buyback programmes for treasury shares, provided the programme is pursuing certain pre-established objectives specifically set out under the applicable French and European legislative and statutory provisions.

Since the authorisation granted by the shareholders' general meeting dated 28 May 2024 to your Board of Directors expires during the financial year 2025, it is proposed to your Shareholders' General Meeting that this be renewed, thus allowing the Board of Directors to trade in the Company's shares in specific situations, in particular (i) to honour obligations under any of the Company's stock option plans or free share plans, (ii) to honour the delivery of shares upon the exercise of rights attached to securities granting access to capital, (iii) to hold and subsequently deliver the shares in connection with external growth transactions, (iv) to cancel all or part of the buyback securities (in accordance with the twenty-eighth resolution), or (v) to ensure the stimulation of the market for the Company's shares as part of a liquidity agreement in line with market practice recognised by the French Financial Market Authority (*Autorité des marchés financiers*).

The maximum buyback price is set at EUR 15 per share (excluding acquisition costs) and the maximum number of shares to buy or have bought corresponds to 10% of the Company's share capital or 5% of the share capital for shares acquired to be held and subsequently delivered for payment or exchange as part of a merger,

demerger, contribution or external growth transaction, at any time, as adjusted in light of transactions affecting the share capital after this Shareholders' General Meeting. The maximum amount of funds that the Company may devote to this buyback programme is EUR 301,892,355 (excluding acquisition costs). It is understood that in accordance with the applicable legislative and regulatory provisions, the Company may not hold more than 10% of its own share capital.

This authorisation granted to the Board of Directors could be used at any time. However, unless authorised to do so by the shareholders' general meeting, the Board of Directors would not be entitled to use this authorisation on or after the date on which a third-party files a public tender offer for the Company's securities until the end of the offer period.

The authorisation is granted for a period of 18 months from the date of this Shareholders' General Meeting and cancels, as of the same date, for the unused portion on the date of this Shareholders' General Meeting, the authorisation granted by the shareholders' general meeting dated 28 May 2024 pursuant to its fourteenth resolution.

II. Resolutions within the powers of the extraordinary shareholders' general meeting

You are reminded that the Shareholders' General Meeting of 23 May 2023 decided to grant authorisations and financial delegations of authority to the Board of Directors. As these authorisations and financial delegations expire during the financial year 2025, it is proposed that you renew them at the Shareholders' General Meeting. It is also proposed that you renew the authorisation granted to the Board of Directors to grant free existing or to be issued shares to employees and/or corporate officers of the Company and its subsidiaries. The new authorisations and financial delegations, as described below, are similar to those you approved at the Shareholders' General Meetings of 23 May 2023 and, as the case may be, 28 May 2024, with the exception of the amount of the caps applicable to some of them which has been increased to provide the Company with greater flexibility in financing potential capital expenditures or external growth transactions.

The main purpose of the authorisations and financial delegations described below is to provide the Company with enhanced flexibility, ability and speed of market-responsiveness in order, if required, to make use of such markets by issuing securities and to quickly and flexibly raise funds that are necessary to finance the development of your Company. Depending on the nature of the authorisation/delegation concerned, such authorisations or delegations may be implemented by maintaining or cancelling preferential subscription rights, or even without preferential subscription rights where such rights are not provided for by law.

For certain resolutions, you are asked to grant the Board of Directors the option of cancelling this preferential subscription right. Indeed, depending on market conditions, the type of investors concerned by the issue, and the type of securities issued, it may be preferable or even necessary to cancel preferential subscription right in order to place the securities on the best possible terms.

In the event of an issue of securities granting access to the share capital, the issue in question automatically entails, by operation of law, a waiver by the shareholders of their preferential subscription rights to the shares to which the securities issued on the basis of the relevant authorisation or delegation may entitle their holders, immediately and/or in the future, in favour of the holders of securities granting access to the Company's share capital issued under the relevant authorisation or delegation.

Each of these authorisations and delegations would be granted only for a limited period of time and the Board of Directors would only be able to issue securities (equity or debt) up to strictly defined caps. Above these caps, the Board of Directors would not be able to issue securities without convening a new Shareholders' General Meeting. These caps are presented hereafter.

The implementation of any of these authorisations and delegations would be decided by the Board of Directors, which would prepare, under the conditions provided for under the applicable laws and regulations, a supplementary report for your attention describing the final terms of the transaction established in accordance with the authorisation or delegation granted by your Shareholders' General Meeting. In addition, the Company's

Statutory Auditors would also prepare, under the conditions provided for by law and regulation, supplementary reports for the Company's shareholders.

Please also note that without prior consent from the Shareholders' General Meeting, the Board of Directors may not use any of the authorisations and delegations granted for the issue of securities as from the date on which a third-party files a public tender offer for the Company's securities until the end of the offer period (with the exception of the twenty- sixth resolution relating to the allocation of free shares, the twenty- seventh resolution relating to issues of securities reserved for participants in the Company savings plan, and the twenty-eighth resolution relating to the authorisation to reduce share capital by cancelling treasury shares).

[Issue of shares of the Company and/or securities giving immediate or future access to the share capital of the Company or a subsidiary, with preferential subscription rights maintained \(nineteenth resolution\)](#)

Purpose

As stated in the introduction, this resolution enables the Company to raise, with speed and flexibility if necessary, funds on the markets by seeking investment from all its shareholders to finance its development as well as the development of its Group.

Conditions for implementation

This resolution would enable the Board of Directors to issue (i) shares and/or (ii) securities granting access to the share capital of the Company or of a company in which the Company directly or indirectly owns more than half of the share capital (a "**Subsidiary**") (including equity securities entitling their holders to the allocation of debt securities).

Shareholders would have a preferential subscription right, in proportion to their shares and under the conditions provided for by law, that is negotiable under the conditions provided for by law and allows them to subscribe for shares and/or securities granting access to share capital (irreducible preferential subscription right) for a minimum period as from the opening of the subscription period set by law.

The Board of Directors may also decide to create a reducible subscription right for the shareholders. In this case, if subscriptions collected on an irreducible basis (i.e. by exercise of the above mentioned preferential subscription right) are not sufficient to absorb all newly issued securities, the remaining securities would be allocated amongst shareholders who subscribe on a reducible basis in proportion to their subscription rights, and in any event, for no more than they requested. Should these subscriptions not absorb all securities issued, the Board of Directors could decide: (i) to limit the issue to subscriptions received provided that, in the event of the issue of shares or securities where the primary security is a share, that these subscriptions amount to at least three-quarters of the decided issue, (ii) to distribute all or part of the unsubscribed securities or (iii) to offer to the public all or part of the unsubscribed securities, on the French market or abroad.

The Board of Directors would be granted the full powers required to implement this delegation of authority (with powers to sub-delegate under the conditions set out by applicable legislative and regulatory provisions).

This delegation granted to the Board of Directors could be used at any time. However, unless authorised to do so by a shareholders' general meeting, the Board of Directors would not be entitled to use this delegation on or after the date on which a third-party files a public tender offer for the Company's securities until the end of the offer period.

Price

The issue price which would be set by the Board of Directors must be at least equal to the nominal share value.

Cap

The maximum nominal amount of share capital increases (the "**Global Cap (Equity)**") would be set at 150 million euros, it being specified that this cap would be jointly applicable to all issues of securities carried out pursuant to nineteenth to twenty-fourth resolutions submitted for a vote by this Shareholders' General Meeting.

The maximum nominal value of securities issued as debt securities (the "**Global Cap (Debt)**") would be set at 1.5 billion euros, it being specified that this cap would be jointly applicable to all issues of securities carried out pursuant to nineteenth to twenty-fourth resolutions submitted for a vote of this Shareholders' General Meeting.

Period of validity

This delegation would be valid for a period of 26 months as from this Shareholders' General Meeting and would cancel, as of the same date and for the unused portion as of the date of this Shareholders' General Meeting, the delegation granted by the general shareholders' meeting dated 23 May 2023 under its fifteenth resolution.

[Issue of shares of the Company and/or securities granting immediate or future access to the share capital of the Company or a Subsidiary by way of public offers \(other than the public offers set out in article L. 411-2, 1° of the French Monetary and Financial Code\) and/or by way of public offers set out in article L. 411-2, 1° of the French Monetary and Financial Code with cancellation of preferential subscription rights for shareholders \(twentieth and twenty-first resolutions\)](#)

Object

These issues of securities with cancellation of preferential subscription rights for shareholders, carried out by way of public offers other than those referred to in article L. 411-2, 1° of the French Monetary and Financial Code (*twenty resolution*) and/or by way of public offers set out in article L. 411-2, 1° of the French Monetary and Financial Code (*twenty-first resolution*), could be used to place securities on the best terms, in particular when transaction speed is an essential condition for success or when the securities are issued on foreign financial markets. Such cancellation may enable the Company to raise more funds due to better terms of the securities issue.

Conditions for implementation

These resolutions would enable the Board of Directors to issue (i) shares, and/or (ii) securities granting access to the share capital of the Company or a Subsidiary (including equity securities entitling their holders to the allocation of debt securities). In addition, these issues of securities could be used following the issue by a Subsidiary of securities granting access to Company share capital to be issued.

These issues of securities would include a cancellation of the preferential subscription rights of the shareholders to subscription (i) by way of public offers other than those set out in article L. 411-2, 1° of the French Monetary and Financial Code (*twenty resolution*), which may, pursuant to the Board of Directors' decision, include a priority subscription period benefitting shareholders (non-negotiable) or (ii) by way of the public offers set out in article L. 411-2, 1° of the French Monetary and Financial Code (*twenty-first resolution*).

If securities are issued by way of public offers other than those set out in article L. 411-2, 1° of the French Monetary and Financial Code (*twenty resolution*), and if priority subscriptions do not absorb the entire issue, unsubscribed securities could be publicly placed in France and/or abroad. The Board of Directors may also decide (including in the absence of priority rights) to (i) limit the amount of the issue to subscriptions received, provided that, in the case of an issue of shares or securities whose primary security is a share, that these amount to at least three quarters of the decided issue, and/or (ii) freely allocate all or part of the unsubscribed securities. These last two options also apply to issues of securities by way of public offers set out in article L. 411-2, 1° of the French Monetary and Financial Code (*twenty-first resolution*).

The Board of Directors would be granted the full powers required to implement these delegations of authority (with powers to sub-delegate under the conditions set out by applicable legislative and regulatory provisions).

These delegations granted to the Board of Directors could be used at any time. However, unless authorised to do so by the shareholders' general meeting, the Board of Directors would not be entitled to use this delegation on or after the date on which a third-party files a public tender offer for the Company's securities until the end of the offer period.

Price

The issue price of shares issued directly will be at least equal to the closing price of the Company's share on the Euronext Paris regulated market on the last trading day preceding its determination after correction, as the case may be, of this amount to take into account the difference in dividend entitlement date, possibly reduced by a

maximum discount of 10% (provided that the amount of subscriptions for each share is at least equal to the nominal value).

For shares issued pursuant to securities granting access to the share capital, the total amount that the Company would receive as consideration for such securities would be at least equal to the minimum price per share as described above.

Cap

The maximum nominal amount of the share capital increases carried out would be set at EUR 30 million for each of these resolutions, it being specified that this limit of EUR 30 million would be jointly applicable to all issues of securities carried out pursuant to the twentieth to twenty-fourth resolutions submitted for a vote by the Shareholders' General Meeting and would also count toward the Global Cap (Equity).

It is specified for information purposes, that, in accordance with applicable law, share capital increases carried out by way of the public offers set out in articles L. 411-2 1° of the French Monetary and Financial Code are limited to 30% of the share capital per year.

The maximum nominal value of debt securities would be set at EUR 300 million for each of these resolutions, it being specified that this limit of EUR 300 million would be jointly applicable to all issues that may be carried out pursuant to the twentieth to twenty-fourth resolutions submitted for a vote by the Shareholders' General Meeting and would also count toward the Global Cap (Debt).

Period of validity

These delegations would be valid for a period of 26 months as from the date of this Shareholders' General Meeting and would cancel, as of the same date and for the unused portion as of the date of this Shareholders' General Meeting, the delegations granted by the general shareholders' meeting dated 23 May 2023 under its sixteenth and seventeen resolutions.

[Increase of the number of securities to be issued in the event of a share capital increase with or without cancellation of preferential subscription rights for shareholders within the context of greenshoe over-allocations options where demand exceeds the number of securities offered \(twenty-second resolution\)](#)

Purpose

This resolution would prevent the reduction of subscriptions in the event of high demand, by allowing the Board of Directors to increase, within certain limits, and in case of excess demand the number of securities initially issued by reopening the relevant issue ("greenshoe clause").

Conditions for implementation

This authorisation would allow the Board of Directors to decide to increase the number of securities to be issued, under the conditions set by applicable legislative and regulatory provisions and in the event of excess demand for an issue of securities with or without preferential subscription rights for shareholders (issues of securities with preferential subscription rights for shareholders maintained under the nineteenth resolution, issues of securities by way of public offers (other than those set out in article L. 411-2, 1° of the French Monetary and Financial Code) or by way of public offers set out in article L. 411-2, 1° of the French Monetary and Financial Code with cancellation of preferential subscription rights for shareholders under the twentieth and twenty-first resolutions submitted for a vote Shareholders' General Meeting,.

The resolution would need to be implemented within the time periods set out by applicable laws and regulations, i.e., as at the date of this report, within 30 days from the closing of the subscription period.

This authorisation granted to the Board of Directors could be used at any time. However, unless authorised to do so by a shareholders' general meeting, the Board of Directors would not be entitled to use this delegation on

or after the date on which a third-party files a public tender offer for the Company's securities until the end of the offer period.

Price

The issue would be at the same price as decided for the initial issue of securities.

Cap

This resolution allows the Company to meet excess demand up to the limit set out by laws and regulations, i.e., 15% of the initial issue as at the date of this report.

The maximum nominal amount of share capital increases and debt securities would count towards the cap set in the resolution under which the issue is decided (issues of securities with preferential subscription rights for shareholders under the nineteenth resolution, issues of securities by way of public offers (other than those set out in article L. 411-2, 1° of the French Monetary and Financial Code) or by way of the public offers set out in article L. 411-2, 1° of the French Monetary and Financial Code with cancellation of preferential subscription rights for shareholders under the twentieth and twenty-first resolutions submitted for a vote by the Shareholders' General Meeting, which also count, where relevant, towards the caps of the aforementioned resolutions).

Period of validity

This authorisation would be valid for a period of 26 months as from the date of this Shareholders' General Meeting and would cancel, as of the same date and for the unused portion as at the date of this Shareholders' General Meeting, the authorisation granted by the shareholders' general meeting dated 23 May 2023 under its nineteenth resolution

Issue of shares and/or securities granting immediate or future access to the Company's share capital in the event of a public exchange offer initiated by the Company, without preferential subscription rights (twenty-third resolution)

Purpose

This resolution enables the Company, if it were to decide to propose a public exchange offer in France or abroad to a target company whose shares are admitted to trading on one of the regulated markets referred to in article L. 22-10-54 of the French Commercial Code, to deliver securities of the Company in exchange for the securities of the target company. This would facilitate the financing of the Company's external growth operations.

Conditions of implementation

This resolution would enable the Board of Directors to issue (i) shares and/or (ii) securities granting immediate or future access to the Company's share capital (including equity securities entitling their holders to the allocation of debt securities).

The securities issues' sole purpose would be to remunerate the securities contributed to a public offer with an exchange component initiated by the Company.

The Board of Directors would be granted the full powers required to implement this delegation of authority (with powers to sub-delegate under the conditions set out by applicable legislative and regulatory provisions).

The delegation granted to the Board of Directors could be used at any time. However, unless authorised to do so by a shareholders' general meeting, the Board of Directors would not be entitled to use this delegation on or

after the date on which a third-party files a public tender offer for the Company's securities until the end of the offer period.

Cap

The maximum nominal amount of share capital increases would be set at EUR 30 million, it being specified that this cap of EUR 30 million would be jointly applicable to all the issues carried out pursuant to the twentieth to twenty-fourth resolutions and would also count towards the Global Cap (Equity).

The maximum nominal value of debt securities would be EUR 300 million, it being specified that this cap of EUR 300 million would be jointly applicable to all the issues carried out pursuant to the twentieth to twenty-fourth resolutions and would count towards the Global Cap (Debt).

Duration

The delegation would be valid for a period of 26 months as from the date of this Shareholders' General Meeting and would cancel, as of the same date and for the unused portion as of the date of this Shareholders' General Meeting, the delegation granted by the shareholders' general meeting dated 23 May 2023 under its twentieth resolution.

