

1 — REPORT OF THE BOARD OF DIRECTORS AND DRAFT RESOLUTIONS SUBMITTED TO THE COMBINED GENERAL MEETING OF APRIL 17, 2025

Resolution 1 and 2

Approval of the annual and consolidated financial statements for the fiscal year ended December 31, 2024 – Approval of non-tax-deductible expenses and charges

Explanatory statement

Under the first and second resolutions, we request your approval of the following:

- the annual financial statements for the fiscal year ended December 31, 2024, reporting a net income of €132,856,147.30;
- the consolidated financial statements for the fiscal year ended December 31, 2024, as presented, reporting a net income (attributable to equity holders of the parent) of €129,868,033;
- the total amount of non-deductible expenses and charges as defined in Article 39 (4) of the French Tax Code, amounting to €62,020, along with the corresponding tax liability.

Supporting documents:

- the annual financial statements are included in the 2024 Universal Registration Document (Part 5);
- the consolidated financial statements are included in the 2024 Universal Registration Document (Part 3);
- the Statutory Auditors' reports on the annual and consolidated financial statements are included in the 2024 Universal Registration Document (Part 9)

- **First resolution**
Approval of the annual financial statements for the fiscal Year ended December 31, 2024 – Approval of non-deductible expenses and charges

The General Meeting, having reviewed the reports of the Board of Directors and the Statutory Auditors for the fiscal year ended December 31, 2024, hereby approves the annual financial statements as presented, reporting a net income of €132,856,147.30.

The General Meeting further approves the total amount of €62,020 in non-deductible expenses and charges as defined under Article 39 (4) of the French Tax Code, along with the corresponding tax liability.

- **Second resolution**
Approval of the consolidated financial statements for the fiscal year ended December 31, 2024

The General Meeting, having reviewed the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements for the fiscal year ended December 31, 2024, hereby approves these financial statements as presented, reporting a net income attributable to the owners of the parent of €129,868,033.

Resolution 3 Appropriation of net profit for the year and setting dividend

The proposed allocation of our Company's net profit complies with applicable laws and our bylaws.

Explanatory statement

Given the net income of €132,856,147.30 for fiscal year 2024, we propose the following allocation:

- declaration of a cash dividend of €1.15 per share for the fiscal year 2024, resulting in a total dividend distribution of €87,533,661.05 to shareholders (subject to treasury shares);
- retained earnings carry forward of €43,246,589.15;
- allocation of €2,075,897.10 to the legal reserve.

The dividend will be payable on April 30, 2025, with the ex-dividend date set for April 28, 2025.

The gross dividend amount is stated before any applicable withholding tax and/or social security contributions that may be applied based on the shareholder's individual circumstances.

Pursuant to Article 243 bis of the French Tax Code, we provide the following details regarding dividend distributions and other distributed income over the past three fiscal years:

	Eligible income for tax reduction		Non-eligible income for tax reduction
	Dividends	Other distributed income	
For fiscal year 2021			
Amount distributed	€53,756,014.06 ⁽¹⁾	—	—
Dividend per share	€0.94	—	—
Dividend per share (adjusted for free share allocations) ⁽²⁾	€0.70	—	—
For fiscal year 2022			
Amount distributed	€66,051,271.65 ⁽¹⁾	—	—
Dividend per share	€1.05	—	—
Dividend per share (adjusted for free share allocations) ⁽²⁾	€0.87	—	—
For fiscal year 2023			
Amount distributed	€79,576,055.50 ⁽¹⁾	—	—
Dividend per share	€1.15	—	—
Dividend per share (adjusted for free share allocations) ⁽²⁾	€1.045	—	—

(1) Includes the amount of dividends corresponding to treasury shares, which is not paid out and is instead allocated to retained earnings.

(2) Free share allocations to shareholders as part of annual capital increases through the capitalization of reserves. This calculation is based on the following formula: amount distributed/number of shares outstanding after capital increase following the bonus share issue.

— Third resolution

Allocation of net profit for the fiscal year and setting dividend

The General Meeting, on the recommendation of the Board of Directors, resolves to allocate the net profit for the year ended December 31, 2024 as follows:

Origin

Profit for the year	€132,856,147.30
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Allocation

Legal reserve	€2,075,897.10
Dividends	€87,533,661.05
Retained earnings	€43,246,589.15

The General Meeting notes that the gross dividend per share is set at €1.15 and that the retained earnings balance will increase from €225,393,657.07 to €268,640,246.22.

