

**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

### MEETING NOTICE

The shareholders of Etablissements Maurel & Prom S.A. (the "**Company**") are hereby informed that a Combined General Shareholders' Meeting (Ordinary and Extraordinary) will be held on first notice of meeting on Tuesday, 19 May 2026 at 10.00 am in the Salons de l'Hôtel des Arts et Métiers, 9bis Av. d'Iéna, 75016 Paris, France, to deliberate on the following agenda and proposed resolutions.

#### Agenda

**For the Ordinary General Shareholders' meeting:**

1. Approval of the financial statements for the financial year ending on 31 December 2025;
2. Approval of the consolidated financial statements for the financial year ending on 31 December 2025;
3. Allocation of the result for the financial year ending on 31 December 2025;
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. Wisnu Medan Santoso as director;
6. Ratification of the co-option of Mr. Eri Shidarta as director;
7. Ratification of the co-option of Mr. Syamsu Yudha as director;
8. Ratification of the co-option of Ms. Dian Andyasuri as director;
9. Renewal of the term of office of Ms. Caroline Catoire as director;
10. Renewal of the term of office of Ms. Nathalie Delapalme as director;
11. Renewal of the appointment of KPMG SA as statutory auditor;
12. Renewal of the appointment of Askil Audit Paris as statutory auditor;
13. Approval of the information relating to the remuneration paid or awarded to corporate officers for the financial year ending on 31 December 2025;
14. Approval of the compensation components paid or awarded for the financial year ending on 31 December 2025 to Mr. Jaffee Suardin, Chairman of the Board of Directors from 1<sup>st</sup> January to 12 September 2025;
15. Approval of the compensation components paid or awarded for the financial year ending on 31 December 2025 to Mr. Wisnu Santoso, Chairman of the Board of Directors from 12 September to 31 December 2025;
16. Approval of the compensation components paid or awarded for the financial year ending on 31 December 2025 to Olivier de Langavant, Chief Executive Officer;
17. Approval of the compensation policy for directors and observer;
18. Approval of the compensation policy for the Chairman of the Board of Directors;
19. Approval of the compensation policy for the Chief Executive Officer;
20. 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:**

21. Amendment to Article 22 of the Company's Articles of Association relating to the age limit for managing director;

**For the Ordinary General Shareholders' meeting:**

22. Powers for completing legal formalities.

#### Draft resolutions

**I. Resolutions submitted to the Ordinary General Meeting:**

**First resolution** (*Approval of the financial statements for the financial year ending on 31 December 2025*)

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 2025, including the balance sheet, the income statement and notes, approves the company financial statements for financial year ending on 31 December 2025 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 514,401,967.93.

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 34,122 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 2025)

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 2025 including the balance sheet, the income statement and notes, approves the consolidated financial statements for financial year ending on 31 December 2025, 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 2025)

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 2025, as approved by this general shareholders' meeting show a profit of 514,401,967.93. euros and decides, on the proposal of the Board of Directors, to allocate the profit for the financial year ending on 31 December 2025 as follows:

2025 net accounting result	EUR 514,401,967.93
Allocation amount to the legal reserve	EUR 0
Previous retained earnings account	EUR 199,604,554.35
<b>Distributable profit</b>	EUR 714,006,522.28
<b>Distributed dividend</b>	EUR 75,821,430.78 <sup>(1)</sup>
<b>Retained earnings account</b>	EUR 638,185,091.50

<sup>(1)</sup> The total amount of the distribution is calculated on the basis of the number of dividend-bearing shares at 31 December 2025, i.e. 199,530,081 shares, and may vary if the number of dividend-bearing shares changes between 1<sup>st</sup> January 2026 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 0.38 per share for each dividend-bearing share. The dividend will be paid on 27 August 2026, it being understood that the ex-dividend date shall be 25 August 2026 and the record date shall be 23 August 2026. It is specified that if, at the time of payment of this dividend, the number of treasury shares has changed since 31 December 2025, 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 31.4% withholding tax that includes (i) a fixed 12.8% income tax (article 117 quarter, I of the French General Tax Code) and (ii) a 18.6% 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 31.4% 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 2025:

Year	Number of dividend bearing shares	Dividend per share (EUR)	Total (EUR)
2022	198,942,380	0.23	45,756,747.40 <sup>(1)</sup>
2023	198,609,728	0.30	59,582,918.40 <sup>(1)</sup>
2024	199,531,842	0.33	65,845,507.86 <sup>(1)</sup>

<sup>(1)</sup> 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. Wisnu Medan Santoso 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. Wisnu Medan Santoso as director of the Company on 12 September 2025, to replace Mr. Jaffee Suardin, who resigned on 12 September 2025 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 2027.