[Issue of shares and/or securities granting immediate or future access to the Company's share capital to be used as remuneration for contributions in kind to the Company, without preferential subscription rights \(twenty-fourth resolution\)](#)

Purpose

This delegation would allow the Board of Directors to carry out external growth transactions in France or abroad or to repurchase minority stakes within the Maurel & Prom group without any impact on the Company's cash situation.

This delegation cannot be used for cases where the Company decides to issue securities to be used as remuneration for securities contributed to the Company within the context of a public exchange offer (such transaction being included in the twenty-third resolution described above).

Conditions of implementation

This resolution would enable the Board of Directors to issue (i) shares in the Company and/or (ii) securities granting access to the Company's share capital (including equity securities entitling their holders to the allocation of debt securities).

These issues would be carried out for the benefit of contributors, without preferential subscription rights.

The Board of Directors would be granted full powers to implement this delegation of powers (with powers to sub-delegate under the conditions set out by the applicable legislative and regulatory provisions).

This delegation granted to the Board of Directors could be used at any time. However, unless authorised to do so by a shareholders' general meeting, the Board of Directors would not be entitled to use this delegation on or after the date on which a third-party files a public tender offer for the Company's securities until the end of the offer period.

Cap

The maximum nominal amount of the share capital increases would be set at EUR 30 million, it being specified that this cap of EUR 30 million would be jointly applicable to all the issues carried out pursuant to the twentieth to twenty-fourth resolutions and would count towards the Global Cap (Equity).

Please note that pursuant to applicable law, the share capital increases carried out under this resolution are capped at 20% of the share capital (assessed as at the date of the issue decision).

The maximum nominal value of debt securities would be EUR 300 million, it being specified that this cap of EUR 300 million would be jointly applicable to all the issues carried out pursuant to the twentieth to twenty-fourth resolutions and would count towards the Global Cap (Debt).

Duration

The delegation would be valid for a period of 26 months as from the date of this Shareholders' General Meeting and would cancel, as of the same date and for the unused portion as of the date of this Shareholders' General Meeting, the delegation granted by the shareholders' general meeting dated 23 May 2023 under its twenty-first resolution.

[Share capital increase by incorporation of reserves, profits, premiums or other amounts that may be capitalised \(twenty-fifth resolution\)](#)

Purpose

This resolution would allow the Board of Directors to increase the share capital by successive or simultaneous incorporations of reserves, profits, premiums, and other amounts that may be capitalised, without the contribution of "new money" being necessary. The shareholders' rights would not be affected by this transaction, since it would involve issuing new securities allocated free of charge or increasing the nominal value of existing securities.

Conditions of implementation

As stated above, these share capital increases would be followed by the issue of new securities allocated free of charge or by an increase of the nominal value of existing shares, or by a combination of the two methods.

The Board of Directors would be granted full powers to implement this delegation of authority (with powers to sub-delegate under the conditions set out by the applicable legislative and regulatory provisions).

This delegation granted to the Board of Directors could be used at any time. However, unless authorised to do so by a shareholders' general meeting, the Board of Directors would not be entitled to use this delegation on or after the date on which a third-party files a public tender offer for the Company's securities until the end of the offer period.

Cap

The maximum nominal amount of the share capital increases that may be carried out under this resolution would be set at EUR 100 million, it being specified that this cap is independent from the caps set in the other resolutions submitted to this Shareholders' General Meeting.

Duration

The delegation would be valid for a period of 26 months as from the date of this Shareholders' General Meeting and would cancel, as of the same date and for the unused portion as of the date of this Shareholders' General Meeting, the delegation granted by the shareholders' general meeting dated 23 May 2023 under its twenty-second resolution.

[Allocation of free shares to employees and/or corporate officers of the Company and its subsidiaries, entailing the waiver by shareholders of their preferential subscription rights \(twenty-sixth resolution\)](#)

Purpose

This authorisation would enable the Company to reward employees and/or corporate officers of the Company and the Maurel & Prom group for their contribution to the development of its business and to give them a stake in its performance by granting them free shares.

This new resolution is intended to replace the previous resolution which had the same purpose, and which was approved by the shareholders' general meeting dated 23 May 2023 under its twenty-third resolution.

The Board of Directors made use of this authorisation on 3 August 2023 and 2 August 2024 for allocations to employees of free shares to employees in the amount of 2,300,753 shares for employees and 325,138 shares for the Chief Executive Officer (details are provided in the Company's universal registration document for the financial year ending 31 December 2024, chapter 3 "Corporate Governance", section 3.2.3.1 "Executive corporate officers", sub-section "B) Details of the remuneration of the Chairman of the Board of Directors and of the Chief Executive Officer for the last two fiscal years", heading "Comparative tables for the remuneration

components for the fiscal years 2023 and 2024", sub-heading "History of bonus share grants (AMF table No. 10)").

Taking into account these uses, the balance of shares that can still be allocated under this resolution is 3,411,956 shares. In order to enable the Company to meet its obligations to allocate free shares under the Company's future plans, both to employees and to corporate officers of the Company, it is proposed to your Shareholders' General Meeting to renew the resolution intended to associate the employees and corporate officers in the share capital of your Company by authorising your Board of Directors to proceed with free allocations of existing shares or shares to be issued for their benefit.

Conditions of implementation

The allocation of shares to their beneficiaries would become definitive at the end of a minimum vesting period of one (1) year, it being specified that the minimum holding period cannot be less than one (1) year after the allocation of shares becomes definitive. If the vesting period of an allocation is at least two (2) years, the Board of Directors may decide not to impose any holding period for the shares in question. It is specified that the allocation will be final in advance and that the shares may be transferred without restrictions in the event of the beneficiary's death or disability corresponding in France to a second or third class disability under article L. 341-4 of the French Social Security Code, and, under the conditions set out by the Board of Directors, that the allocation may become final in advance and the shares may be transferred without restrictions in the event of retirement at the statutory retirement age.

With regard to the shares to be issued, a share capital increase by incorporation of reserves, profits, share premiums or any other amounts that may be capitalised would be carried out at the end of the vesting period in order to deliver the shares allocated to the beneficiaries. This issue would entail the waiver by the shareholders, in favour of the beneficiaries of the award, of (i) the amounts thus incorporated and (ii) the preferential subscription rights to the shares that would be issued pursuant to this resolution.

The Board of Directors would have all the necessary powers to implement this authorisation (with the possibility of sub-delegation under the conditions provided for by law) and in particular, to determine the beneficiaries, the number of shares allocated, the dates and terms of allocation (duration of vesting and holding periods) and to determine, if the Board of Directors deems it appropriate, the conditions to be met for a final allocation of free shares, such as attendance and/or performance conditions, it being specified that free share allocation made to executive corporate officers will be subject to performance conditions.

In addition, in accordance with law, the Board of Directors would inform the shareholders each year, at the annual shareholders' general meeting, about transactions carried out pursuant to this authorisation.

The Board of Directors would be granted the full powers required to implement this authorisation (with powers to sub-delegate under the conditions set out by applicable legislative and regulatory provisions).

Cap

The total number of free shares allocated cannot represent more than 3% of the Company's share capital on the date on which the Board of Directors decides to grant them. In particular, it is specified that this cap is independent from the caps set in the other resolutions submitted to this Shareholders' General Meeting. In addition, the sub-cap applicable to allocations made to executive corporate officers would be 0.90% of the share capital, it being specified that this sub-cap of 0.90% would count towards the cap of 3% of the Company's share capital mentioned above.

Duration

The authorisation would be valid for a period of 38 months as from the date of this Shareholders' General Meeting and would cancel, as of the same date and for the unused portion as of the date of this Shareholders' General Meeting, the delegation granted by the shareholders' general meeting dated 23 May 2023 under its twenty-third resolution.

[Issue of shares and/or securities granting access to the share capital of the Company reserved for employees participating in the Company savings plan, with cancellation of preferential subscription rights for shareholders \(twenty-seventh resolution\)](#)

Purpose

This resolution provides the group's employees, in France and abroad, the opportunity to subscribe for the Company's securities so as to involve them more closely in the Company's expansion and success in its historical markets and in emerging markets that are essential for the group's future growth.

It would also enable the Company to meet the requirements of applicable legislative and regulatory provisions which provide that the shareholders' general meeting must vote on a draft resolution to allow a share capital increase reserved for employee members of a savings plan whenever the agenda of such shareholders' general meeting includes resolutions pursuant to which a share capital increase in cash is decided or powers to do so delegated, unless the share capital increase results from the prior issue of securities granting access to the Company's share capital.

Conditions for implementation

This resolution would enable the Board of Directors to issue shares of the Company, and/or securities granting access to the Company's share capital (including equity securities entitling their holders to the allocation of debt securities).

These issues would be carried out with cancellation of preferential subscription rights for shareholders.

The Board of Directors would be granted the full powers required to implement this delegation of authority (with powers to sub-delegate under the conditions set out by applicable legislative and regulatory provisions).

Price

The issue price of the securities would be determined pursuant to the conditions set out by applicable law and would be at least equal to 70% of the Reference Price or 60% of the Reference Price if permitted by law when the lock-up period is greater than or equal to ten years. The Reference Price means the average share price of the Company on the regulated market of Euronext Paris over the last twenty trading sessions preceding the opening date of the subscription period.

The Board of Directors could also decide to reduce or eliminate this discount, within the limits set out by the applicable laws and regulations, in order to take into account any locally applicable legal, accounting, tax or social security-related rules. The Board of Directors could also decide to allocate additional securities in lieu of all or part of the discount on the Reference Price and/or as a top-up, it being specified that the benefit resulting from any such allocation may not exceed the legal or regulatory limits.

Cap

The maximum nominal amount of the share capital increases would be set at EUR 1 million, it being specified in particular that this cap is independent from the caps set out in the other resolutions submitted to this Shareholders' General Meeting.

Period of validity

This delegation would be valid for a period of 26 months from the date of this Shareholders' General Meeting and would cancel, as of the same date and for the unused portion as of the date of this Shareholders' General Meeting, the delegation granted by the shareholders' general meeting dated 23 May 2023 pursuant to its twenty-fourth resolution.

[Share capital decrease by cancellation of treasury shares \(twenty-eighth resolution\)](#)

Purpose

The cancellation of the Company's treasury shares generally acquired within the framework of a share buy-back programme authorised by the Shareholders' General Meeting may have various financial purposes, such as active capital management, balance sheet optimisation or the offsetting of the dilution resulting from share capital increases.

Conditions for implementation

The Board of Directors would have the authority to cancel all or part of the shares that it may purchase under a share buy-back programme.

The Board of Directors would be granted full powers to implement this authorisation (with powers to sub-delegate under the conditions set out by the applicable legislative and regulatory provisions).

Cap

Pursuant to applicable laws, cancellation of treasury shares would be limited to 10% of the share capital per 24-month periods, as adjusted depending on transactions affecting the share capital after this Shareholders' General Meeting.

Duration

The delegation would be valid for a period of 26 months as from the date of this Shareholders' General Meeting and would cancel, as of the same date and for the unused portion as of the date of this Shareholders' General Meeting, the delegation granted by the shareholders' general meeting dated 23 May 2023 under the terms of its twenty-fifth resolution.

[Amendment to Article 16 of the Company's Articles of Association relating to the convening and deliberation of the Board of Directors \(twenty-ninth resolution\)](#)

Purpose

Such resolution is to amend article 16 (*Convening of Meetings and Deliberations*) of the Company's Articles of Association, in order to reflect the new provisions of Article L. 225-37 of the French Commercial Code arising from Act no. 2024-537 of 13 June 2024 aimed at increasing the financing of businesses and the attractiveness of France, as follows:

The articles 16.9 and 16.10 of the Company's Articles of Association's new drafting:

"16.9 In accordance with legal and regulatory provisions, and the stipulations of the Internal Regulations, the decisions of the Board of Directors may be taken by written consultation, including electronic consultation, unless one or other of the directors objects to the use of this method of written consultation.

16.10. In accordance with legal and regulatory provisions, directors may vote by post at a meeting of the Board of Directors. However, votes must be cast strictly pursuant to the form sent to them for this purpose, in the form and under the conditions provided for by applicable law and regulations, by the convenor of the meeting."

The other provisions of Article 16 would remain unchanged.

III. Resolution submitted to the Ordinary General Meeting

[Powers to complete formalities \(thirtieth resolution\)](#)

The Board of Directors proposes that you grant full powers to complete all formalities required by law in respect of the Shareholders' General Meeting.

Corporate affairs of the Company

In accordance with applicable laws and regulations relating to financial authorisations and share capital increases, the Board of Directors reports to you on the progress of corporate affairs during the 2024 financial year and since the beginning of 2025 financial year in its 2024 Universal Registration Document, which includes the management report for the financial year ending 31 December 2024, published and made available to you in accordance with applicable legislative and regulatory provisions. It is available on the website of the Company (www.maureletprom.fr), under the headings "Investors" then "Annual Reports", "2025" and "2024 Universal Registration Document", as well as on the website of the French Financial Markets Authority (www.amf-france.org).

TEXT OF THE DRAFT RESOLUTIONS

First resolution *(Approval of the financial statements for the financial year ending on 31 December 2024)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' and the Statutory Auditors' reports, as well as the company's financial statements for the financial year ending on 31 December 2024, including the balance sheet, the income statement and notes, approves the company financial statements for financial year ending on 31 December 2024 as presented to it, and the transactions reflected in these financial statements and summarised in these reports, from which it results, for said financial year, a profit of EUR 150.618,909.60.

The general shareholders' meeting also acknowledges that, pursuant to the provisions of article 223 quater of the French General Tax Code, the aggregate amount of the expenses and costs referred to in article 39, 4 of the French General Tax Code amounted to 0 euro for the past financial year and that no tax was paid on the aforementioned expenses and costs.

Second resolution *(Approval of the consolidated financial statements for the financial year ending on 31 December 2024)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' and the Statutory Auditors' reports, as well as the consolidated financial statements for the financial year ending on 31 December 2024 including the balance sheet, the income statement and notes, approves the consolidated financial statements for financial year ending on 31 December 2024, as presented to it, and the transactions reflected in these financial statements and summarised in these reports.

Third resolution *(Allocation of the result for the financial year ending on 31 December 2024)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, notes that the company financial statements for the financial year ending on 31 December 2024, as approved by this general shareholders' meeting show a profit of 150,618,909.60 euros and decides, on the proposal of the Board of Directors, to allocate the profit for the financial year ending on 31 December 2024 as follows:

2024 net accounting result	EUR 150,618,909.60
Allocation amount to the legal reserve	EUR 0
Previous retained earnings account	EUR 114,831,152.61
Distributable profit	EUR 265,450,062.21
Distributed dividend	EUR 65,613,714.21 ⁽¹⁾
Retained earnings account	EUR 199,836,348.00

⁽¹⁾ The total amount of the distribution is calculated on the basis of the number of dividend-bearing shares at 31 December 2024, i.e. 198,829,437 shares, and may vary if the number of dividend-bearing shares changes between 1st January 2025 and the ex-dividend date, depending in particular on the number of treasury shares as well as on the final allotments of free shares.

The dividend shall be EUR 0.33 per share for each dividend-bearing share. The dividend will be paid on 28 August 2025, it being understood that the ex-dividend date shall be 26 August 2025 and the record date shall be 27 August 2025. It is specified that if, at the time of payment of this dividend, the number of treasury shares has changed since 31 December 2024, the portion of the dividend relating to this variation will increase or reduce the "retained earnings" account.

Where dividends are paid to individual shareholders who are tax residents of France, those dividends are subject to a global fixed, non-definitive 30% withholding tax that includes (i) a fixed 12.8% income tax (article 117 quarter, I of the French General Tax Code) and (ii) a 17.2% social security withholding tax (including the CSG, the CRDS and the solidarity levy). In the year income is taxed, dividends will subject to a unified fixed 30% withholding tax (article 200 A, 1, A-1° of the French General Tax Code), from which the non-definitive fixed withholding tax on the same amount will be subtracted so there is no double taxation. Individual shareholders who are tax residents of France may, however, opt for having dividends taxed at the progressive

income tax rate (article 200 A, 2 of the French General Tax Code) when filing their tax returns and no later than the deadline for filing.