For individual shareholders fiscally domiciled in France, the dividend is subject either to: a flat-rate withholding tax on the gross dividend at a fixed rate of 12.8% (Article 200 A of the French Tax Code), or, upon express, irrevocable and global election by the taxpayer, progressive income tax, after a 40% allowance (Articles 200 A (13) and 158 of the French Tax Code). Additionally,

the dividend is subject to social security contributions at a rate of 17.2%.

The ex-dividend date is set for April 28, 2025, and the dividend payment date is set for April 30, 2025.

Should the number of shares entitled to a dividend differ from the 76,116,227 shares comprising the share capital as of December 31, 2024, the total dividend amount will be adjusted accordingly, and the amount allocated to retained earnings will be determined based on the actual dividends paid.

In accordance with Article 243 bis of the French Tax Code, the General Meeting acknowledges that, for the past three fiscal years, the distributions of dividends and income have been as follows:

	Eligible income for tax reduction		Non-eligible income for tax reduction
	Dividends	Other distributed income	
For fiscal year 2021			
Amount distributed	€53,756,014.06 ⁽¹⁾	–	–
Dividend per share	€0.94	–	–
Dividend per share (adjusted for free share allocations) ⁽²⁾	€0.70	–	–
For fiscal year 2022			
Amount distributed	€66,051,271.65 ⁽¹⁾	–	–
Dividend per share	€1.05	–	–
Dividend per share (adjusted for free share allocations) ⁽²⁾	€0.87	–	–
For fiscal year 2023			
Amount distributed	€79,576,055.50 ⁽¹⁾	–	–
Dividend per share	€1.15	–	–
Dividend per share (adjusted for free share allocations) ⁽²⁾	€1.045	–	–

(1) Includes the amount of dividends corresponding to treasury shares, which is not paid out and is instead allocated to retained earnings.

(2) Free share allocations to shareholders as part of annual capital increases through the capitalization of reserves. This calculation is based on the following formula: amount distributed/number of shares outstanding after capital increase following the bonus share issue.

Resolution 4

Statutory Auditors' special report on regulated agreements – Ratification of a new agreement

Explanatory statement

As a preliminary note, we remind you that only new agreements entered into during the last fiscal year and at the beginning of the current fiscal year are subject to approval by this General Meeting.

We ask you to ratify the agreement entered into on December 12, 2024, formalized by a conciliation report signed with Frédéric Garcia-Pélayo, for a lump-sum settlement amount of €1,581,900 in connection with the termination of his employment contract.

This agreement was ratified by the Board of Directors at its meeting held on February 25, 2025, in accordance with Recommendation 2012-05 of the French Financial Markets Authority (AMF) (Section 4.11), which concluded that, given the financial terms, the agreement was in the best interests of the Company, taking into account the employee's length of service and the reference to a scale set by decree in such cases. It is further noted that, in accordance with Article L.1235-1 of the French Labor Code, the conciliation report recording this agreement constitutes a waiver by both parties of all claims and compensation related to the termination of Frédéric Garcia-Pélayo's employment contract.

It is also presented in the related Statutory Auditors' special report, which will be presented to you at the General Meeting and which is included in Part 9 of the 2024 Universal Registration Document. Information on this agreement has been published on the Company's website in accordance with regulations.

We also remind you that the subscription agreement between (FCPI) ATEKO Capital (Label Capital) and our Company was executed on July 5, 2024, thus constituting a regulated agreement for part of the 2024 financial year, but had already been approved by the Annual General Meeting of April 16, 2024. It is therefore not subject to approval by the Annual General Meeting of April 17, 2025 in accordance with the law.

It should be noted that no agreements entered into and authorized in previous years were performed during the current fiscal year.

— Fourth resolution

Statutory Auditors' special report on regulated agreements – Ratification of a new agreement

The General Meeting, having reviewed the Statutory Auditors' special report on regulated agreements, ratifies the new agreement mentioned therein.

