

## **Etablissements Maurel & Prom SA**

A French *société anonyme* with a share capital of EUR 154,971,408.90

Registered office: 51, rue d'Anjou - 75008 Paris

457 202 331 R.C.S. Paris

### **CONVENING NOTICE**

The shareholders of Etablissements Maurel & Prom S.A. (the "**Company**") are hereby convened to attend the Combined General Shareholders' Meeting to be held on Tuesday, 27 May 2025 at 10 a.m. in the Salon de l'Hôtel des Arts et Métiers, 9bis Av. d'Iéna, 75016 Paris, France, to deliberate on the following agenda.

#### Agenda

##### **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 1<sup>st</sup> 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 Langanv, 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.

Draft resolutions

The text of the draft resolutions was published in the meeting notice that appeared in the *Bulletin des Annonces Légales et Obligatoires* of 21 April 2025, bulletin no. 48, case no. 2501185.

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## I. 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), notwithstanding any contrary clauses in the Articles of Association.

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:**

- In the registered share accounts held for the Company by its agent **Uptevia (Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex)**,
- Or in bearer share accounts held by an authorised intermediary.

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 ("**Single 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.

## II. How to attend the General Shareholders' Meeting

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

- attending in person ;
- voting by appointing the Chairman of the General Shareholders' Meeting or a third party as proxy;
- vote by post or online.

In addition to the Single Voting Form, shareholders will be able to send their voting instructions, appoint or revoke a proxy and request an admission card over the Internet via the VOTACCESS platform dedicated to the General Shareholders' Meeting as described below. The VOTACCESS platform for the General Shareholder's Meeting will be open from Friday 9 May 2025 at 3 p.m. (Paris time) until the day before the 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.**

### 1. Shareholders attending the General Shareholder's Meeting in person

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

- **Online :**

- for pure registered shareholders: pure registered shareholders will be able to access the voting site via their Shareholders' Area at  
Registered shareholders should log on to their Shareholder Area using their usual access codes. Once they have logged in to their Shareholder Area, they should follow the on-screen instructions to access the VOTACCESS site and request an admission card.
- for administered registered shareholders and/or employee shareholders: administered registered shareholders can access the voting site via the VoteAG website <https://www.voteag.com/>:

Registered shareholders and/or employee shareholders must connect to VoteAG using the temporary codes provided on the Single Voting Form or on the electronic invitation. Once on the site's home page, they should follow the on-screen instructions to access the VOTACCESS site and request an admission card.

- for bearer shareholders: it is the bearer shareholders' responsibility to find out whether or not their authorised intermediary managing the securities account is connected to the VOTACCESS site and, if so, the conditions of use of the VOTACCESS site. If the shareholder's authorised intermediary managing the securities account is connected to the VOTACCESS site, the shareholder must identify himself on the Internet portal of his authorised intermediary managing the securities account using his usual access codes. They must then follow the on-screen instructions to access the VOTACCESS site and request their admission card.
- **By post:**
  - for holders of registered shares: registered shareholders automatically receive a Single Voting Form along with the notice of meeting. Holders of registered shares must complete the Single Voting Form, specifying that they wish to attend the General Shareholders' Meeting and obtain an admission card, then return it, dated and signed, using the prepaid envelope provided with the notice of meeting;
  - for bearer shareholders: shareholders must ask their authorised intermediary managing the securities account to provide them with an admission card. Requests for admission cards by post must be received by Uptevia no later than three days before the General Shareholders' Meeting, in accordance with the above procedure.

Shareholders who did not receive their admission card in the two working days preceding the General Shareholders' Meeting are invited to:

- For registered shareholders: they should present themselves directly to the special reception desk on the date of the General Shareholders' Meeting with proof of identity;
- Holders of bearer shares should ask their authorised intermediary managing the securities account to issue them with a certificate proving that they are shareholders on the second business day prior the General Shareholders' Meeting.

## 2. To vote by proxy or by post

If they are unable to attend the meeting in person, shareholders may choose one of the following three options:

- voting by appointing the Chairman of the General Shareholders' Meeting as proxy;
- voting by appointing a third person as proxy, in accordance with Articles L. 22-10-39 and L. 225-106 I of the French Commercial Code;
- vote by post.