In accordance with the applicable laws and regulations, the general shareholders' meeting acknowledges that the following dividends have been distributed for the three financial years preceding the financial year 2024:

Year	Number of dividend bearing shares	Dividend per share (EUR)	Total (EUR)
2021	197,694,953	0.14	27,677,293.42 ⁽¹⁾
2022	198,942,380	0.23	45,756,747.40 ⁽¹⁾
2023	198,609,728	0.30	59,582,918.40 ⁽¹⁾

⁽¹⁾Amounts eligible for the 40% deduction for individuals domiciled in France for tax purposes provided for 158.3-2° of the French General Tax Code.

Fourth resolution (Approval of the agreements referred to in Article L. 225-38 et seq. of the French Commercial Code)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report on the agreements referred to in article L. 225-38 and seq. of the French Commercial Code, approves that report, as well as the agreements and transactions referred to therein.

Fifth resolution (Ratification of the co-option of Mr. Awang Lazuardi as director)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' report, decides to ratify the co-option by the Board of Directors of Mr. Awang Lazuardi as director of the Company on 17 July 2024, to replace Mr. Daniel Purba, who resigned on 17 July 2024 with immediate effect, for the remainder of the latter's term of office, i.e. until the end of the general shareholders' meeting called to approve the financial statements for the financial year ending 31 December 2026.

Sixth resolution (Ratification of the co-option of Mr. Bagus Rahadiansyah as director)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' report, decides to ratify the co-option by the Board of Directors of Mr. Bagus Rahadiansyah as director of the Company on 17 July 2024, to replace Mr. Harry Zen, who resigned on 17 July 2024 with immediate effect, for the remainder of the latter's term of office, i.e. until the end of the general shareholders' meeting called to approve the financial statements for the financial year ending 31 December 2024.

Seventh resolution (Ratification of the co-option of Mr. Jaffee Suardin as director)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' report, decides to ratify the co-option by the Board of Directors of Mr. Jaffee Suardin as a director of the Company on 17 July 2024, to replace Mr. John Anis, who resigned on 17 July 2024 with immediate effect, for the remainder of the latter's term of office, i.e. until the end of the general shareholders' meeting called to approve the financial statements for the financial year ending 31 December 2024.

Eighth resolution (Renewal of the term of office of Mr. Marc Blaizot as director)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' report and acknowledging that the term of office of Mr. Marc Blaizot expires at the end of this general shareholders' meeting, decides to renew the term of office of Mr. Marc Blaizot as director for a period of three years which will expire at the end of the general shareholders' meeting called to approve the financial statements for the financial year ending on 31 December 2027.

Ninth resolution *(Renewal of the term of office of Mr. Bagus Rahadiansyah as director)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' report and acknowledging that the term of office of Mr. Bagus Rahadiansyah expires at the end of this general shareholders' meeting, decides to renew the term of office of Mr. Bagus Rahadiansyah as director for a period of three years which will expire at the end of the general shareholders' meeting called to approve the financial statements for the financial year ending on 31 December 2027.

Tenth resolution *(Renewal of the term of office of Mr. Jaffee Suardin as director)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' report and acknowledging that the term of office of Mr. Jaffee Suardin expires at the end of this general shareholders' meeting, decides to renew the term of office of Mr. Jaffee Suardin as director for a period of three years which will expire at the end of the general shareholders' meeting called to approve the financial statements for the financial year ending on 31 December 2027.

Eleventh resolution *(Approval of the information relating to the remuneration paid or awarded to corporate officers for the financial year ending on 31 December 2024)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to articles L. 22-10-9 and L. 22-10-34, I of the French Commercial Code and having considered the Board of Directors' report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves the information relating to the remuneration paid or awarded for the financial year ending on 31 December 2024 to the corporate officers, as presented in the aforementioned report and set out in the Company's universal registration document for the financial year ending on 31 December 2024, (i) chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", subsection 3.3.1 "Remuneration of directors", paragraph 3.3.1.3 "Remuneration allocated in 2024 per director" and (ii) chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", sub-section 3.3.1 "Remuneration of directors", paragraph 3.3.1.2 "Shareholders' vote on the remuneration paid or awarded to the Chairman of the Board of Directors in respect of the financial year ending on 31 December 2024" and sub-section 3.3.2 "Remuneration of the General Management", paragraph 3.3.2.2 "Shareholder vote at the 2025 AGM on the remuneration paid or allocated to executive corporate officers for the financial year ending on 31 December 2024".

Twelfth resolution *(Approval of the compensation components paid or awarded for the financial year ending on 31 December 2024 to Mr. John Anis, Chairman of the Board of Directors from 1st January to 17 July 2024)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to articles L. 22-10-9 and L. 22-10-34, II of the French Commercial Code and having considered the Board of Directors' report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves the fixed, variable and exceptional items composing the total compensation and benefits of any kind paid in the course of or awarded for the financial year ending on 31 December 2024 to Mr. John Anis, Chairman of the Board of Directors from 1 January to 17 July 2024, as presented in the aforementioned report and included in the Company's universal registration document for the financial year ending on 31 December 2024, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", sub-section 3.3.1 "Remuneration of directors", paragraph 3.3.1.2 "Shareholders' vote on the remuneration paid or awarded to the Chairman of the Board of Directors in respect of the financial year ending on 31 December 2024".

Thirteenth resolution *(Approval of the compensation components paid or awarded for the financial year ending on 31 December 2024 to Mr. Jaffee Suardin, Chairman of the Board of Directors from 17 July to 31 December 2024)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to articles L. 22-10-9 and L. 22-10-34, II of the French Commercial Code and having considered the Board of Directors' report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves the fixed, variable and exceptional items composing the total compensation and benefits of any kind paid in the course of or awarded for the financial year ending on 31 December 2024 to Mr. Jaffee Suardin, Chairman of the Board of Directors from 17 July to 31 December 2024 as presented in the aforementioned report and included in the Company's universal

registration document for the financial year ending on 31 December 2024, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", sub-section 3.3.1 "Remuneration of directors", paragraph 3.3.1.2 "Shareholders' vote on the remuneration paid or awarded to the Chairman of the Board of Directors in respect of the financial year ending on 31 December 2024".

Fourteenth resolution *(Approval of the compensation components paid or awarded for the financial year ending on 31 December 2024 to Olivier de Langavant, Chief Executive Officer)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to articles L. 22-10-9 and L. 22-10-34, II of the French Commercial Code and having considered the Board of Directors' report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves the fixed, variable and exceptional items composing the total compensation and benefits of any kind paid in the course of or awarded for the financial year ending on 31 December 2024 to Mr. Olivier de Langavant, Chief Executive Officer, as presented in the aforementioned report and included in the Company's universal registration document for the financial year ending on 31 December 2024, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", sub-section 3.3.2 "Remuneration of the General Management", paragraph 3.3.2.2 "Shareholders' vote at the 2025 GM on the remuneration paid or allocated to executive corporate officers for the financial year ending on 31 December 2024".

Fifteenth resolution *(Approval of the compensation policy for directors)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to article L. 22-10-8 of the French Commercial Code and having considered the Board of Directors' report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves the compensation policy of the directors as presented in the aforementioned report and included in the Company's universal registration document for the financial year ending on 31 December 2024, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", subsection 3.3.1 "Remuneration of directors", paragraph 3.3.1.4 "Remuneration policy proposed to the 2024 General Meeting", subparagraph (B) "Remuneration policy for directors for financial year 2025".

Sixteenth resolution *(Approval of the compensation policy for the Chairman of the Board of Directors)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to article L. 22-10-8 of the French Commercial Code, having considered the Board of Directors' report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional items composing the total compensation and benefits of any kind attributable to the Chairman of the Board of Directors, as presented in the aforementioned report and included in the Company's universal registration document for the financial year ending on 31 December 2024, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", sub-section 3.3.1 "Remuneration of directors", paragraph 3.3.1.4 "Remuneration policy proposed to the 2025 General Meeting", sub-paragraph (A) "Remuneration policy for the Chairman of the Board of Directors, a non-executive corporate officer for financial year 2025".

Seventeenth resolution *(Approval of the compensation policy for the Chief Executive Officer)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, pursuant to article L. 22-10-8 of the French Commercial Code, having considered the Board of Directors' report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional items composing the total compensation and benefits of any kind attributable to the Chief Executive Officer, as presented in the aforementioned report and included in the Company's universal registration document for the financial year ending on 31 December 2024, chapter 3 "Corporate Governance", section 3.3 "Remuneration of corporate officers", sub-section 3.3.2 "Remuneration of the General Management", paragraph 3.3.2.3 "Remuneration policy proposed at the 2025 General Meeting".

Eighteenth resolution *(Authorisation to be given to the Board of Directors to trade in the Company's shares, not usable during a public tender offer period)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' report:

1. authorises the Board of Directors, in accordance with articles L. 22-10-62 and *seq.* and L. 225-210 and *seq.* of the French Commercial Code, European Parliament and Council Regulation No. 596/2014 dated 16 April 2014 on market abuse, Commission Delegated Regulation no. 2016/1052 dated 8 March 2016 and the General Regulation of the French Financial Markets Authority (*Autorité des marchés financiers*), as well as any other provisions of laws and regulations that may become applicable, to purchase, procure the purchase of, retain, or transfer (including by selling, delivering or exchanging) the shares of the Company, on one or more occasions, within the limits of a number of shares representing 10% of the share capital at any time, whereby this percentage applies to a share capital figure adjusted according to the transactions impacting it subsequent to this general shareholders' meeting (on the understanding that if shares are redeemed to favour liquidity in accordance with the article L. 22-10-62 of the French Commercial Code, the number of shares taken into account when determining this 10% limit corresponds to the number of shares purchased, minus the number of shares sold during the period of this authorisation) or 5% if shares are acquired to be retained and subsequently delivered for payment or exchange in mergers, demergers, contributions or external growth operations;
2. decides that:
 - the maximum purchase price shall not exceed EUR 15 per share (excluding acquisition costs), it being specified that in the event of transactions affecting share capital or equity, in particular by capitalisation of reserves followed by the allocation of free shares and/or splitting or consolidation of shares, this price shall be adjusted accordingly by the Board of Directors;
 - the maximum amount of funds that the Company may allocate to this buyback programme amounts to EUR 301,892,355 (excluding acquisition costs), which corresponds, for information purposes, as of 31 December 2024, to 20,126,157 shares based on a maximum unit price of EUR 15 (excluding acquisition costs);
 - under no circumstances may acquisitions made by the Company pursuant to this authorisation cause it to hold, directly or indirectly at any time, more than 10% of the total number of shares making up the share capital on any given date;
 - delegates to the Board of Directors, in the event of a change in the par value of the share, a capital increase by capitalisation of reserves, an allocation of free shares, a splitting or consolidation of shares, a distribution of reserves or of any other assets, a redemption of capital, or any other transaction affecting shareholders' equity, the power to adjust the aforementioned maximum purchase price in order to take into account the impact of these transactions on share value;
 - the acquisition, transfer, sale, delivery or exchange of these shares may be carried out by any means that are or come to be authorised under the applicable laws and regulations on the date of the relevant transactions, in particular on regulated markets, multilateral trading facilities (MTF), with a systematic or over-the-counter internaliser, including through block trades (without limiting the proportion of the buy-back programme that can be achieved by this means), public tender or exchange offers, by the use of optional mechanisms or by the use of any financial instrument (including derivatives), in all cases, either directly or indirectly such as through an investment services provider, in accordance with the applicable laws and/or regulations on the date of the relevant transactions;
3. decides that the Company's buyback of its own shares shall have the following purposes:
 - to honour obligations relating to any stock purchase option plan (or any similar plan), any allocations of free shares plan or other share granting or sales, including under the participation in the fruits of the Company's expansion or the implementation of company savings plans (or similar), to employees and/or corporate officers of the Company and companies or economic interest groups related to it in accordance with the applicable laws and regulations;
 - the delivery of shares upon exercise of attached rights to securities granting immediate or future access by any means, to the share capital of the Company (including by engaging in hedging transactions in respect of the Company's obligations related to these securities);
 - to stimulate the market for the Company's shares under a liquidity contract that complies with market practice accepted by the French Financial Markets Authority (*Autorité des marchés financiers*);

- to retain shares for subsequent delivery in the course of an exchange, payment, or even for a merger, demerger, contribution, or external growth transaction;
 - to cancel all or part of the redeemed shares;
4. decides that this program is also aimed at implementing any market practice that is or may come to be authorised by market authorities, and more generally, at completing any other transaction compliant with laws and regulations that are or may come to be applicable. In the latter scenario, the Company will inform its shareholders by press release;
 5. grants the Board of Directors all powers in particular for the purpose of deciding on and implementing the transactions described in this authorisation, to precise, if necessary, the terms and determine the conditions, and in particular to place any stock market order, conclude all agreements, draft all documents for information or otherwise, carry out all formalities, including assigning or reassigning the shares acquired for the various purposes, fix the conditions and the terms pursuant to which, if applicable, the rights of the holders of securities, free shares or options will be preserved in accordance with applicable legislative, regulatory or contractual provisions, to make the appropriate declarations to the *Autorité des marchés financiers* and any relevant authority or body and, in general, to do all that is necessary or useful for the implementation of this authorisation;
 6. decides that this authorisation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation as from the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
 7. authorises the Board of Directors, within the limits previously set by it, to sub-delegate the powers granted to it under this authorisation, in accordance with the applicable laws and regulations;
 8. sets the validity period of this authorisation at 18 months as from the date of this general shareholders' meeting and acknowledges that, as of the same date, for the unused portion as at the date of this general shareholders' meeting, this authorisation takes precedence over the authorisation given to the Board of Directors by the general shareholders' meeting dated 28 May 2024 pursuant to its fourteenth resolution.

II. Resolutions submitted to the Extraordinary General Meeting

Nineteenth resolution (*Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the share capital of the Company or one of its subsidiaries, with preferential subscription rights for shareholders maintained, not usable during a public tender offer period*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and acting in accordance with articles L. 225-129 et seq. of the French Commercial Code, in particular articles L. 225-129-2 and L. 225-132 to L. 225-134 of said Code, as well as articles L. 228-91 et seq. of said Code:

1. delegates its authority to the Board of Directors to decide (and if necessary postpone the decision) to increase share capital, on one or more occasions, in France and/or abroad at the time and in the proportion that it deems appropriate, in euros or in any other currency or currency unit established by reference to more than one foreign currency, with preferential subscription rights maintained, through the issue of (i) shares of the Company and/or (ii) securities governed by articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code granting immediate or future access to the share capital of the Company and/or of a company in which the Company directly or indirectly holds at the time of issue more than one half of the share capital (a "**Subsidiary**") (including equity securities entitling their holders to the allocation of debt securities), which may be subscribed in cash, by offsetting against receivables, or in full or in part by incorporating reserves, profits, premiums or other sums whose capitalisation is permitted;
2. decides to set the limits of the amounts of authorised issues as follows in the event of use of this delegation:

- the cap of the nominal amount of the Company's immediate and/or future share capital increases that may result from all the securities issues undertaken pursuant to this delegation is set at EUR 150 million (i.e., for information purposes, as at 31 December 2024, 96.76% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that this cap is common to all securities issues that may be carried out pursuant to the nineteenth to the twenty-fourth resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and that consequently the nominal amount of the share capital increases undertaken pursuant to the nineteenth to the twenty-fourth resolutions may not exceed this cap. To this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital. In the event of a share capital increase by the incorporation of premiums, reserves, profits, or any other sums whose capitalisation is permitted in the form of free share allocations during the validity period of this delegation, the above-mentioned cap will be adjusted by applying a multiplier equal to the ratio between the number of securities comprising the share capital after the transaction and the number of securities prior to the transaction;
- the cap of the nominal value of debt securities granting immediate or future access to the share capital of the Company or of one of its Subsidiaries, that may be issued pursuant to this delegation is set at EUR 1.5 billion or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this amount does not include any above-par value redemption premiums, where applicable, (ii) this amount is common to all debt securities whose issue is authorised by the nineteenth to the twenty-fourth resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and as a result, the nominal value of debt securities issued pursuant to the nineteenth to the twenty-fourth resolutions may not exceed this cap, and (iii) this amount is independent and separate from the amount of the debt securities whose issue shall be decided or authorised by the Board of Directors in accordance with the provisions of articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
 3. decides that the shareholders may exercise, under the conditions provided by law, their full preferential subscription right on an irreducible basis to the shares and securities granting access to the share capital which will be issued pursuant to this delegation;
 4. decides that the Board of Directors may establish a subscription right for shareholders to excess shares and securities granting access to capital, which will be exercised in proportion to their subscription rights and up to the limits of their requests. In addition, in accordance with article L. 225-134 of the French Commercial Code, if full subscriptions and, where applicable, excess subscriptions do not absorb the entire issue, the Board of Directors may, subject to the conditions set out by law and in the order it determines, use one and/or the other of the following powers: (i) limit the issue to the amount of subscriptions received on the condition, in the event of an issue of shares or securities where the primary security is a share, that it amounts to at least three-quarters of the issue decided, (ii) freely distribute all or part of the unsubscribed securities, or (iii) offer to the public all or part of the unsubscribed securities, on the French market or abroad;
 5. acknowledges that this delegation automatically entails a waiver by shareholders of their preferential subscription rights to the shares to which the securities issued pursuant to this delegation may entitle their holders either immediately or in the future, in favour of the holders of securities granting access to the share capital;
 6. decides that any issuance of Company share subscription warrants that are included in the cap set out in the first section of the second paragraph above can be made by subscription offer, but also by free allocation to the owners of existing shares, it being specified that fractional allocation rights cannot be traded or assigned and that the corresponding securities must be sold with respect to the applicable laws and regulations;