Resolution 5 and 6

Mandates of the Statutory Auditors responsible for certifying the financial statements

Explanatory statement

You are reminded that the appointments of SFECO & FIDUCIA AUDIT and FORVIS MAZARS SA as Statutory Auditors responsible for certifying the financial statements will expire at the end of the next General Meeting called to approve the financial statements for the year ended December 31, 2024.

On the recommendation of the Audit Committee, the Board of Directors proposes that FORVIS MAZARS SA be re-appointed as Statutory Auditors for a period of six financial years.

Since FORVIS MAZARS SA cannot serve as a Statutory Auditor for more than 24 years in accordance with Article L.821-45 of the French Commercial Code, we ask you to note that the mandate of FORVIS MAZARS SA as principle Statutory Auditor will expire at the end of the Annual General Meeting to be held in 2028 to approve the accounts for the year ending December 31, 2027.

Furthermore, in light of the 24-year term limit for Statutory Auditors responsible for legal audit engagements, and in accordance with Article L.821-45 of the French Commercial Code and Regulation (EU) No. 537/2014 of April 16, 2014, the mandate of SFECO & FIDUCIA AUDIT could not be renewed due to the duration of its service.

As a result, a competitive tender process was launched, following which the Audit Committee selected GRANT THORNTON, citing both the need for robust financial audit oversight by an international audit firm and the firm's demonstrated expertise in financial matters.

On the Audit Committee's recommendation, the Board of Directors therefore proposes appointing GRANT THORNTON as principal Statutory Auditor, replacing SFECO & FIDUCIA AUDIT, for a term of six fiscal years, until the conclusion of the Annual General Meeting to be held in 2031, which will approve the financial statements for the year ending December 31, 2030.

The Audit Committee confirms that its recommendation was made independently, without any influence from third parties, and that no contractual clause restricted its choice.

— **Fifth resolution**
Renewal of FORVIS MAZARS SA
as principal Statutory Auditor responsible
for certifying the financial statements,

On the proposal of the Board of Directors, the General Meeting reappoints FORVIS MAZARS SA, whose term of office expires at the close of this General Meeting, as principal Statutory Auditors responsible for certifying the financial statements, for a term of six financial years, expiring at the close of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2030.

As FORVIS MAZARS SA has indicated in advance its willingness to renew its term, and has informed the Company that its mandate cannot continue through to the end of the full term due to the provisions of Article L.821-45 of the French Commercial Code, which limits the maximum duration of the statutory auditor's mandate for public interest entities to 24 years, the General Meeting acknowledges that the term of office of FORVIS MAZARS SA as principal Statutory Auditor will expire at the close of the Annual General Meeting to be held in 2028, which will approve the financial statements for the year ending December 31, 2027.

— **Sixth resolution**
Appointment of GRANT THORNTON
to replace SFECO & FIDUCIA AUDIT,
as principal Statutory Auditor responsible
for certifying the financial statements

On the proposal of the Board of Directors, the General Meeting appoints GRANT THORNTON to replace SFECO & FIDUCIA AUDIT, whose term of office expires at the close of this General Meeting, as principal Statutory Auditors responsible for certifying the financial statements, for a term of six financial years, until the close of the Annual General Meeting to be held in 2031 to approve the financial statements for the year ending December 31, 2030.

Resolution 7 and 8

Mandate of Statutory Auditors responsible for certifying sustainability-related information

Explanatory statement

We remind you that, pursuant to Article 33 of Ordinance No. 2023-1142 of December 6, 2023, companies that qualify as large undertakings, or as parent or combining entities of a large group, within the meaning of Articles L.230-1, L.230-2, D.230-1, and D.230-2 of the French Commercial Code, will be required – starting with reports relating to fiscal years beginning on or after January 1, 2025 – to disclose sustainability-related information and to have this information certified in accordance with the CSRD (Corporate Sustainability Reporting Directive).

To carry out this task of certifying sustainability-related information, the Audit Committee recommended that the Board of Directors propose to this General Meeting the appointment of FORVIS MAZARS SA, the current statutory auditor, and GRANT THORNTON, whose appointment as statutory auditor responsible for certifying the financial statements is also being proposed at this General Meeting, for a term of three fiscal years, i.e. until the close of the Annual General Meeting to be held in 2028 to approve the financial statements for the year ending December 31, 2027.