**Sixth resolution** (*Ratification of the co-option of Mr. Eri Shidartha 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. Eri Shidartha as director of the Company on 12 September 2025, to replace Mr. Awang Lazuardi, who resigned on 12 September 2025 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.

**Seventh resolution** (*Ratification of the co-option of Mr. Syamsu Yudha 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. Syamsu Yudha as a director of the Company on 12 September 2025, to replace Ms. Ria Noveria, who resigned on 12 September 2025 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.

**Eighth resolution** (*Ratification of the co-option of Ms. Dian Andyasuri 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 Ms. Dian Andyasuri as a director of the Company on 11 February 2026, to replace Ms. Carole Delorme d'Armaillé, who resigned on 11 February 2026 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.

**Ninth resolution** (*Renewal of the term of office of Ms. Caroline Catoire 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 Ms. Caroline Catoire expires at the end of this general shareholders' meeting, decides to renew the term of office of Ms. Caroline Catoire 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 2028.

**Tenth resolution** (*Renewal of the term of office of Ms. Nathalie Delapalme 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 Ms. Nathalie Delapalme expires at the end of this general shareholders' meeting, decides to renew the term of office of Ms. Nathalie Delapalme 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 2028.

**Eleventh resolution** (*Renewal of the appointment of KPMG SA as statutory auditor*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, and after noting that KPMG's term of office as statutory auditor ends at the present general shareholders' meeting, decides to reappoint KPMG as statutory auditor for a period of six years, which will expire at the end of the general shareholders' meeting called to approve the financial statements for the financial year ending 31 December 2031.

**Twelfth resolution** (*Renewal of the appointment of Askil Audit Paris as statutory auditor*)

The general shareholders' meeting, voting in accordance with the quorum and majority rules required for ordinary general shareholders' meetings, and after noting that Askil Audit Paris' term of office as statutory auditor ends at the present general shareholders' meeting, decides to reappoint Askil Audit Paris as statutory auditor for a period of six years, which will expire at the end of the general shareholders' meeting called to approve the financial statements for the financial year ending 31 December 2031.

**Thirteenth resolution** (*Approval of the information relating to the remuneration paid or awarded to corporate officers for the financial year ending on 31 December 2025*)

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 2025 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 2025, (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 2025 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 2025" and sub-section 3.3.2 "Remuneration of the General Management", paragraph 3.3.2.2 "Shareholder vote at the 2026 AGM on the remuneration paid or allocated to executive corporate officers for the financial year ending on 31 December 2025".

**Fourteenth resolution** (*Approval of the compensation components paid or awarded for the financial year ending on 31 December 2025 to Mr. Jaffee Suardin, Chairman of the Board of Directors from 1<sup>st</sup> January to 12 September 2025*)

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 2025 to Mr. Jaffee Suardin, Chairman of the Board of Directors from 1 January to 12 September 2025, as presented in the aforementioned report and included in the Company's universal registration document for the financial year ending on

31 December 2025, 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 2025".

**Fifteenth resolution** (*Approval of the compensation components paid or awarded for the financial year ending on 31 December 2025 to Mr. Wisnu Medan Santoso, Chairman of the Board of Directors from 12 September to 31 December 2025*)

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 2025 to Mr. Wisnu Medan Santoso, Chairman of the Board of Directors from 12 September to 31 December 2025 as presented in the aforementioned report and included in the Company's universal registration document for the financial year ending on 31 December 2025, 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 2025".

**Sixteenth resolution** (*Approval of the compensation components paid or awarded for the financial year ending on 31 December 2025 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 2025 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 2025, 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 2026 GM on the remuneration paid or allocated to executive corporate officers for the financial year ending on 31 December 2025".