7. decides that the Board of Directors will have full powers to implement this delegation under the conditions set out by law, and in particular:
 - to adopt the dates, conditions, characteristics, amounts, and terms of all issuance processes as well as the securities issued;
 - to determine the class of securities issued and set their issue and subscription price, with or without a premium, the terms of their release, their dividend entitlement date which may be retroactive, or the terms of exercise of the rights attached to the securities issued (where applicable, right of conversion, exchange, repayment, including the delivery of assets such as securities already issued by the Company or a Subsidiary);
 - to decide, if bonds or other debt securities governed by articles L. 228-91 et seq. of the French Commercial Code are issued, whether they are subordinated or not (and, where applicable, their rank of subordination), their interest rate (including interest at a fixed rate, variable rate, zero coupon or indexed) and specify, where appropriate, mandatory or optional cases of suspension or non-payment of interest, their duration (limited or indefinite), and whether the nominal value of securities may be reduced or increased along with the other terms for issuance (including the provision of guarantees or security) and amortisation (including repayment by delivery of assets); set the conditions under which these securities will give their holders access to the Company's share capital; provide that the securities may be bought back on the stock market or by way of a public tender offer or exchange offer by the Company, including for the purpose of cancelling them; amend, during the lifetime of the securities in question, the terms and conditions referred to above, in compliance with the applicable formalities;
 - where applicable, to provide for the possibility of suspending the exercise of the rights attached to the securities issued in compliance with the applicable laws and regulations;
 - where appropriate, to set and make any adjustments intended to take into account the impact of transactions on the share capital or equity of the Company, specifically in the event of a change in the nominal value of the share, a share capital increase by incorporation of reserves, profits or premiums, the allotment of free shares, the splitting or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets, redemption of capital, or any other transaction involving the Company's share capital or its equity (including in the event of a public offer on, and/or a change of control of the Company), and where appropriate, fix the terms pursuant to which the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital shall be preserved (including by way of cash adjustment), in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
 - to deduct all charges from the issue premium(s) up to the limits permitted by law, and in particular those relating to the costs of issuance, and deduct from the issue premiums all necessary amounts to fund the legal reserve;
 - more generally, to acknowledge the completion of the issue(s) of securities granting access to the capital or share capital increases and, as the case may be, make the relevant amendments to the articles of association, as well as undertake all formalities and declarations, enter into all agreements, take all steps with a view to listing the securities thus created and do all that is useful or required for the achievement and completion of these issues;
8. decides that this delegation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
9. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;
10. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this delegation takes precedence over the

delegation given by the general shareholders' meeting dated 23 May 2023 pursuant to its fifteenth resolution.

Twentieth resolution (*Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the share capital of the Company or one of its subsidiaries by way of public offers (other than the public offers set out in article L. 411-2 1° of the French Financial and Monetary Code), with cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with articles L. 225-129 et seq. of the French Commercial Code (in particular article L. 225-129-2), articles L. 225-135, L. 225-136, L. 22-10-51, L. 22-10-52 and L. 22-10-54 of said Code, as well as articles L. 228-91 et seq. of said Code:

1. delegates its authority to the Board of Directors to decide (and if necessary postpone the decision) to issue, on one or more occasions, in France and/or abroad, at the time and in the proportion that it deems appropriate, in euros or in any other currency or currency unit established by reference to more than one foreign currency, by way of public offers (other than the public offers set out in article L. 411-2 1° of the French Monetary and Financial Code), either (i) shares of the Company and/or (ii) securities governed by articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code granting immediate or future access to the share capital of the Company or a Subsidiary (including equity securities entitling their holders to the allocation of debt securities), which may be subscribed in cash, by offsetting against receivables, or in full or in part by incorporating reserves, profits, premiums or other sums whose capitalisation is permitted; it is specified that the instruments referred to in (i) and (ii) above may be issued following the issue by a Subsidiary of securities granting access to the Company's share capital to be issued;
2. decides that the issues of securities made pursuant to this delegation may be linked, as part of a single issue or several issues made simultaneously, to the offers referred to in the twenty first resolution submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof);
3. decides to set the limits of the amounts of authorised issues as follows in the event of use of this delegation:
 - the cap of the nominal amount of the Company's immediate and/or future share capital increases that may result from all the securities issues undertaken pursuant to this delegation is set at EUR 30 million (i.e., for information purposes, as at 31 December 2024, 19.35% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this cap is common to all securities issues that may be carried out pursuant to the twentieth to the twenty-fourth resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and that consequently the nominal amount of the share capital increases undertaken pursuant to the twentieth to the twenty-fourth resolutions may not exceed this cap and (ii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 150 million set in the nineteenth resolution. To this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital. In the event of a share capital increase by incorporation of premiums, reserves, profits, or any other sums whose capitalisation is permitted in the form of free share allocations during the validity period of this delegation, the above-mentioned caps will be adjusted by applying a multiplier equal to the ratio between the number of securities comprising the share capital after the transaction and the number of securities prior to the transaction;
 - the cap of the nominal value of debt securities granting immediate or future access to the share capital of the Company or of one of its Subsidiaries that may be issued pursuant to this delegation is set at EUR 300 million or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this amount does not

include any above-par value redemption premiums, where applicable, (ii) this amount is common to all debt securities whose issue is authorised by the twentieth to the twenty-fourth resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and as a result, the nominal value of debt securities issued pursuant to the twentieth to twenty-fourth resolutions may not exceed this cap, (iii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 1.5 billion set at the nineteenth resolution, and (iv) this amount is independent and separate from the amount of the debt securities whose issue shall be decided or authorised by the Board of Directors in accordance with the provisions of articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

4. decides to cancel the preferential subscription right for shareholders to the shares and securities granting access to share capital which will be issued pursuant to this delegation;
5. decides to grant the Board of Directors the power to create a priority subscription period benefitting shareholders for all or part of an issue, to be exercised in keeping with terms and conditions to be determined in accordance with applicable laws and regulations; this priority does not give rise to the creation of negotiable rights, it must be exercised in proportion to the number of shares owned by each shareholder, and it may be supplemented by an excess subscription, it being understood that any unsubscribed securities will be offered to the public in France and/or abroad;
6. decides that if subscriptions, including, if any, the shareholders' subscriptions, do not absorb the entire issue, the Board of Directors may (i) limit the issue to the amount of subscriptions received, on the condition, in the event of an issue of shares or securities where the primary security is a share, that it amounts to at least three-quarters of the issue decided, and/or (ii) freely allocate all or part of the unsubscribed securities;
7. acknowledges that this delegation automatically entails a waiver by shareholders of their preferential subscription rights to the shares or securities to which the securities issued pursuant to this delegation may entitle their holders, either immediately or in the future, in favour of the holders of securities granting access to the share capital (including where shares or securities related to securities granting access to the Company's share capital are issued by a Subsidiary pursuant to article L. 228-93 of the French Commercial Code);
8. authorises the Board of Directors to set the price pursuant to the following modalities:
 - the issue price of the shares shall be at least equal to the closing price of the Company's shares on the Euronext market in Paris on the last trading day prior to the date on which the price is set, after adjustment, if necessary, of this amount to take account of the difference in dividend entitlement dates, less a maximum discount of 10% (provided that the amount of subscriptions for each share is at least equal to the par value);
 - the issue price of the securities granting access to the Company's capital issued in virtue of the present resolution shall be such that the amount immediately collected by the Company, plus any amount that may subsequently be collected by the Company, is, for each security issued as a result of the issue of these securities, at least equal to the issue price referred to in the previous paragraph, after adjustment, if necessary, of this amount to take into account the difference in the dividend entitlement date;
9. decides that the Board of Directors will have full powers to implement this delegation under the conditions set out by law, and in particular:
 - to adopt the dates, conditions, characteristics, amounts, and terms of all issuance processes as well as the securities issued;
 - to determine the class of securities issued and set their subscription price, with or without a premium, the terms of their release, their dividend entitlement date which may be retroactive or the terms of exercise of the rights attached to the securities issued (where applicable, right of conversion, exchange, repayment, including the delivery of Company assets such as securities already issued by the Company or a Subsidiary);

- to decide, if bonds or other debt securities governed by articles L. 228-91 et seq. of the French Commercial Code are issued, whether they are subordinated or not (and, where applicable, their rank of subordination); their interest rate (including interest at a fixed rate, variable rate, zero coupon or indexed) and specify, where appropriate, mandatory or optional cases of suspension or non-payment of interest, their duration (limited or indefinite), and whether the nominal value of securities may be reduced or increased along with the other terms for issuance (including the provision of guarantees or security) and amortisation (including repayment by delivery of assets of the Company); set the conditions under which these securities will give their holders access to the Company's share capital; provide that the securities may be bought back on the stock market or by way of a public tender offer or exchange offer by the Company, including for the purpose of cancelling them; amend, during the lifetime of the securities in question, the terms and conditions referred to above, in compliance with the applicable formalities;
 - where applicable, to provide for the possibility of suspending the exercise of the rights attached to the securities issued in compliance with the applicable laws and regulations;
 - where appropriate, to set and make any adjustments intended to take into account the impact of transactions on the share capital or equity of the Company, specifically in the event of a change in the nominal value of the share, a share capital increase by incorporation of reserves, profits or premiums, the allotment of free shares, the splitting or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets, redemption of capital, or any other transaction involving the Company's share capital or its equity (including in the event of a public offer on and/or a change of control of the Company), and where appropriate, fix the terms pursuant to which the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital shall be preserved (including by way of cash adjustment), in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
 - on its own initiative, deduct all charges from the issue premium(s) up to the limits permitted by law, and in particular those relating to the costs of issuance, and deduct from the issue premiums all necessary amounts to fund the legal reserve;
 - more generally, to acknowledge the completion of the issue(s) of securities granting access to the capital or share capital increases and make the relevant amendments to the articles of association, as well as undertake all formalities and declarations, enter into all agreements, take all steps with a view to listing the securities thus created and do all that is useful or required for the achievement and completion of these issues;
10. decides that this delegation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
 11. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;
 12. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 23 May 2023 pursuant to its sixteenth resolution.

Twenty-first resolution (*Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the share capital of the Company or one of its subsidiaries by way of public offers set out in article L. 411-2, 1° of the French Monetary and Financial Code, with cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with articles L. 225-129 et seq. of the French Commercial Code,

in particular articles L. 225-129-2, L. 225-136 and L. 22-10-52 of said Code, as well as articles L. 228-91 et seq. of said Code:

1. delegates its authority to the Board of Directors to decide (and if necessary postpone the decision) to issue, on one or more occasions, in France and/or abroad, at the time and in the proportion that it deems appropriate, in euros or in any other currency or currency unit established by reference to more than one foreign currency, by way of the public offers referenced at paragraph 1 of article L.411-2 of the French Monetary and Financial Code and aimed exclusively at a limited set of investors acting on their own behalf or qualified investors, with cancellation of the shareholders' preferential subscription rights, either (i) shares of the Company and/or (ii) securities governed by articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code granting immediate or future access to the share capital of the Company or a Subsidiary (including equity securities entitling their holders to the allocation of debt securities), which may be subscribed in cash, by offsetting against receivables, or in full or in part by incorporating reserves, profits, premiums or other sums whose capitalisation is permitted; it is specified that the instruments referred to in (i) and (ii) above may be issued following the issue by a Subsidiary of securities granting access to the Company's share capital to be issued;
2. decides that the issues of securities made pursuant to this delegation may be linked, as part of the same issue or several issues made simultaneously, to offers made pursuant to the twentieth resolution submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof);
3. decides to set the limits of the amounts of authorised issues as follows in the event of use of this delegation:
 - the cap of the nominal amount of the Company's immediate and/or future share capital increases that may result from all the securities issues undertaken pursuant to this delegation is set at EUR 30 million (i.e., for information purposes, as at 31 December 2024, 19.35% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this cap is common to all securities issues that may be carried out pursuant to the twentieth to twenty-fourth resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and that consequently the nominal amount of the share capital increases undertaken pursuant to the twentieth to twenty-fourth resolutions may not exceed this cap and (ii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 150 million set in the nineteenth resolution. To this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital. In the event of a share capital increase by the incorporation of premiums, reserves, profits, or any other sums whose capitalisation is permitted in the form of free share allocations during the validity period of this delegation, the above-mentioned caps will be adjusted by applying a multiplier equal to the ratio between the number of securities comprising the share capital after the transaction and the number of securities prior to the transaction;
 - in any event, the nominal amount of the capital increases carried out pursuant to this delegation may not exceed the limits set out in any law, regulation or, as the case may be, contractual provision applicable on the day of issue (for information, as at today, the issue of equity securities carried out by an offer referred to in article L.411-2, 1° of the French Monetary and Financial Code is limited to 30% of the share capital per year, with this capital being valued on the day of the Board of Directors' decision to use this delegation);
 - the cap of the nominal value of debt securities granting immediate or future access to the share capital of the Company or of one of its Subsidiaries that may be issued pursuant to this delegation is set at EUR 300 million or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this amount does not include any above-par value redemption premiums, where applicable, (ii) this amount is common to all debt securities whose issue is authorised by the twentieth to twenty-fourth resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and as

a result, the nominal value of debt securities issued pursuant to the twentieth to twenty-fourth resolutions may not exceed this cap, (iii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 1.5 billion set at the nineteenth resolution, and (iv) this amount is independent and separate from the amount of the debt securities whose issue shall be decided or authorised by the Board of Directors in accordance with the provisions of articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code

4. decides to cancel the preferential subscription right for shareholders to the shares and securities granting access to the share capital which will be issued pursuant to this delegation;
5. decides that if subscriptions, including, if any, the shareholders' subscriptions, do not absorb the entire issue, the Board of Directors may (i) limit the issue to the amount of subscriptions received, on the condition, in the event of an issue of shares or securities where the primary security is a share, that it amounts to at least three-quarters of the issue decided, and/or (ii) freely distribute all or part of the unsubscribed securities;
6. acknowledges that this delegation automatically entails a waiver by shareholders of their preferential subscription rights to the shares or securities to which the securities issued pursuant to this delegation may entitle their holders either immediately or in the future, in favour of the holders of securities granting access to the share capital (including where shares or securities related to securities granting access to the Company's share capital are issued by a Subsidiary pursuant to article L. 228-93 of the French Commercial Code);
7. authorises the Board of Directors to set the price pursuant to the following modalities:
 - the issue price of the shares shall be at least equal to the closing price of the Company's shares on the Euronext market in Paris on the last trading day prior to the date on which the price is set, after adjustment, if necessary, of this amount to take account of the difference in dividend entitlement dates, less a maximum discount of 10% (provided that the amount of subscriptions for each share is at least equal to the par value);
 - the issue price of the securities granting access to the Company's capital issued in virtue of the present resolution shall be such that the amount immediately collected by the Company, plus any amount that may subsequently be collected by the Company, is, for each security issued as a result of the issue of these securities, at least equal to the issue price referred to in the previous paragraph, after adjustment, if necessary, of this amount to take into account the difference in the dividend entitlement date;
8. decides that the Board of Directors will have full powers to implement this delegation under the conditions set out by law, and in particular:
 - to adopt the dates, conditions, characteristics, amounts and terms of all issuances processes as well as the securities issued;
 - to determine the class of securities issued and set their subscription price, with or without a premium, the terms of their release, their dividend entitlement date which may be retroactive or the terms of exercise of the rights attached to the securities issued (where applicable, right of conversion, exchange, repayment, including the delivery of Company assets such as securities already issued by the Company or a Subsidiary);
 - to decide, if bonds or other debt securities governed by articles L. 228-91 et seq. of the French Commercial Code are issued, whether they are subordinated or not (and, where applicable, their rank of subordination), their interest rate (including interest at a fixed rate, variable rate, zero coupon or indexed) and specify, where appropriate, mandatory or optional cases of suspension or non-payment of interest, their duration (limited or indefinite), and whether the nominal value of securities may be reduced or increased along with the other terms for issuance (including the provision of guarantees or security) and amortisation (including repayment by delivery of assets of the Company); set the conditions under which these securities will give their holders access to the Company's share capital; provide that the securities may be bought back on the stock market or by way of a public tender offer or exchange offer by the Company, including for the purpose of cancelling them; amend, during the lifetime of the securities in question, the terms and conditions referred to above, in compliance with the applicable formalities;

- where applicable, to provide for the possibility of suspending the exercise of the rights attached to the securities issued in compliance with the applicable laws and regulations;
 - where appropriate, to set and make any adjustments intended to take into account the impact of transactions on the share capital or equity of the Company, specifically in the event of a change in the nominal value of the share, a share capital increase by incorporation of reserves, profits or premiums, the allotment of free shares, the splitting or consolidation of securities, the distribution of dividends, reserves, premiums any other assets, redemption of capital, or any other transaction involving the Company's share capital or its equity (including in the event of a public offer on and/or a change of control of the Company), and where appropriate, fix the terms pursuant to which the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital shall be preserved (including by way of cash adjustment), in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
 - on its own initiative, to deduct all charges from the issue premium(s) up to the limits permitted by law, and in particular those relating to the costs of issuance, and deduct from the issue premiums all necessary amounts to fund the legal reserve;
 - more generally, to acknowledge the completion of the issue(s) of securities granting access to the capital or share capital increases and make the relevant amendments to the articles of association, as well as undertake all formalities and declarations, enter into all agreements, take all steps with a view to listing the securities thus created and do all that is useful or required for the achievement and completion of these issues;
9. decides that this delegation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
 10. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;
 11. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 23 May 2023 pursuant to its seventeenth resolution.