In accordance with the recommendations of the Middenext Corporate Governance Code, a competitive tender process was conducted for the selection of these auditors.

— Seventh resolution

Appointment of FORVIS MAZARS SA as Statutory Auditor responsible for certifying sustainability-related information

On the proposal of the Board of Directors, the General Meeting appoints FORVIS MAZARS SA as Statutory Auditors responsible for certifying sustainability-related information, for a term of three fiscal years, until the end of the Annual General Meeting to be held in 2028 to approve the financial statements for the year ending December 31, 2027.

— Eighth resolution

Appointment of GRANT THORNTON as Statutory Auditor responsible for certifying sustainability-related information

On the proposal of the Board of Directors, the General Meeting appoints GRANT THORNTON as Statutory Auditor responsible for certifying sustainability-related information, for a term of three fiscal years, until the end of the Annual General Meeting to be held in 2028 to approve the financial statements for the year ending December 31, 2027.

Resolution 9 and 10

Board mandates

Explanatory statement

We remind you that the terms of office of Dominique CYROT and Chantal ROOS as members of the Board of Directors will expire at the close of the upcoming General Meeting.

On the recommendation of the Governance, Nominations and Compensation Committee, we ask you to note that the terms of office of Dominique CYROT and Chantal ROOS will expire at the close of the upcoming General Meeting, as they have not asked for their terms of office to be renewed and the Board of Directors has not proposed that they be replaced.

We also inform you that at its meeting on November 26, 2024, the Board of Directors acknowledged the resignation of Frédéric Garcia-Pélayo from his position as Board Member, effective at the close of the General Meeting on April 17, 2025, two years before the scheduled end of his term, for personal reasons.

Further details are available in Part 4 of the 2024 Universal Registration Document on Corporate Governance, section 1.3.5.

At the close of this General Meeting:

- the number of members on the Board of Directors will be reduced to 8;
- the Board will therefore comprise 5 independent members (i.e. 62.5%), thereby continuing to comply with the recommendations of the Middlednext Code regarding the proportion of independent Directors;
- in terms of gender balance, the Board will comprise four women and four men, in full compliance with legal requirements.

— **Ninth resolution**
Non-renewal and non-replacement
of Dominique CYROT as Director

The General Meeting, having noted that the term of office as Director of Dominique CYROT expires at the close of this Meeting, resolves not to renew or replace her.

— **Tenth resolution**
Non-renewal and non-replacement
of Chantal ROOS as Director

The General Meeting, having noted that the term of office as Director of Chantal ROOS expires at the close of this Meeting, resolves not to renew or replace her.

Resolution 11, 12, 13 and 14
Say on Pay

Explanatory statement

Approval of the fixed, variable and exceptional components of total compensation and all benefits paid during the past financial year or awarded for the same financial year to Philippe BENACIN, Chairman & Chief Executive Officer

By voting on the 11th resolution, and in accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, you are asked to approve the fixed, variable, and exceptional components of the total compensation and benefits in kind paid during the 2024 financial year, or awarded in respect of 2024, to Philippe Benacin, Chairman and Chief Executive Officer.

These components are detailed in the Corporate Governance Report, in Part 4 of the 2024 Universal Registration Document, under section 2.3.

They were determined in accordance with the executive compensation policy for corporate officers, as approved by the General Meeting held on April 16, 2024.

Approval of the information referred to in I of Article L.22-10-9 of the French Commercial Code

In accordance with the provisions of Article L.22-10-34 I of the French Commercial Code, you are invited, by voting on the 12th resolution, to approve the information referred to in Article L.22-10-9 I concerning the compensation of corporate officers for the 2024 fiscal year, as presented in the Corporate Governance Report, in Part 4 of the 2024 Universal Registration Document, under section 2.2.

Approval of the compensation policy for corporate officers

In accordance with the provisions of Article L.22-10-8 of the French Commercial Code, the following resolutions are submitted to the General Meeting:

- under the 13th resolution, to approve the compensation policy for the Chairman and Chief Executive Officer and/or any other executive corporate officer for 2025;
- under the 14th resolution, to approve the compensation policy for Directors for 2025.

The compensation policies for the Chairman and Chief Executive Officer and/or any other executive corporate officer, as well as for the Directors, are set out in the Corporate Governance Report, in Part 4 of the 2024 Universal Registration Document, particularly in sections 2.1, 2.1.1, and 2.1.2.