**Seventeenth resolution** (*Approval of the compensation policy for directors and observer*)

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 2025, 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 2026 General Meeting", subparagraph (B) "Remuneration policy for directors for financial year 2026".

**Eighteenth 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 2025, 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 2026 General Meeting", sub-paragraph (A) "Remuneration policy for the Chairman of the Board of Directors, a non-executive corporate officer for financial year 2026".

**Nineteenth 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 2025, 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 2026 General Meeting".

**Twentieth 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 2025, to 10,063,078 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 27 May 2025 pursuant to its eighteenth resolution.

## **II. Resolution submitted to the Extraordinary General Meeting:**

**Twenty-first resolution** (*Amendment to Article 22 of the Company's Articles of Association relating to the age limit for managing 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 amend, with effect from the close of this General Meeting, Article 22 (*Managing Director*) of the Company's Articles of Association as follows:

Former drafting	New drafting
22.3 The age limit for managing director is set at 70 (seventy) years. If the managing director reaches this age limit during his/her term of office, he/she is automatically deemed to have resigned.	22.3 The age limit for managing director is set at <b>75 (seventy-five) years</b> . If the managing director reaches this age limit during his/her term of office, he/she is automatically deemed to have resigned.

The other provisions of Article 22 remain unchanged.

### III. Resolution submitted to the Ordinary General Meeting:

#### Twenty-second 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.

### 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 article R.22-10-28 of the French Commercial Code, on the fifth business day preceding the meeting, i.e. on **Tuesday 12 May 2026** at 00:00 (Paris time):

- 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, where applicable in electronic form under the conditions set out in article R.225-61 of the French Commercial Code, 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.

### 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 **Wednesday 29 April 2026 at 3 p.m. (Paris time)** until the day before the Meeting, i.e. **Monday 18 May 2026 at 3 p.m. (Paris time)**.

**In order to avoid any potential congestion on the website, shareholders are advised not to wait until the day before the meeting to enter their instructions.**

#### 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 <https://www.investors.uptevia.com/>

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:** administered registered shareholders can access the voting site via the VoteAG website <https://www.voteag.com/>:

Registered shareholders must connect to VoteAG using the temporary codes provided on the Single Voting Form. 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: the registered shareholder must complete the single voting form enclosed with the notice of meeting that will be sent to them, indicating that they wish to attend the general meeting and obtain an admission card, and then return it, dated and signed, using the prepaid envelope enclosed 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: holders of administered registered shares can access the voting platform via the VoteAG website (<https://www.voteag.com/>): Registered shareholders must connect to VoteAG using the temporary codes sent on the Single Voting Form. 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.

Single voting forms are automatically sent by post to shareholders whose shares are registered in pure registered form or in administered registered form.

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). They must be accompanied by a certificate of account registration.

This must be done no later than the fourth business day preceding the date of the General Meeting, i.e. Tuesday 12 May 2026.

### **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, submitted by shareholders meeting the applicable legal requirements, 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.

Requests must be accompanied by an account registration certificate showing that the person making the request holds or represents the fraction of the share 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. Requests for the inclusion of draft resolutions must be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory memorandum.

Shareholders are also reminded that consideration by the General Shareholders' Meeting of the items on the agenda and the resolutions to be submitted is subject to the submission by interested parties, no later than midnight (Paris time) on the second business day preceding the General Shareholders' Meeting, of a new certificate proving that their shares are registered in an account under the same conditions as those set out above.

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

All the documents and information provided for in Article R. 22-10-23 of the French Commercial Code may be consulted on the issuer's website (<http://www.maureletprom.fr>) as from the twenty-first day preceding the General Meeting, i.e. from Tuesday 28 April 2026.

**Since the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code are made available on the Company's website and in accordance with the provisions of Article R. 225-88 of the French Commercial Code, any requests for documents to be sent that may be addressed to the Company will not be acted upon.**

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

In accordance with Article R. 22-10-29-1 of the French Commercial Code, the entire General Meeting will be broadcast live by audiovisual means and will be available via the following link: <https://www.maureletprom.fr/fr/investisseurs/assemblees-generales>.

A recording of the General Meeting will be available on the Company's website no later than seven business days after the date of the General Meeting and for at least two years from the date it is posted online.

***The Board of Directors***