Twenty-second resolution *(Authorisation to be given to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase with or without cancellation of the preferential subscription rights for shareholders, not usable during a public tender offer period)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with the laws and regulations in force and in particular those of articles L. 225-135-1 and R. 225-118 of the French Commercial Code:

1. authorises the Board of Directors to decide (and if necessary postpone the decision), for each issue of securities decided pursuant to the nineteenth to twenty-first resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof), to increase the number of securities to be issued, within the timeframes and limits provided for by the laws and regulations applicable on the day of the issue (for information, on the day of this general shareholders' meeting, within thirty (30) days of closing of the subscription, up to the limit of 15% of the initial issue and at the same price);
2. decides that the nominal amount of the Company's share capital increases resulting from issues made pursuant to this authorisation shall be deducted from the cap for share capital increases set out in the resolution pursuant to which the issue is decided, or, where applicable, towards the cap stipulated by a resolution of the same nature that may possibly succeed the said resolution during the period of validity of this authorisation;
3. decides that the nominal value of debt securities granting immediate or future access to the Company's share capital and resulting from issues made pursuant to this authorisation shall be deducted from the cap for debt securities granting immediate or future access to the Company's share capital set out in the resolution pursuant to which the issue is decided;

4. decides that this authorisation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities, until the end of the offer period;
5. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this authorisation, in accordance with the applicable laws and regulations;
6. sets the validity period of this authorisation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this authorisation takes precedence over the authorisation given by the general shareholders' meeting dated 23 May 2023 pursuant to its nineteenth resolution.

Twenty-third resolution (*Delegation of authority to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the Company's share capital in the event of a public exchange offer initiated by the Company, without preferential subscription rights for shareholders, not usable during a public tender offer period*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with articles L. 225-129 et seq. of the French Commercial Code (in particular article L. 225-129-2), articles L. 225-135, L. 22-10-51, L. 22-10-52 and L. 22-10-54, as well as articles L. 228-91 et seq. of said Code:

1. delegates its authority to the Board of Directors to decide (and if necessary postpone the decision) to issue, on one or more occasions, at any time and in any proportion that it deems appropriate, either (i) shares of the Company and/or (ii) securities governed by article L. 228-92 paragraph 1 of the French Commercial Code granting immediate or future access to the Company's share capital (including equity securities entitling their holders to the allocation of debt securities), in consideration for securities tendered to a public exchange offer initiated by the Company in France or abroad under local rules, said offer being for the securities of a company whose shares are listed on a market referred to in article L. 22-10-54 of the French Commercial Code (including Company securities);
2. decides to set the limits of the amounts of authorised issues as follows in the event of use of this delegation:
 - the cap of the nominal amount of the Company's immediate and/or future share capital increases that may result from all the security issues undertaken pursuant to this delegation is set at EUR 30 million (i.e., for information purposes, as at 31 December 2024, 19.35% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this cap is common to all securities issues that may be carried-out pursuant to the twentieth to twenty-fourth resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and that consequently the nominal amount of the share capital increases undertaken pursuant to the twentieth to twenty-fourth resolutions may not exceed this cap and (ii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 150 million set in the nineteenth resolution. To this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital. In the event of a share capital increase by the incorporation of premiums, reserves, profits, or any other sums whose capitalisation is permitted in the form of free share allocations during the validity period of this delegation, the above-mentioned caps will be adjusted by applying a multiplier equal to the ratio between the number of securities comprising the share capital after the transaction and the number of securities prior to the transaction;
 - the cap of the nominal value of debt securities granting immediate or future access to the share capital of the Company that may be issued pursuant to this delegation is set at EUR 300 million or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this amount does not include any above-par value redemption premiums, where applicable, (ii) this amount is common to all debt securities whose issue is authorized by the twentieth to twenty-fourth resolutions submitted to this general shareholders' meeting (or any

similar resolution that may replace it during the validity thereof) and as a result, the nominal value of debt securities issued pursuant to the twentieth to twenty-fourth resolutions may not exceed this cap, (iii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 1.5 billion set at the nineteenth resolution, and (iv) this amount is independent and separate from the amount of the debt securities whose issue shall be decided or authorised by the Board of Directors in accordance with the provisions of articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

3. acknowledges that this delegation automatically entails a waiver by shareholders of their preferential subscription rights to the shares or securities to which the securities issued pursuant to this delegation may entitle their holders either immediately or in the future, in favour of the holders of securities granting access to the share capital;
4. decides that the Board of Directors will have full powers to implement this delegation under the conditions set out by law, and in particular:
 - for the issue of shares and/or securities granting access to share capital to remunerate securities contributed to a public exchange offer, to fix the list of securities contributed to the exchange; to set the conditions of the issue, the exchange ratio and, where applicable, the amount of the cash payment due; to determine the terms and conditions of the issue as regards (though this list is not exhaustive) a public exchange offer, an alternative offer to purchase or exchange, or a single offer proposing the purchase or exchange of securities against a settlement in securities and cash; a primary public tender offer or a public exchange offer paired with a subsidiary public exchange or tender offer; or a public exchange offer made in France or abroad according to local rules (for example a "reverse merger" of the Anglo-Saxon type) on securities that meet the conditions set out in article L. 22-10-54 of the French Commercial Code, or any other form of public offer that complies with the applicable laws and regulations to said public offer;
 - to determine the dates and issue conditions, in particular the price and dividend entitlement date, which may be retroactive, of the new shares, or any securities granting immediate or future access to share capital, within the limits permitted by the applicable laws and regulations;
 - where applicable, to provide for the possibility of suspending the exercise of the rights attached to the securities issued in compliance with applicable laws or regulations;
 - where appropriate, to set and make any adjustments intended to take into account the impact of transactions on the share capital or equity of the Company, specifically in the event of a change in the nominal value of the share, a share capital increase by incorporation of reserves, profits or premiums, the allotment of free shares, the splitting or consolidation of securities, the distribution of dividends, reserves or premiums or any other Company assets, redemption of capital, or any other transaction involving the Company's share capital or its equity (including in the event of a public offer on and/or a change of control of the Company), and where appropriate, fix the terms pursuant to which the rights of the holders of securities granting access to share capital or other rights granting access to share capital shall be preserved (including by way of cash adjustment) in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
 - to make an entry on the liabilities side of the balance sheet for a "contribution premium", covering the rights of all shareholders, and amounting to the difference between the issue price of the new shares and their nominal value;
 - on its own initiative, if deemed appropriate, to deduct from said "contribution premium" all or part of the costs and fees incurred by the authorised transaction;
 - more generally, to acknowledge the completion of the issue(s) of securities granting access to the capital or share capital increases and make the relevant amendments to the articles of association, as well as undertake all formalities and declarations, request any authorisations necessary to complete the contributions, enter into all agreements, take all steps with a view to listing the securities thus created and do all that is useful or required for the achievement and completion of these issues;
5. decides that this delegation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
6. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;

7. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 23 May 2023 pursuant to its twentieth resolution.

Twenty-fourth resolution (*Delegation of powers to be given to the Board of Directors to decide to issue shares and/or securities granting immediate or future access to the Company's share capital in order to remunerate contributions in kind made to the Company, without preferential subscription rights for shareholders, not usable during a public tender offer period*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with the legislative provisions in force and in particular those of articles L. 225-129, L. 225-129-2, L. 225-147, L. 22-10-53 and articles L. 228-91 et seq. of the French Commercial Code:

1. delegates its powers to the Board of Directors to issue, on one or more occasions, in France and/or abroad at the time and in the proportion that it deems appropriate, (i) shares of the Company and/or (ii) securities governed by article L. 228-92 paragraph 1 of the French Commercial Code granting immediate and/or future access to the share capital of the Company (including equity securities entitling their holders to the allocation of debt securities), in order to remunerate contributions in kind granted to the Company and consisting in equity shares and/or securities granting access to share capital, when the provisions of article L. 22-10-54 of the French Commercial Code do not apply;
2. decides to set the limits of the amounts of authorised issues as follows in the event of use of this delegation of powers by the Board of Directors:
 - the cap of the nominal amount of the Company's immediate or future share capital increases that may result from all the securities issues undertaken pursuant to this delegation is set at EUR 30 million (i.e., for information purposes, as at 31 December 2024, 19.35% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this cap is common to all securities issues that may be carried out pursuant to the twentieth to twenty-fourth resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and that consequently the nominal amount of the share capital increases undertaken pursuant to the twentieth to twenty-fourth resolutions may not exceed this cap and (ii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 150 million set in the nineteenth resolution. To this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital. In the event of a share capital increase by the incorporation of premiums, reserves, profits, or any other sums whose capitalisation is permitted in the form of free share allocations during the validity period of this delegation, the above-mentioned caps will be adjusted by applying a multiplier equal to the ratio between the number of securities comprising the share capital after the transaction and the number of securities prior to the transaction;
 - in any event, the nominal amount of the Company's immediate or future capital increases carried out pursuant to this delegation may not exceed the limits set out in any law applicable on the day of issue (for information, on the day of this general meeting, the issue of equity securities carried out to remunerate contributions in kind offered to the Company is limited to 20% of the share capital, with this capital being valued on the date of the issue);
 - the cap of the nominal value of debt securities granting immediate or future access to the share capital of the Company that may be issued pursuant to this delegation is set at EUR 300 million or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) this amount does not include any above-par value redemption premiums, where applicable, (ii) this amount is common to all debt securities whose issue is authorised by the twentieth to twenty-fourth resolutions submitted to this general shareholders' meeting (or any similar resolution that may replace it during the validity thereof) and as a result, the nominal value of debt securities issued pursuant to the twentieth to twenty-fourth resolutions may not exceed this cap, (iii) all issues made pursuant to this delegation will be deducted from the overall cap of EUR 1.5 billion set at the nineteenth resolution, and (iv) this amount is independent and separate from the amount of

the debt securities whose issue shall be decided or authorised by the Board of Directors in accordance with the provisions of articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

3. acknowledges that, in accordance with the law, the shareholders will not have preferential subscription rights to the securities issued under this delegation, as the latter are intended to remunerate contributions in kind;
4. acknowledges that this delegation automatically entails a waiver by shareholders of their preferential subscription rights to the shares or securities to which the securities issued pursuant to this delegation may entitle their holders either immediately or in the future, in favour of the holders of securities granting access to the share capital;
5. decides that the Board of Directors will have full powers to implement this delegation under the conditions set out by law, and in particular:
 - to determine the list of contributed shares and/or securities;
 - to rule on the Contribution Auditors' report on the valuation of contributions and the granting of special benefits;
 - should the contributors give their consent, to reduce the valuation of contributions or remuneration of the special benefits;
 - to determine the dates, conditions, and terms of the issue, in particular the price and dividend entitlement date of the new shares (including retroactive) or, if applicable, any securities granting access to share capital, as well as their characteristics and, if applicable, the amount of the cash payment due, within the limits permitted by the applicable laws and regulations;
 - where applicable, to provide for the possibility of suspending the exercise of the rights attached to the securities issued in compliance with the applicable laws and regulations;
 - where appropriate, to set and make any adjustments intended to take into account the impact of transactions on the share capital or equity of the Company, specifically in the event of a change in the nominal value of the share, a share capital increase by incorporation of reserves, profits or premiums, the allotment of free shares, the splitting or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets of the Company, redemption of capital, or any other transaction involving the Company's share capital or its equity (including in the event of a public offer on and/or a change of control of the Company), and where appropriate, fix the terms pursuant to which the rights of the holders of securities granting access to share capital or other rights granting access to share capital shall be preserved (including by way of cash adjustment), in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
 - on its own initiative, if deemed appropriate, to deduct from the "contribution premium" all or part of the costs and fees incurred by the authorised transaction;
 - more generally, to acknowledge the completion of the issue(s) of securities granting access to the share capital or share capital increases and make the relevant amendments to the articles of association, as well as undertake all formalities and declarations, request any authorisations necessary to complete these contributions, enter into all agreements, take all steps with a view to listing the securities thus created and do all that is useful or required for the achievement and completion of these issues.
6. decides that this delegation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
7. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;
8. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 23 May 2023 pursuant to its twenty-first resolution.

Twenty-fifth resolution *(Delegation of authority to be given to the Board of Directors in order to increase the share capital of the Company by the incorporation of reserves, profits, premiums, or other amounts whose capitalisation is permitted, not usable during a public tender offer period)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors'

special report, and acting in accordance with the legislative provisions in force and in particular those of articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates its authority to the Board of Directors to decide (and if necessary postpone the decision) on an increase in the share capital, on one or more occasions, at the time, in the proportion, and according to the terms it determines, by the successive or simultaneous incorporation of reserves, profits, premiums or other sums whose capitalisation is permitted by law and under the Company's articles of association, followed by the allocation of free shares or an increase in the nominal value of existing shares, or a combination of both of these arrangements;
2. decides, in the event of the allocation of free shares, that fractional rights cannot be traded or assigned and that the corresponding shares will be sold; the proceeds from the sale will be allocated to the beneficiaries under the conditions provided for by applicable laws and regulations;
3. decides that the cap of the nominal amount of the Company's share capital increases that may be made pursuant to this delegation may not exceed EUR 100 million (i.e., for information purposes, as at 31 December 2024, 64.5% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) to this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to share capital or other rights granting access to share capital and (ii) this cap is autonomous, separate and independent from the caps set in the other resolutions submitted to this general shareholders' meeting;
4. decides that the Board of Directors will have full powers to implement this delegation, and in particular:
 - to set the amount and type of amounts to be capitalised, set the number of new shares to be issued and/or the amount by which the nominal value of existing shares will be increased, decide on the vesting date, which may be retroactive, of the new shares or the date on which the rise in nominal value will take effect;
 - to decide, where applicable and under the conditions provided for by applicable laws and regulations, whether or not to cancel the ability to trade or assign the allotment rights giving rise to the securities' sale mentioned in paragraph 2 of this delegation;
 - to decide, if necessary and where applicable, that the free shares allotted under this delegation on the basis of existing shares bearing double voting rights will benefit from such right immediately upon the issue of the new shares;
 - to carry out any adjustments in order to account for the transaction's impact on the share capital or equity of the Company, and fix the terms pursuant to which, where appropriate, the rights of the holders of securities granting access to share capital or other rights granting access to share capital shall be preserved (including by way of cash adjustment), in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
 - on its own initiative, if deemed appropriate, to deduct from all reserves or premiums, all or part of the costs and fees incurred by the authorised transaction and to deduct from the issue premiums all necessary amounts to fund the legal reserve;
 - more generally, to acknowledge the completion of the resulting capital increase(s) and make the relevant amendments to the articles of association, take any measures and decisions and complete any formalities to facilitate the issuance, listing, and financial servicing of the securities issued, take all useful measures and conclude all agreements to achieve the successful completion of the authorised transaction;
5. decides that this delegation granted to the Board of Directors may be used at any time. However, the Board of Directors may not, without the prior authorisation of the general shareholders' meeting, make use of this delegation on or after the date on which a third party files a public tender offer for the Company's securities until the end of the offer period;
6. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;
7. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this

general shareholders' meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 23 May 2023 pursuant to its twenty-second resolution.