These policies were established by the Board of Directors on the recommendation of the Governance, Nominations and Compensation Committee (GNRC).

— **Eleventh resolution**

Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid in or granted for the period to Philippe Benacin, Chairman & Chief Executive Officer

The General Meeting, voting in accordance with Article L.22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and all benefits paid during the past financial year or awarded for the same financial year to Philippe Benacin, Chairman & Chief Executive Officer, as presented in the corporate governance report in the 2024 Universal Registration Document, in Part 4, section 2.3.

— **Twelfth resolution**

Approval of the information referred to in I of Article L.22-10-9 of the French Commercial Code

The General Meeting, voting in accordance with Article L.22-10-34 I of the French Commercial Code, approves the information referred to in I of Article L.22-10-9 of the French Commercial Code contained in the corporate governance report in the 2024 Universal Registration Document, in Part 4, section 2.2.

— **Thirteenth resolution**

Approval of the compensation policy for the Chairman & Chief Executive Officer and/or any other executive corporate officer

The General Meeting, voting in accordance with Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman and Chief Executive Officer and/or any other executive corporate Director presented in the corporate governance report in the 2024 Universal Registration Document, in Part 4, section 2.1 and in particular section 2.1.1.

— **Fourteenth resolution**

Approval of the compensation policy for Directors

The General Meeting, voting in accordance with Article L.22-10-8 of the French Commercial Code, approves the compensation policy for Directors presented in the corporate governance report in the 2024 Universal Registration Document, in Part 4, section 2.1 and in particular section 2.1.2.

Resolution 15

Proposal to renew the authorization to implement the share buyback program

Explanatory statement

You are invited to approve the renewal of the authorization granted to the Board of Directors, for a period of 18 months, to purchase shares of the Company, in one or more transactions and at times of its choosing, up to a maximum number of shares representing no more than 2.5% of the total number of shares comprising the Company's share capital as of the date of this General Meeting, adjusted as necessary to account for any capital increases or reductions that may occur during the term of the program.

This authorization would supersede the authorization granted by the General Meeting of April 16, 2024, under its 11th ordinary resolution.

The main features of this proposed resolution are as follows:

- no share buybacks may be made during a public offer for the Company's shares;
- the maximum purchase price is set at €80 per share, representing a theoretical maximum total amount of €152,232,400; In the event of a capital operation, particularly a stock split, reverse stock split or the free allocation of shares to shareholders, the aforementioned amount will be adjusted in the same proportions (a multiplier coefficient equal to the ratio between the number of shares composing the capital before the operation and the number of shares after the operation);
- the maximum number of shares repurchased may not exceed 2.5% of the total number of shares comprising the Company's share capital as of the date of the General Meeting;
- the Company does not intend to use options or derivatives.

The objectives, conditions under which shares may be acquired, and the detailed terms of the authorization are set out in the full text of the 15th resolution below.

— **Fifteenth resolution**

Authorization to be granted to the Board of Directors to buy back the Company's own shares in accordance with Article L.22-10-62 of the French Commercial Code

The General Meeting, having reviewed the report of the Board of Directors, authorizes the Board, for a period of eighteen (18) months, in accordance with Articles L.22-10-62 *et seq.* and L.225-210 *et seq.* of the French Commercial Code, to purchase shares of the Company, in one or more transactions and at times of its choosing, up to a maximum number of shares representing no more than 2.5% of the total number of shares comprising the Company's share capital as of the date of this General Meeting, adjusted as necessary to account for any capital increases or reductions that may occur during the term of the program.

This authorization supersedes the authorization granted to the Board of Directors by the General Meeting of April 16, 2024, under its 11th ordinary resolution.