Under the following procedure:

- **Online :**
  - for holders of pure registered shares: holders of registered shares must log in to the Uptevia Shareholder Account (<https://www.investors.uptevia.com/>) by using their usual access codes. Once they are logged in to their Shareholder Account, they should follow the on-screen instructions to access the VOTACCESS website and vote or appoint or revoke a proxy.
  - for holders of administered registered shares and/or employee shareholders: holders of administered registered shares can access the voting platform via the VoteAG website (<https://www.voteag.com/>): Registered shareholders and/or employee shareholders must connect to VoteAG using the temporary codes sent on the Single Voting Form or on the electronic invitation. Once on the site's home page, they should follow the on-screen instructions to access the VOTACCESS website and vote or appoint or revoke a proxy.
  - for bearer shareholders: it is the bearer shareholders' responsibility to find out whether or not their authorised intermediary managing the securities account is connected to the VOTACCESS site and, if so, the conditions for using the VOTACCESS site. If the shareholder's authorised intermediary managing the securities account is connected to the VOTACCESS site, the shareholder must identify himself on the Internet portal of his authorised intermediary managing the securities account using his usual access codes. They must then follow the on-screen instructions to access the VOTACCESS site and vote, or appoint or revoke a proxy;  
If the shareholder's authorised intermediary managing the securities account is not connected to the VOTACCESS website, notification of the appointment and revocation of a proxy may nevertheless be made electronically in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, by sending an e-mail to the following e-mail address: [ct-mandataires-assemblees@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com) . This e-mail must include a scanned copy of the duly completed and signed Single Voting Form. Holders of bearer shares must also attach the certificate of attendance issued by their authorised intermediary. Only those notifications of appointment or revocation of proxy duly signed, completed, received and confirmed no later than 3 p.m. (Paris time) on the day before the Meeting will be taken into account.

- **By post:**

- for registered shareholders: registered shareholders must complete the Single Voting Form sent with the notice of meeting, then return it, dated and signed, using the prepaid envelope provided with the notice of meeting;
- for bearer shareholders: bearer shareholders should request the Single Voting Form from their authorised intermediary managing the securities account and return it to them, dated and signed. This intermediary will forward the form to Uptevia with a certificate of participation.

Single postal voting forms must be received by Uptevia no later than three days prior to the General Shareholders' Meeting, in accordance with the procedures set out above.

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.

Single voting forms are sent automatically by post to registered shareholders.

Holders of bearer shares will be sent Single Voting Forms upon request received by post by **Uptevia - Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex** no later than six days before the date of the meeting.

Shareholders who have sent in a request for an admission card, a proxy form or a postal voting form will no longer be able to change their method of participation in the General Shareholders' Meeting.

### **III. - Written questions**

Any shareholder may submit written questions to the company in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. These questions must be sent to the company's registered office, by registered letter with acknowledgement of receipt to Établissements Maurel & Prom, Questions écrites, 51, rue d'Anjou - 75008 Paris, or electronically to [questionsecrites.assemblee@maureletprom.fr](mailto:questionsecrites.assemblee@maureletprom.fr), no later than on the fourth business day preceding the date of the General Shareholders' Meeting, i.e. Wednesday 21 May 2025. They must be accompanied by a certificate of account registration.

### **IV. - Request for inclusion of draft resolutions or items on the agenda**

Reasoned requests for the inclusion of items or draft resolutions on the agenda by shareholders meeting the legal requirements in force must be sent to the registered office at 51, rue d'Anjou – 75008 Paris, by registered letter with acknowledgement of receipt, and must be received no later than twenty-five calendar days before the date of the general meeting. These requests must be accompanied by a certificate of registration in the account proving that the authors of the request hold or represent the fraction of the capital required by Article R. 225-71 of the French Commercial Code. The list of items added to the agenda and the text of the draft resolutions will be published on the Company's website (<http://www.maureletprom.fr>), in accordance with Article R. 22-10-23 of the French Commercial Code. The request for the inclusion of draft resolutions must be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanation of the reasons therefor.

It is also noted that the review by the general meeting of the items on the agenda and the resolutions to be presented is subject to the submission by the interested parties, no later than the second business day preceding the meeting at midnight, Paris time, of a new certificate confirming that their securities have been registered in accordance with the conditions indicated above.

### **V. - Communication rights**

In accordance with the law, all documents required to be disclosed at this General Shareholders' Meeting will be made available to shareholders, within the legal deadlines, at the registered office of Établissements Maurel & Prom and on the company's website (<http://www.maureletprom.fr>), or may be sent on request to Uptevia.

### **VI. - Audiovisual broadcast**

In accordance with Article R22-10-29-1 of the French Commercial Code, the General Shareholders' Meeting will be broadcast live in its entirety on the Company's website at the following address: <https://www.maureletprom.fr/fr/investisseurs/assemblees-generales>. A recording of the General Shareholders' Meeting will be available on the Company's website no later than seven (7) business days after the date of the General Shareholders' Meeting and for at least two years from the date it is posted online.

***The Board of Directors***