Twenty-sixth resolution *(Authorisation to be given to the Board of Directors for the purpose of granting free existing shares or free shares to be issued in favour of employees and/or corporate officers of the Company and its subsidiaries, entailing that shareholders waive their preferential subscription rights by operation of law)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with the laws and regulations in force and in particular those of articles L. 225-197-1 *et seq.* and L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

1. authorises the Board of Directors to grant free shares of the Company, on one or more occasions, at any time and in any proportion that it deems appropriate and under the conditions it determines, within the limits set out in this authorisation, whether such shares already exist or will be issued, in favour of employees or certain categories thereof which it will determine, and eligible executive corporate officers of the Company or of related companies or entities within the meaning of Article L. 225-197-2 of the French Commercial Code;
2. decides that the total number of free shares granted pursuant this authorisation may not represent more than 3% of the share capital of the Company on the date of the granting decision made by the Board of Directors, on the understanding that (i) this cap is set autonomously, separately and independently of the caps set in the resolutions adopted by the general shareholders' meeting and (ii) to this cap will be added the nominal value of any Company's shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital. Furthermore, the shares granted pursuant to this authorisation may, under the conditions provided for by the applicable laws, be allocated in favour of the executive corporate officers of the Company if this is done subject to performance conditions, and if said allocations do not exceed 0.90% of the share capital of the Company on the date of the granting decision made by the Board of Directors (subject to any adjustments set out above), it being specified that this sub-cap of 0.90% of the share capital of the Company will be deducted from the above-mentioned overall cap of 3% of the share capital of the Company;
3. decides that the allocation of these shares to their beneficiaries will become final after a minimum vesting period of one (1) year, on the understanding that the minimum retention period may not be less than one (1) year as of the final allocation of such shares. However, the general shareholders' meeting authorises the Board of Directors, insofar as the allocation vesting period is at least of two (2) years, not to impose a retention period for the shares in question. In any event, it is recalled that the Board of Directors may provide vesting and retention periods that are longer than the minimum periods set out above. In addition, the allocation will be final in advance, and the shares may be freely sold in the event of the beneficiary's death or disability corresponding in France to a second or third class disability pursuant to article L. 341-4 of the French Social Security Code; under the conditions set out by the Board of Directors, the allocation may become final in advance and the shares may be transferred without restriction in the event of a retirement at the legal retirement age;
4. in the event of the allocation of free shares to be issued, authorises the Board of Directors to carry out one or more share capital increases by incorporation of reserves, profits, premiums or other amounts whose capitalisation is permitted in favour of the beneficiaries of said shares, with this authorisation automatically implying a corresponding waiver by the shareholders of their preferential subscription rights to those shares and to the portion of capitalised reserves, profits and premiums or other sums whose capitalisation is permitted, thus incorporated;
5. decides that existing shares that may be granted pursuant to this authorisation must be acquired by the Company pursuant to article L. 22-10-61 of the French Commercial Code and/or as part of a share buyback programme implemented under the conditions set out in article L. 22-10-62 of the French Commercial Code;
6. grants full powers to the Board of Directors, within the limits set out above, to implement this authorisation under the conditions set out by law, and in particular:
 - to determine the identity of the beneficiaries, the number of shares allocated to each of them, the methods of allocating the shares, and in particular the vesting and retention periods of the free shares then allocated;
 - to fix, within the conditions and limits provided for by law, the dates on which the allocations of free shares will be made;
 - to fix, if appropriate, the criteria for the final allocation of the shares, particularly the conditions of presence and/or performance criteria;

- to make the determination with respect to corporate officers in accordance with the last paragraph of II of article L. 225-197-1 and L. 22-10-59 of the French Commercial Code;
 - to set the dividend entitlement date for new shares issued pursuant this authorisation;
 - to provide for the option of temporarily suspending allocation rights;
 - to acknowledge the final grant dates and the dates from which the shares may be freely sold, taking into account legal restrictions;
 - to determine the conditions under which the number of shares granted will be adjusted to preserve the rights of the beneficiaries in the event of any financial transactions involving the Company, and make such adjustments, it being specified that the shares granted pursuant to these adjustments will be deemed to be granted on the same day as those shares initially granted;
 - to determine whether the free shares are existing shares or future shares to be issued and, in the event that new shares are issued, increase the share capital by incorporation of reserves, profits, premiums or other amounts whose capitalisation is permitted, determine the nature and amounts of the sums to be incorporated into the share capital for the purpose of paying-up said shares, acknowledge the completion of the share capital increase(s), amend the articles of association accordingly;
 - more generally, to take all steps to ensure the listing of new shares, enter into all agreements, draft all documents, undertake all formalities and make all declarations with the appropriate bodies and do all that is otherwise necessary;
7. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this authorisation, in accordance with the applicable laws and regulations;
8. decides that each year, the Board of Directors will notify the general shareholders' meeting of the allocations made in connection with this authorisation in accordance with article L. 225-197-4 of the French Commercial Code;
9. sets the validity period of this authorisation at 38 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this authorisation takes precedence over the authorisation given by the general shareholders' meeting dated 23 mai 2023 pursuant to its twenty-third resolution.

Twenty-seventh resolution *(Delegation of authority to be given to the Board of Directors to issue shares and/or securities granting immediate or future access to the share capital of the Company, reserved for participants in the Company savings plan, with cancellation of the preferential subscription rights of shareholders)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with applicable laws and regulations and in particular those of articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 et seq. of the French Commercial Code and articles L. 3332-18 et seq. of the French Labour Code:

1. delegates its authority to the Board of Directors to decide (and if necessary postpone the decision), on one or more occasions, at the times and in the proportion that it deems appropriate, on the terms it determines, issuing (i) shares of the Company and/or (ii) securities governed by article L. 228-92, paragraph 1 of the French Commercial Code granting immediate or future access to the Company's share capital, reserved for members of an employee savings plan set up within the Company or at any related French or foreign companies within the meaning of articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labour Code (or a similar plan);
2. decides that the cap of the nominal amount of the Company's immediate and/or future share capital increases that may result from all the securities issues undertaken pursuant to this delegation is set at EUR 1 million (i.e., for information purposes, as at 31 December 2024, 0.65% of the share capital) or the equivalent thereof in any other currency or currency unit established by reference to more than one foreign currency, on the understanding that (i) to this cap will be added the nominal value of any Company shares to be issued as adjustments, in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions, to preserve the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital and (ii) the cap is autonomous, separate and independent from the caps set in the other resolutions submitted to this general shareholders' meeting. In the event of a share capital increase by the incorporation of premiums, reserves, profits, or any other sums whose capitalisation is permitted, in the form of free share allocations during the validity period of this delegation, the above-mentioned cap will be adjusted by

applying a multiplier equal to the ratio between the number of securities comprising the share capital after the transaction and the number of securities prior to the transaction;

3. decides to waive, in favour of the relevant beneficiaries, the preferential subscription rights of the shareholders to shares and securities granting access to the Company's share capital to be issued pursuant to this delegation; said shareholders also waiving, in the event of a free allocation of shares or securities giving access to the capital, to any right to said shares or securities giving access to the capital, including to the reserves, profits, premiums or other sums the capitalisation of which may be permitted incorporated into the share capital, by reason of the free allocation of the said securities made on the basis of this resolution;
4. acknowledges that this delegation automatically entails a waiver by shareholders of their preferential subscription rights to the shares and to the securities to which the securities issued pursuant to this delegation may entitle their holders, either immediately and/or in the future, in favour of the holders of securities granting access to the share capital;
5. decides that the subscription price of the new shares or securities granting access to the share capital will be determined pursuant to the conditions set out in articles L. 3332-18 et seq. of the French Labour Code and will be at least equal to 70% of the Reference Price (as defined below) or 60% of the Reference Price if permitted by law when the lock-up period provided under the plan pursuant to articles L. 3332-25 and L. 3332-26 of the French Labour Code is greater than or equal to ten years; for the purposes of this paragraph, the Reference Price designates the weighted average share price of the Company on the Euronext Paris regulated market over the twenty trading days prior to the date of the decision setting the subscription opening date for members of a company or group savings plan (or similar plan); however, the general shareholders' meeting expressly authorises the Board of Directors to reduce or cancel the aforementioned discount if the Board of Directors deems it appropriate to do so, within the legislative and regulatory provisions limits, in order to specifically take into account the legal, accounting, tax and social regimes applicable locally;
6. decides that if the subscriptions have not absorbed an issue of securities in full, then the issue will be carried out only up to the amount of securities subscribed;
7. authorises the Board of Directors to grant the above beneficiaries, in addition to the shares or securities granting access to the share capital for which the subscription should be made in cash, shares or securities granting access to the share capital, as a replacement of all or part of the discount in relation to the Reference Price and/or as a top-up, on the understanding that the benefit arising from this allocation may not exceed the applicable legislative or regulatory provisions limits;
8. authorises the Board of Directors, under the terms stated in this resolution, to assign shares to the members of an employee or group savings plan (or equivalent plan) as provided for in article L. 3332-24 of the French Labour Code, it being specified that any discounted assignments of shares to the members of an employee savings plan or plans as stated in this resolution will count towards the limits defined in paragraph 2 above, to the extent of the nominal value of the assigned shares;
9. decides that the Board of Directors will have full powers to implement this delegation under the conditions set out by law, and in particular:
 - to decide that subscriptions may be made directly by the beneficiaries or by way of a company mutual fund or other structures or entities permitted by the applicable laws and regulations;
 - to draw up, the list of companies or entities from amongst the entities likely to fall within the scope of the employee savings plan whose current employees may subscribe for the shares or securities issued and, where applicable, receive the shares or securities granted free of charge;
 - to set the seniority conditions to be met by the beneficiaries of the shares or securities for each issue and/or free allocation to be made under this delegation;
 - to set the terms, conditions, characteristics and amounts of the issues of shares or securities granting access to the share capital that will be made pursuant to this delegation, in particular their dividend entitlement date, the terms of their release, and in particular determine, where appropriate, the amount of sums to be incorporated into the share capital up to the limit set above, and the equity item(s) from which they are to be deducted;
 - to determine, where applicable, the type of shares granted free of charge, as well as the terms, conditions, and characteristics of such allocation;

- where applicable, to provide for the possibility of suspending the exercise of the rights attached to shares or securities granting access to the share capital in compliance with the applicable laws and regulations;
- where appropriate to set and make any adjustments intended to take into account the impact of transactions on the share capital or equity of the Company, specifically in the event of a change in the nominal value of the share, a share capital increase by incorporation of reserves, profits or premiums, allotment of free shares, the splitting or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets, redemption of capital, or any other transactions involving the Company's share capital or equity (including in the event of a public offer on and/or a change of control), and where appropriate, fix the terms pursuant to which the rights of the holders of securities granting access to the Company's share capital or other rights granting access to the Company's share capital shall be preserved (including by way of cash adjustment) in accordance with applicable legislative, regulatory and, as the case may be, contractual provisions;
- at its sole discretion and if deemed appropriate, to make all deductions from the issue premium(s) up to the limits permitted by law, and in particular those related to the costs of issuance, and deduct from the issue premiums all necessary amounts to fund the legal reserve;
- more generally, to acknowledge the completion of the issue(s) of securities granting access to the share capital or capital increases and make the relevant amendments to the articles of association, as well as to undertake all formalities and declarations, enter into all agreement, take all steps with a view to listing of the securities thus created and do all that is useful or required for the achievement and completion of these issues;
 10. decides that the Board of Directors, within the limits previously set by it, may sub-delegate the powers granted to it under this delegation, in accordance with the applicable laws and regulations;
 11. sets the validity period of this delegation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this delegation takes precedence over the delegation given by the general shareholders' meeting dated 23 May 2023 pursuant to its twenty-fourth resolution.

Twenty-eighth resolution *(Authorisation to be given to the Board of Directors to reduce the share capital by cancelling treasury shares)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with the laws and regulations in force and in particular those of article L. 22-10-62 and seq. of the French Commercial Code:

1. authorises the Board of Directors to reduce the share capital by cancelling, on one or more occasions and at the time and in the proportion it determines up to the limit of 10% of the share capital (i.e., for information purposes, as at 31 December 2024, a cap of 20,126,157 shares) and, per periods of 24 months, all or part of the shares that the Company holds or could purchase in the context of the share buyback programs authorised by the general shareholders' meeting, on the understanding that this limit applies to an amount of the Company's share capital which will be adjusted, if and as necessary, to take account of transactions affecting its share capital after this general shareholders' meeting;
2. decides that any excess purchase price for the shares over their nominal value will be recorded under the "Issue premiums" item, or under any available reserve item;
3. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided for by the applicable laws and regulations, all powers to make the share capital reduction resulting from the cancellation of the shares and the aforementioned charge including allocating the portion of the legal reserve that has become available as a result of the share capital reduction, and to accordingly amend the articles of association of the Company, and to complete all formalities and generally do all that is useful or required to implement this authorisation;
4. sets the validity period of this authorisation at 26 months from the date of this general shareholders' meeting and acknowledges that as of the same date, for the unused portion at the date of this general shareholders' meeting, this authorisation takes precedence over the authorisation given by the general shareholders' meeting dated 23 May 2023 pursuant to its twenty-fifth resolution.

Twenty-ninth resolution *(Amendment to Article 16 of the Company's Articles of Association relating to the convening and deliberation of the Board of Directors)*

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, having considered the Board of Directors' Report, decides to amend, with effect from the close of this General Meeting, Article 16 (*Convening and deliberations*) of the Company's Articles of Association, in order to reflect the new provisions of Article L. 225-37 of the French Commercial Code arising from Law no. 2024-537 of 13 June 2024 aimed at increasing the financing of French companies and the attractiveness of France, as follows:

Former drafting	New drafting
<p>16.9 The decisions falling within the Board’s powers as provided for in article L. 225-24 of the French Commercial Code, in the last paragraph of article L. 225-35 of the French Commercial Code, in the second paragraph of article L. 225-36 of the French Commercial Code and in section I of article L. 225-103 of the French Commercial Code as well as the decision to transfer the registered office in the same department may be adopted by means of written consultation of the directors.</p>	<p><u>16.9 In accordance with legal and regulatory provisions, and the stipulations of the Internal Regulations, the decisions of the Board of Directors may be taken by written consultation, including electronic consultation, unless one or other of the directors objects to the use of this method of written consultation.</u></p> <p><u>16.10. In accordance with legal and regulatory provisions, directors may vote by post at a meeting of the Board of Directors. However, votes must be cast strictly pursuant to the form sent to them for this purpose, in the form and under the conditions provided for by applicable law and regulations, by the convener of the meeting.</u></p>

The other provisions of Article 16 remain unchanged.

III. Resolution submitted to the Ordinary General Meeting:

Thirtieth resolution *(Powers for completing legal formalities)*

The general shareholders’ meeting gives full powers to the bearer of an original, a copy or an excerpt of the minutes of this general shareholders’ meeting to carry out all the publicity, filing and other formalities that must be performed.

SUMMARY STATEMENT OF THE FINANCIAL POSITION OF THE COMPANY AND THE MAUREL & PROM GROUP FOR THE 2024 FISCAL YEAR

1. Profile

With a history of almost two centuries, Maurel & Prom has, both at its headquarters in Paris and in its subsidiaries, a solid technical expertise and a long operating experience, especially in Africa. The Group has a portfolio of highpotential assets focused on Africa and Latin America, consisting of both production assets and opportunities in the exploration or appraisal phase.

The Group also holds a 20.46% stake in Seplat Energy, one of Nigeria's main operators that is listed on the stock exchanges of London and Lagos.

Maurel & Prom also has financial support from its majority shareholder, the Indonesian national oil company Pertamina.