The repurchases may be carried out for the following purposes:

- to support liquidity and enhance the secondary market activity of Interparfums shares through an investment services provider under a liquidity contract in accordance with applicable regulations, provided that for the purpose of calculating the above-mentioned limit, the number of shares taken into account shall correspond to the number of shares purchased, less the number of shares resold;
- to hold the repurchased shares for subsequent use as consideration or payment in the context of mergers, demergers, asset contributions or external growth transactions;
- to cover share option plans and/or bonus share plans (or similar plans) benefiting employees and/or corporate officers of the group, including Economic Interest Groups and affiliated companies, as well as allocations of shares under an employee or group savings plan (or similar schemes), profit-sharing

schemes or any other form of share allocation to employees and/or corporate officers of the group, including Economic Interest Groups and affiliated companies;

- to cover securities that grant rights to receive shares of the Company, in accordance with applicable regulations;
- to cancel the repurchased shares, subject to the authorization granted or to be granted by the Extraordinary General Meeting;
- more generally, to implement any market practice that may be recognized by the AMF, and to carry out any other transaction in compliance with applicable regulations, provided that in such cases, the Company will inform shareholders via a public announcement.

These share buybacks may be carried out by any means, including block trades, and at times determined by the Board of Directors, provided that, unless prior authorization is granted by the General Meeting, the Board may not use this authorization during a public tender offer period initiated by a third party for the Company's shares, until the end of the offer period.

The Company does not intend to use options or derivatives.

The maximum purchase price is set at €80 per share. In the event of a capital operation, particularly a stock split, reverse stock split or the free allocation of shares to shareholders, the aforementioned amount will be adjusted in the same proportions (a multiplier coefficient equal to the ratio between the number of shares composing the capital before the operation and the number of shares after the operation).

The maximum amount of the operation is set at €152,232,400.

The General Meeting grants full authority to the Board of Directors to carry out these operations, determine their conditions and procedures, enter into all agreements, and complete all necessary formalities.

Resolution 16 and 17 Financial delegations and authorizations

Explanatory statement

The Board of Directors wishes to maintain the necessary delegations to carry out, if deemed appropriate, any share issuances that may be required to support the Company's business development.

For this reason, you are invited to renew the financial delegations and authorizations that are due to expire. An overview of the current delegations in force, including the table summarizing delegations and authorizations granted by previous General Meetings and their status of use, is available in the Corporate Governance Report, Part 4 of the 2024 Universal Registration Document, under section 3.2.

Delegation of authority to the Board of Directors to increase capital by incorporation of reserves, profits and/or premiums (16th resolution)

The current delegation of this type expires this year and has already been used twice, for a total amount of €39,630,762, to carry out free share allocations to shareholders.

You are therefore asked to grant the Board of Directors, for a new 26-month period, the authority to decide, on one or more occasions, and at times and under conditions of its choosing, to increase the share capital by capitalizing reserves, retained earnings, premiums or other amounts eligible for capitalization, through the issuance and allocation of free shares, or by increasing the par value of existing ordinary shares, or through a combination of both methods.

The nominal amount of share capital increases resulting from this delegation may not exceed €75,000,000 (representing approximately 32.84% of the Company's share capital as of the date of this report). This amount would exclude any nominal increase required to preserve, in accordance with the law and, where applicable, any contractual provisions providing for other preservation methods, the rights of holders of securities or instruments granting access to the Company's share capital.

This cap would be independent of all the caps set by other resolutions of this General Meeting.

The Board of Directors would be granted full powers to implement this delegation, and, more generally, to take all necessary measures and complete all required formalities for the successful completion of each capital increase, to record its completion and to amend the Company's Articles of Association accordingly.

This delegation would supersede, as of the date of this General Meeting and, where applicable, to the extent not yet used, any prior delegation granted for the same purpose.

Authorization to grant free shares (existing and/or newly issued) to employees and/or certain corporate officers (17th resolution)

You are also invited to renew the authorization to grant free shares to employees of the Company and its affiliated companies or economic interest groupings, and/or to certain corporate officers.

Accordingly, we propose to authorize the Board of Directors, for a period of 38 months, to proceed, on one or more occasions, in accordance with Articles L.225-197-1, L.225-197-2, L.22-10-59, and L.22-10-60 of the French Commercial Code, with the allocation of free shares, resulting from a capital increase by capitalization of reserves, premiums or profits, or existing shares.

The beneficiaries of these allocations may include:

- employees of the Company or of companies or economic interest groupings directly or indirectly affiliated with it within the meaning of Article L.225-197-2 of the French Commercial Code;
- and/or corporate officers who meet the conditions set out in Article L.225-197-1 of the French Commercial Code.