Maurel & Prom had 783 employees worldwide and constantly strives to meet the industry's strictest standards in terms of health, safety and environmental protection. The Group also relies on constant dialogue with host countries and local communities to ensure long-term commitment from stakeholders.

2. Group oil and gas reserves

The Group's reserves correspond to technically recoverable hydrocarbon volumes representing the Group's share of interests in permits already in production and those revealed by discovery and delineation wells that can be commercially exploited.

These reserves at 31 December 2024 were certified by DeGolyer and MacNaughton. The Group's 2P reserves amounted to 244.1 mmboe at 31 December 2024, including 162.2 mmboe of proven reserves (1P).

2P reserves for M&P working interest :

	Gabon Oil (mmbbls)	Angola Oil (mmbbls)	Tanzania Gas (bcf)	Total consolidated assets Oil eq. (mmboe)	Venezuela Oil (mmbbls)	Total Group Oil eq. (mmboe)
31/12/2023	118.9	20.8	255.0	182.2	-	182.2
Production	-5.7	-1.6	-22.4	-11.0	-	-11.0
Revision	+1.7	+2.3	-66.8	-7.1	+80.0	+72.9
31/12/2024	115.0	21.5	165.8	164.1	80.0	244.1
<i>o/w 1P reserves</i>	74.9	17.0	160.9	118.7	43.5	162.2
<i>1P reserves as a % of 2P</i>	65%	79%	97%	72%	54%	66%

In Tanzania, the downward revision in 2P reserves of 66.8 bcf (11.1 mmboe) is due to a change in methodology linked to the change in the reserve certifier. The reserves previously certified included an extension of the licence for Mnazi Bay beyond its current term in 2031, for which M&P plans to apply to the Tanzanian authorities in accordance with the terms of the production sharing agreement. The new reserves certifier did not incorporate this assumption and did not take into account production after 2031. Taking into account the post-2031 production, M&P's working interest in Tanzania's producible resources technically confirmed by DeGolyer and MacNaughton stood at 288.2 bcf at the end of 2024, up 13% from the end of 2023.

The inaugural certification of the reserves of the Urdaneta Oeste asset in Venezuela resulted in reserves of 80 mmbbls for the 40% stake in the asset held by M&P Iberoamerica, i.e. 200 mmbbls of 2P reserves at 100% (compatible with the 422 mmbbls administratively approved for development at the end of 2022).

These figures do not take into account M&P's 20.46% interest in Seplat Energy, a leading Nigerian operator listed on the London and Lagos stock exchanges. As a reminder, Seplat Energy's 2P reserves amounted to 591 mmbbls of liquids (oil and condensates) and 1,773 bcf of gas at 31 December 2024, up 157% and 21% respectively from year-end 2023 thanks to the acquisition of MPNU, giving a total of 877 mmboe (equivalent to 180 mmboe for M&P's 20.46% interest), up 87% compared to 31 December 2023.

3. Business overview in 2024

1.1 Production activities

Group production (M&P share) amounted to 36,222 boepd for 2024, up 29% compared with 2023 (28,057 boepd).

Breakdown of hydrocarbon production in 2024

		Q1 2024	Q2 2024	Q3 2024	Q4 2024	2024	2023	Change 2024 vs. 2023
Gabon (oil)	boepd	15,499	15,553	16,437	14,838	15,582	15,354	+1%
Angola (oil)	boepd	4,634	4,621	3,592	4,369	4,302	4,103	+5%
Tanzania (gas)	mmcf/d	76.9	61.7	49.2	58.2	61.4	51.6	+19%
Total interests in consolidated entities	boepd	32,953	30,450	28,226	28,904	30,125	28,057	+7%
Venezuela (oil)	boepd	5,353	5,472	5,993	7,558	6,098	N/A	N/A
Total production	boepd	38,305	35,922	34,219	36,461	36,222	28,057	+29%

In Gabon, M&P's working interest oil production (80%) on the Ezanga permit amounted to 15,582 boepd in 2024, up 1% on 2023. Production in the fourth quarter of 2024 was impacted by electrical problems that have now been resolved and by well stoppages related to the progress of the stimulation campaign. This campaign was finalised in January 2025 and helped to raise production potential to above 16,800 boepd for M&P's working interest (gross: 21,000 boepd).

In Tanzania, M&P's working interest gas production (60%) on the Mnazi Bay permit amounted to 61.4 mmcf/d in 2024, up 19% compared to 2023. As expected, gas nominations by TPDC rose significantly during the fourth quarter, with production of 58.2 mmcf/d for the M&P share. This increase highlights the trend increase in gas demand in Tanzania, despite the rise in hydropower generation in the country.

In Angola, M&P's working interest production from Blocks 3/05 (20%) and 3/05A (26.7%) amounted to 4,302 boepd in 2024, up 5% compared to 2023. Production gradually resumed in early October following the end of scheduled maintenance operations that had affected production in the third quarter of 2024. The production level is currently at its highest, with M&P's working interest production reaching 4,809 boepd for the months of November and December.

In Venezuela, M&P Iberoamerica's working interest oil production (40%) at the Urdaneta Oeste field was 6,098 boepd in 2024. Although the production target of 10,000 boepd for M&P's Iberoamerica working interest (gross: 25,000 boepd) at the end of December 2024 was not reached, the production potential increased considerably thanks to the work carried out, with a production peak of 9,097 boepd for the M&P Iberoamerica working interest (gross: 22,742 boepd) reached in early January.

1.2 Exploration and appraisal activities

In 2024, M&P strengthened its exploration and appraisal portfolio with the award of the Etekamba gas permit (EF-9) in Gabon, containing several existing gas discoveries and promising prospects. Drilling operations are planned for 2025 to test the volumes in place. On the Ezanga permit in Gabon, M&P made a discovery in 2024

on the Ezoë structure, with 1.5 million barrels of 2P reserves in 100%. Production started immediately, followed by the drilling of a second well.

At the same time, M&P is preparing a seismic acquisition campaign in the south of the Ezanga permit, scheduled for 2025, to identify new exploration opportunities.

In Sicily, on the Fiume Tellaro permit, M&P is preparing an exploration drill for late 2025.

In addition, the planned entry into the Sinu-9 permit in Colombia will considerably enhance M&P's exploration portfolio in the country, as the license offers numerous exploration and appraisal opportunities.

1.3 Service activities

Caroil Drilling Solutions, M&P's wholly-owned drilling services subsidiary, is active in Gabon with the C3, C16, and C18 Maghèna rigs. The subsidiary generated \$35 million in external revenue (excluding intragroup services) in 2024.

The C18 Maghèna rig drilled 12 wells on Ezanga in 2024. The C3 and C16 rigs were contracted by Perenco and Assala, respectively, until the end of 2024. The C16 rig is currently being prepared for a new drilling campaign in the country on behalf of Oil India.

In Venezuela, the M&P SIUW technical assistance subsidiary worked throughout the year supporting the PRDL joint venture, generating \$5 million in revenue.

4. Significant post-closing elements

On March 31, M&P announced that it has received a notification from the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") dated 28 March 2025, informing M&P that the specific license granted in May 2024 for its activities in Venezuela has been revoked.

In connection with this decision, OFAC has issued a wind-down license authorising M&P to undertake transactions necessary to conclude operations previously covered under the now-revoked license. This wind-down period is valid until 27 May 2025. M&P is currently assessing the implications of this decision in close consultation with its legal advisors. The Group remains actively engaged with U.S. authorities and continues to monitor the situation as it develops.

It is M&P's understanding that this action is part of a broader initiative by OFAC affecting both U.S. and international oil companies operating in Venezuela under similar authorisations, pending a possible agreement between the U.S. and Venezuela as the situation continues to evolve.

5. Financial information

The financial information presented below is extracted from the consolidated accounts as of 31 December 2024. The consolidated accounts are presented in US dollars.

Key financial indicators for FY 2024

Income statement:	2024	2023	Change
Sales	808	682	+19%
Operating and administrative expenses	-202	-176	
Royalties and production taxes	-72	-76	
Change in overlift/underlift position	-45	-45	
Purchases of oil from third parties	-121	-26	
Gross operating income (EBITDA)	368	359	+3%
Depreciation, amortisation and provisions and impairment	-112	-106	
Exploration expenses	-3	-15	
Other	5	-46	
Operating income	258	193	+34%
Net financial expenses	-23	-20	
Income tax	-97	-131	
Share of income/loss of associates	108	200	
Consolidated net income	246	242	+2%
<i>o/w net income before non-recurring items</i>	<i>256</i>	<i>255</i>	<i>+0%</i>
o/w Group share of net income	233	210	+9%
<i>o/w non-controlling interests</i>	<i>13</i>	<i>32</i>	
Cash flows			
Cash flow before income tax	348	334	
Income tax paid	-63	-73	
Operating cash flow before change in working capital	285	261	+9%
Change in working capital requirement	-13	9	
Operating cash flow	272	270	+1%
Development capex	-123	-107	
Exploration capex	-17	-17	
M&A	44	-9	
Dividends received	66	20	
Free cash flow	241	157	+54%
Net debt service	-74	-141	
Dividends paid	-65	-49	
Other	-6	-7	
Change in cash position	96	-41	N/A
Cash and debt			
Closing cash position	193	97	
Gross debt at closing	160	217	
Net debt at closing	-34	120	N/A

5.1 Analysis of consolidated income

Consolidated sales for 2024 amounted to \$808 million, a marked increase compared with 2023 (\$682 million). With a broadly stable average oil sale price (\$80.3/bbl vs. \$79.3/bbl in 2023), most of this increase is explained by the growth of third-party trading activities (\$125 million vs. \$26 million in 2023).

Operating and administrative expenses were \$202 million, compared to \$176 million in 2023. This change is explained in particular by the increase in service activities, both at the level of the drilling subsidiary Caroil, with three drilling rigs in operation in Gabon, and in Venezuela, with the intensification of technical assistance provided to the mixed company Petroregional del Lago ("PRDL"), of which M&P Iberoamerica owns 40%. Royalties and production taxes were stable (\$72 million versus \$76 million in 2023) due to their proportionality to sale prices. The change in the overdraft/underdraft position was negative by \$45 million. Purchases of oil from third parties as part of the Group's trading activities amounted to \$121 million for financial year 2024.

EBITDA was \$368 million, up 3% from the previous year (\$359 million). Depreciation and amortisation charges amounted to \$112 million compared with \$106 million in 2023. The Group recorded \$3 million in exploration expenses for the year. Operating income amounted to \$258 million.

Net financial expense shown in the income statement was \$23 million. Income tax was \$97 million for financial year 2024.

The share of income from equity-accounted investments was \$108 million, including \$31 million for the 20.46% stake in Seplat Energy, and \$77 million for the 40% stake in Petroregional del Lago (“PRDL”) in Venezuela.

Consolidated net income and Group share of net income amounted respectively to \$246 million and \$233 million, up 2% and 9% from the record amounts posted in 2023 (\$242 million and \$210 million).

Operating cash flow before changes in working capital was \$285 million (vs. \$261 million in 2023). After taking into account the change in working capital (negative impact of \$13 million), operating cash flow reached \$272 million.

Development investments totalled \$123 million, compared with \$107 million for the previous year. These investments include \$86 million related to development activities in Gabon, \$20 million for Angola, and \$5 million for the drilling subsidiary Caroil. Exploration investments amounted to \$17 million, including \$11 million for the discovery of Ezoë on the Ezanga permit. M&A generated a cash inflow of \$44 million, corresponding to the repayment of the \$20 million deposit by Carlyle at the end of the planned acquisition of Assala, as well as the back to back sale to TPDC in January 2024 of a 20% stake in Mnazi Bay for a consideration of \$24 million following the acquisition of Wentworth Resources in 2023.

In 2024, M&P received a total of \$66 million in dividends, including \$48 million from its 40% stake in PRDL (net of 20% paid to M&P Iberoamerica’s minority shareholder), and \$19 million from its 20.46% stake in Seplat Energy. Free cash flow therefore totalled \$241 million, an increase of 54%.

In terms of financing flows, debt servicing amounted to \$74 million, including \$57 million in repayments and \$17 million in net cost of debt. M&P distributed \$65 million in dividends during the 2024 financial year, i.e. €0.30 per share paid in July 2024. Share buybacks were also carried out for \$5 million.

4.1 Borrowing and Financing

The Group had a positive net cash position of \$34 million at 31 December 2024, compared with net debt of \$120 million at 31 December 2023.

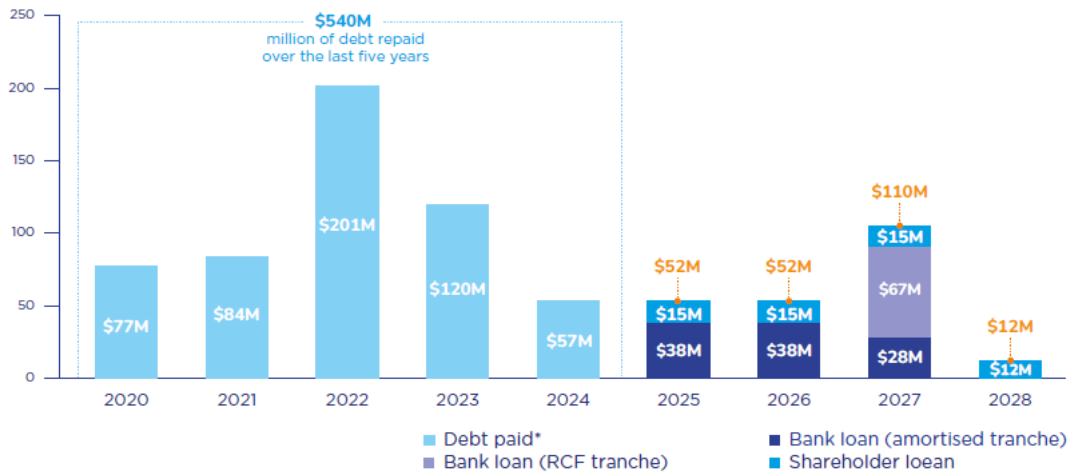
It had a cash position of \$193 million at the end of December 2024. Available liquidity at 31 December 2024 was \$260 million, including \$67 million of undrawn RCF.

Gross debt stood at \$160 million at 31 December 2024, including \$103 million related to a bank loan (excluding the \$67 million undrawn RCF) and \$60 million related to a shareholder loan. M&P repaid a total of \$57 million of gross debt in 2024 (\$43 million bank loan and \$15 million shareholder loan).

The Group’s excellent financial situation allows it to raise new financing if necessary, particularly with a view to acquiring assets.

	Rate	Maturity	Outstanding amount
Bank loan - Amortised tranche	SOFR + spread (0.11%) + 2.00%	July 2027	\$103M
Bank loan - RCF tranche \$67 million available	SOFR + spread (0.11%) + 2.25%	July 2027	-
Shareholder loan	SOFR + 2.10%	July 2028	\$56M
Total debt			\$160M
Cash			\$193M
Net cash			\$34M

Debt repayment profile at 31 December 2024



* RCF tranche of the bank loan not drawn as of 31 December 2024

4.2 Analysis of the company financial statements

The financial statements of the parent company (the “Company”) are presented in euros.

Company sales amounted to €25 million in 2024, corresponding exclusively to services and studies provided to the Company’s subsidiaries, especially in Gabon, in Angola, in Tanzania, in Venezuela and for M&P Trading.

Company operating income – which is structurally negative as the Company bears the cost of the Group’s central functions and costs relating to the coordination of a listed structure – was negative for €27 million.

However, it should be noted that operating income increased compared to the previous year (+€12 million) linked to external growth projects carried out in 2023.

The Company received dividends from M&P Gabon S.A. via M&P West Africa S.A. for €90 million, from MP Angola for €50 million, from MP Iberoamerica for €44 million, from MPEP Tanzania for €25 million, from Seplat Plc for €17 million and from MPATI for €0.4 million, for a total of €227 million recorded as financial income.

After taking these items into account, net income for the 2024 financial year amounts to €151 million, compared to €112 million for the previous financial year. Shareholders’ equity stands at €459 million as of December 31, 2024, compared to €368 million as of December 31, 2023.

6. Significant events for the year

Award of the Etekamba permit and signing of a comprehensive agreement with the Gabonese Republic

On 17 September 2024, M&P signed a comprehensive agreement with the Gabonese Republic that includes a number of provisions, namely:

- An ambitious social investment programme for the people of Lambaréné in the areas of housing and access to electricity;
- The adjustment of certain terms of the Production Sharing Contract (“PSC”) relating to the Ezanga permit and the extension of the associated exploration licence from 2026 to 2029;
- A settlement concluding various issues under discussion with the Gabonese tax authorities.

In addition, M&P applied for and obtained the Etekamba permit (EF-9) in the centre of the country, for which a PSC has been signed with an initial exploration period running until 2029. The Etekamba permit, which was part of M&P’s exploration portfolio until 2013, contains several gas discoveries and prospects.

Acquisition of MPNU by Seplat Energy (20.46% owned by M&P)

Seplat Energy, a leading Nigerian energy company listed on both the Nigerian Exchange Limited and the London Stock Exchange, in which M&P is the largest shareholder with a 20.46% stake, completed on 12 December 2024 the acquisition of Mobil Producing Nigeria Unlimited (“MPNU”) from ExxonMobil Corporation (“ExxonMobil”).

This transaction is transformative for Seplat Energy and offers significant opportunities to further drive its growth and profitability.

Ongoing acquisition of a stake in the Sinu-9 gas permit in Colombia

On 9 February 2025, M&P signed a definitive agreement with NG Energy International Corp. (“NG Energy”), for the acquisition of a 40% operating working interest in the Sinu-9 gas permit in Colombia, pursuant to the letter of intent signed on 19 January 2025.

The effective economic date of the transaction is 1 February 2025. The \$150 million consideration will be funded by M&P’s existing cash and available credit facilities (\$260 million at 31 December 2024).

The Sinu-9 gas block lies in the Lower Magdalena Valley, 75 km from Colombia’s Caribbean coast, and covers an area of approximately 1,260 square kilometres in the department of Córdoba. Sinu-9 entered production in November 2024 under the ongoing long-term trial of the Magico-1X and Brujo-1X wells. The infrastructure is in place for production of up to 40 mmcf/d at 100% (16 mmcf/d net to the acquired 40% working interest), and further development is expected to significantly increase production beyond this initial level.

Acquisition of a stake in the Quilemba Solar power plant project in Angola

On 9 October 2024, M&P signed an agreement (“SPA”) to acquire 19% of the Angolan company Quilemba Solar Lda (“Quilemba Solar”), with TotalEnergies (51%, operator) and Sonangol (30%) as partners. The acquisition was completed on 29 January 2025.

Quilemba Solar has a concession and a fixed-price power purchase agreement (“PPA”) for the construction of the 35 MWp Quilemba solar plant, which is due to come on stream by the start of 2026, with the possibility of adding 45 MWp in a second phase. M&P’s share of the construction costs for the first phase is estimated at \$7 million. Ideally located near Lubango in the south of the country, in one of the sunniest regions on the planet, the plant will help to decarbonise Angola’s energy mix. From phase one (35 MWp), it will eliminate around 55,000 tonnes of CO₂ equivalent in annual emissions (at 100%), and will enable Angola to make substantial savings when compared with the cost of the fuel needed to run its existing thermal power stations.

Production ramps up in Venezuela

The 2024 financial year is the first full year of activity in Venezuela with M&P Iberoamerica working interest oil production (40%) at the Urdaneta Oeste field was 6,098 bopd in 2024.

THE BOARD OF DIRECTORS, SPECIAL COMMITTEES AND EXECUTIVE MANAGEMENT

1. Board of directors

Mr. Jaffee Suardin

Chairman of the Board of directors

Mrs. Caroline Catoire

Independent director

Mrs. Nathalie Delapalme

Director

Mr. Marc Blaizot

Independent director

Mrs. Carole Delorme d'Armaillé

Independent director

Mr. Awang Lazuardi

Director

Mrs. Ria Noveria

Director

Mr. Bagus Rahadiansyah

Director

2. Special Committees

Audit Committee

Mrs. Carole Delorme d'Armaillé

Chairman, independent director

Mrs. Caroline Catoire

Administrateur indépendant

Mr. Bagus Rahadiansyah

Director

Investment and Risks Committee

Mr. Marc Blaizot

Chairman, independent director

Mrs. Nathalie Delapalme

Director

Mr. Jaffee Suardin

Director

Mr. Bagus Rahadiansyah

Director

Appointments and Remuneration Committee

Mrs. Caroline Catoire

Chairman, independent director

Mrs. Carole Delorme d'Armaillé

Independent director

Mr. Bagus Rahadiansyah

Director

Sustainability Committee

Mrs Nathalie Delapalme

Chairman, director

Mrs. Caroline Catoire

Independent director

Mr. Awang Lazuardi

Director

Monsieur Marc Blaizot

Independent director

3. Management Committee

Mr. Olivier de Langavant

Chief Executive Officer

Mr. Jean-Philippe Hagry

Chief Sustainability Officer

Mr. Patrick Deygas

Chief Financial Officer

Mr. Mathieu Thabault

Chief Operating Officer

Mr. Bruno Blin

Chief Geosciences Officer

Mr. Pablo Liemann

Head of Business Development

Mrs. Nadine Andriatoraka

Head of Human Resources

Mr. Alain Torre

Company Secretary

INFORMATION RELATING TO THE DIRECTORS WHOSE RATIFICATION OF COOPTATION AND/OR RENEWAL OF MANDATE IS PROPOSED

Shareholders are asked to ratify the co-optation of Mr. Awang Lazuardi, Mr. Bagus Rahadiansyah, and Mr. Jaffee Suardin as directors (fifth to seventh resolutions).

Shareholders are asked to renew the terms of office of Mr. Marc Blaizot, Mr. Bagus Rahadiansyah, and Mr. Jaffee Suardin as directors (eighth to tenth resolutions).

Awang Lazuardi

Director



Nationality: Indonesian

Age: 50 years

Address:
Maurel & Prom
51 rue d’Anjou, 75008 Paris

Date of first appointment:
17 July 2024

Start date of the mandate:
17 July 2024

Expiry date of the mandate:
GM called to approve the accounts
for the year ending 31/12/2026

Number of shares held:
0*

Participation in board committees:
Member of the sustainability
committee

Main activity outside the company

Development and Production Director PT Pertamina Hulu Energi (Indonesia)

Current mandates and positions

Mandates and positions held within the Group

None

Mandates and positions held within the Group

- Director Natuna 2 BV (Pays-Bas)
- Director PHE OG BV (Indonésie)
- Director PHE Ambalat Ltd (Indonésie)
- Director PHE Bukat Ltd (Indonésie)
- Commissioner PT Pertamina Irak Eksplorasi Produksi (Indonésie)

Mandates and positions that have expired during the last five years

- President Director, PT Pertamina EP Cepu (Indonésie)
- VP Operations & Production, PT Pertamina Hulu Energi (Indonésie)
- Sr. Manager Production, PT PHE ONWJ (Indonésie)

Summary of main areas of expertise and experience

Awang Lazuardi has over 23 years' experience in the oil and gas sector. He holds a BS in Chemical Engineering from Surabaya Institute of Technology, which he obtained in 1998, and a Magister in Management from Airlangga University, obtained in 2012. From 2001 to 2008, he worked for PT Pertamina EP, where he became Production Engineer in 2002. From 2008 to 2016, he held various positions at Blok Cepu – JOA Pertamina-ExxonMobil. In 2016, he continued his career at PT Pertamina EP Cepu as Production Manager, before taking up the position of Senior Production Manager at PT Pertamina Hulu Energi ONWJ in 2017. He was promoted to Vice President Operations and Production at PT Pertamina Hulu Energi in January 2020 and led PT Pertamina EP Cepu as chief executive officer from June 2020. On 27 September 2022, he was appointed Director of Development and Production at PT Pertamina Hulu Energi. Awang Lazuardi has experience leading and managing field operations at PHE ONWJ, offshore and onshore sites, including FSO, and has a strong track record in HSSE and site reliability. He has received several awards for various aspects ranging from SSHE (safety, security, health and environment) to operational, technical and non-technical aspects, including onshore facilities including the ExxonMobil Cepu Limited award in April 2016 for its excellent contribution to the Banyu Urip project.

* The requirement for corporate officers to hold shares as set out in the internal regulations does not apply to directors representing the company's controlling shareholder.

Bagus A Rahadiansyah

Director



Main activity outside the company

Senior Vice President Corporate Finance, Pertamina (Persero), Indonesia

Current mandates and positions

Mandates and positions held within the Group

None

Mandates and positions held within the Group

– Commissioner, Asuransi Tugu Pratama Indonesia (Indonesia)

Mandates and positions that have expired during the last five years

– Head of Investor Sales, Bank ANZ (Indonesia)

Nationality: Indonesian

Age: 49 years

Address:

Maurel & Prom

51 rue d'Anjou, 75008 Paris

Date of first appointment:

17 July 2024

Start date of the mandate:

17 July 2024

Expiry date of the mandate:

GM called to approve the accounts
for the year ending 31/12/2024

Number of shares held:

0*

Participation in board committees:

Member of the audit committee

Member of the investment and risk
committeecommittee

Summary of main areas of expertise and experience

Mr Bagus Rahadiansyah has over 25 years' experience in sales and finance. Mr Rahadiansyah obtained his undergraduate degree from the University of Indonesia in 2001. He began his career as Sales Director at Pesona Kharisma Futures in 1999. He went on to become Chief Trader/Futures Manager at Danareksa Futures. From 2003 to 2005, Mr Rahardiansyah furthered his expertise at Danareksa (Persero), as a currency spot trader and foreign exchange derivatives trader. From 2005 to 2006, he was Head of Structured Products Sales at Bank Internasional Indonesia. In 2006, he joined the Institutional Sales division of HSBC Ltd's Jakarta branch. His extensive experience led him to join Bank ANZ Indonesia from 2008 to 2015, where he excelled as Head of Investor Sales in Indonesia. From 2015 to 2019, he held the position of Head of Investor Sales in Indonesia at Citibank NA for the Jakarta branch. He then returned to Bank ANZ Indonesia as Head of Investor Sales for Indonesia. He was subsequently appointed Senior Vice-President of Corporate Finance at Pertamina (Persero). In recognition of his expertise and contribution, he was appointed Commissioner of Asuransi Tugu Pratama Indonesia.

* The requirement for corporate officers to hold shares as set out in the internal regulations does not apply to directors representing the company's controlling shareholder.

Jaffee Arizon Suardin

Chairman of the Board of Directors, Director



Nationality: Indonesian

Age: 47 years

Address:

Maurel & Prom
51 rue d'Anjou, 75008 Paris

Date of first appointment:

17 July 2024

Start date of the mandate:

17 July 2024

Expiry date of the mandate:

GM called to approve the accounts
for the year ending 31/12/2024

Number of shares held:

0⁽¹⁾

Participation in board committees:

Member of the investment and risk
committee

Main activity outside the company

President Director, Pertamina Internasional Eksplorasi dan Produksi (Indonesia)

Current mandates and positions

Mandates and positions held within the Group

– None

Mandates and positions held outside the Group

– None

Mandates and positions that have expired during the last five years

- *President Director, Pertamina Hulu Rokan*
- *Deputy of Planning, Special Task Force for Upstream Oil & Gas Business Activities of the Republic of Indonesia (SKK Migas) (Indonesia)*

Summary of main areas of expertise and experience

Mr Suardin is a graduate of the Bandung Institute of Technology in Indonesia. He then went on to obtain a master's degree and a doctorate from Texas A&M University.

He began his career in global project management at Shell Texas in 2006. He subsequently held the position of Vice President of Engineering at Petroneering LLC in Houston.

In 2016, he was called to Indonesia as Special staff & expert at the Ministry of Energy and Mineral Resources of the Republic of Indonesia. His career progressed in 2017 when he became Planning Assistant at SKK MIGAS, a special task force assigned by the Government of the Republic of Indonesia to the Minister of Energy and Mineral Resources (MEMR) to organise the management of upstream oil and gas activities.

In 2021, he joined Pertamina, one of Indonesia's largest state-owned energy companies. He was appointed President and CEO of Pertamina Hulu Rokan, where he achieved remarkable production results.

In May 2023, Mr Suardin was appointed head of Pertamina Internasional Eksplorasi dan Produksi (PIEP), where he oversaw assets in 12 countries, managed subsidiaries and negotiated major agreements, including the lifting of sanctions against Venezuela.

His leadership has enabled him to achieve outstanding results for PIEP in 2023 and 2024.

Marc Blaizot

Independent Director



Nationality: French

Age: 71 years

Address:

Maurel & Prom

51 rue d'Anjou, 75008 Paris

Date of first appointment:

17 May 2022

Start date of the mandate:

17 May 2022

Expiry date of the mandate:

GM called to approve the accounts
for the year ending 31/12/2024

Number of shares held:

2,800

Participation in board committees:

Chairman of the investment and risk
committee

Member of the sustainability
committee

Main activity outside the company

Consultant

Current mandates and positions

Mandates and positions held within the Group

– None

Mandates and positions held outside the Group

- Consultant at Avenia
- Consultant at the High Commissioner for Planning
- Treasurer of the Geological Society of France

Mandates and positions that have expired during the last five years

- Consultant to the World Bank
- Scientific advisor to 45-8 Energy
- Chairman of the Pycasso project (France)
- Consultant for ADEM, Editor-in-Chief of the journal *Geologues*

Summary of main areas of expertise and experience

Marc Blaizot has expertise in the energy sector, particularly in geology. He graduated from the National School of Geology in Nancy. He started his career as a geologist at Elf in 1979 where he held various positions and focused on basin evaluation, prospect generation and discovery appraisal in Europe (Italy, Norway, UK). Appointed Exploration Manager in Angola in 1992, he led the team of geologists and geophysicists who discovered the giant Girassol field in the deep offshore.

From 1996 to 2001, he led the geoscience studies for the Middle East (Syria, Iraq, Qatar) and the Far East at the Centre Scientifique et Technique in Pau. He was in charge of the Exploration Arbitration Division from 2001 to 2005 and the New Projects Division from 2005 to 2008, specialising in the evaluation and management of the exploration portfolio and the selection of new permits worldwide. From 2009 to 2015, he was Senior Vice President of Global Exploration at Total, leading a network of more than 2,000 geoscience experts in 40 countries. He was also a member of the boards of directors of Total Angola, Total Nigeria and Total Netherlands. Since 2017, he has been carrying out assignments for the World Bank. From 2018 to 2024, he was director of the Avenia association. From 2018 to 2024, he was scientific advisor to start-up 45-8 Energy, which specialises in hydrogen and helium exploration. From 2020 to 2024, he was involved in the Pycasso project, a Franco-Spanish project aimed at decarbonising local industry, for which he chaired the steering committee until 2023. Marc Blaizot is also a consultant to the French High Commissioner for Planning on the role of the subsoil in ecological and energy transitions.

He is a member of the European Association of Geoscientists & Engineers (EAGE) and of the Société Géologique de France SGF, of which he has been treasurer since September 2024.

REQUEST FOR DOCUMENTS AND INFORMATION

As from the notice of meeting, shareholders can ask the Company to send them the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, up to the fifth day before the meeting (inclusive), i.e. Thursday 22 2025. Requests should be sent preferably by email to ir@maureletprom.fr (otherwise by post to the Company's head office at 51, rue d'Anjou – 75008 Paris, France). To this end, you should indicate in your request the email address or postal address to which these documents are to be sent so that we can email said documents to you.

The request may also be sent using the form below to Maurel & Prom, Secrétariat Général, 51 rue d'Anjou – 75008 Paris, France, or to Uptevia, Service Assemblées Générales, 90 – 110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex.

Please note, however, that most of the documents referred to in Article R. 22-10-23 of the French Commercial Code are available on the Company's website at:

<https://www.maureletprom.fr/en/investisseurs/assemblees-generales>

ORDINARY GENERAL SHAREHOLDERS' MEETING OF 27 MAY 2025

The undersigned⁽¹⁾

.....

(Mr, Mrs, Ms) Surname

.....

First name

.....

Full address

.....

Postcode

Town/City

.....

Email address

Owner of:

- _____ registered shares (pure or administered),

- _____ bearer shares⁽²⁾ registered in an account at _____,

wishes to receive the documents for the aforementioned General Shareholders' Meeting as stipulated in Articles R.225-81 and R.225-83 of the French Commercial Code.

Signed in:

On:

Pursuant to Article R.225-88 of the French Commercial Code, shareholders of registered shares may make a single request to have the Company send them the aforementioned documents and information for future shareholders' meetings on a continuing basis. If a shareholder wishes to benefit from this option, it must be indicated on this request for information.

(1) If a legal entity, state the exact corporate name.

(2) Attach a copy of the share ownership certificate for bearer shares (*attestation de participation*) issued by the intermediary in charge of managing your securities.