The total number of shares granted free of charge under this authorization may not exceed 0.5% of the Company's share capital as of the date of the award decision. It is further specified that, for corporate officers, the number of shares granted will be limited to 0.10% of the share capital on the same date.

This limit will be increased, if necessary, by the nominal amount of any capital increase required to preserve the rights of the beneficiaries of free share allocations in the event of capital transactions carried out by the Company during the vesting period.

The allotment of shares to beneficiaries will become final at the end of a vesting period, the duration of which shall be set by the Board of Directors, but which may not be less than three years. The General Meeting authorizes the Board of Directors to determine whether or not a retention obligation will apply at the end of the vesting period.

As an exception, the final allotment of shares shall occur before the end of the vesting period in the event of the beneficiary's disability, corresponding to classification in the second or third categories defined in Article L.341-4 of the French Social Security Code.

This authorization would automatically entail the waiver of your pre-emptive right to subscribe for new shares issued by capitalization of reserves, premiums and profits.

The Board of Directors would therefore have full powers to do whatever is necessary to implement this authorization, in accordance with current legislation.

This authorization would supersede, as of the date of this General Meeting and, where applicable, to the extent not yet used, any prior authorization granted for the same purpose.

— **Sixteenth resolution**
Delegation of authority to the Board of Directors to increase capital by incorporation of reserves, profits and/or premiums

The General Meeting, ruling under the *quorum* and majority conditions required for Ordinary General Meetings, having reviewed the report of the Board of Directors, and in accordance with the provisions of Articles L.225-129-2, L.225-130, and L.22-10-50 of the French Commercial Code:

- 1) Delegates to the Board of Directors its authority to decide on an increase in share capital, in one or more transactions, at the times and under the conditions it determines, by incorporating into capital reserves, profits, premiums or other amounts eligible for capitalization, either through the issuance and free allocation of shares or by increasing the nominal value of existing ordinary shares, or by a combination of these two methods.
- 2) Decides that, if the Board of Directors makes use of this delegation, and in accordance with Articles L.225-130 and L.22-10-50 of the French Commercial Code, in the event of a capital increase in the form of the allocation of free shares, fractional share rights shall not be tradable or transferable, and the corresponding capital securities will be sold. The proceeds from the sale will be allocated to the holders of the rights within the timeframe set by the applicable regulations.
- 3) Sets the validity period of this delegation at twenty-six (26) months, starting from the date of this General Meeting.
- 4) Decides that the total capital increase under this resolution shall not exceed the nominal amount of €75,000,000, excluding the nominal amount of any capital increase necessary to preserve, in accordance with the law and, where applicable, any contractual provisions stipulating other preservation methods, the rights of holders of rights or securities granting access to the Company's capital.

This cap is independent of all the caps set by other resolutions of this General Meeting.
- 5) The General Meeting grants full authority to the Board of Directors to implement this resolution and, more generally, to take all necessary measures and complete all required formalities for the successful completion of each capital increase, to record its completion and to amend the Company's Articles of Association accordingly.
- 6) Acknowledges that this authorisation supersedes, as of today and to the extent of any unused portion, any prior authorization with the same purpose.

— **Seventeenth resolution**
Authorization to be given to the Board of Directors to allocate free shares to employees and/or certain corporate officers

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors, on one or more occasions, in accordance with Articles L.225-197-1, L.225-197-2, L.22-10-59 and L.22-10-60 of the French Commercial Code, to allot existing or newly issued ordinary shares in the Company to:

- employees of the Company or of companies or economic interest groupings directly or indirectly affiliated with it within the meaning of Article L.225-197-2 of the French Commercial Code;
- and/or corporate officers who meet the conditions set by Article L.225-197-1 of the French Commercial Code.

The total number of free shares allotted under this authorization may not exceed 0.5% of the share capital on the date of the allotment decision. It is specified that for executive Directors, this number shall be limited to 0.10% of the share capital on the date of the allotment decision. This limit will be increased, if necessary, by the nominal amount of any capital increase required to preserve the rights of the beneficiaries of free share allocations in the event of capital transactions carried out by the Company during the vesting period.

The allocation of shares to beneficiaries will become final at the end of a vesting period, the duration of which shall be set by the Board of Directors, but which may not be less than three years.

The General Meeting authorizes the Board of Directors to determine whether or not a retention obligation will apply at the end of the vesting period.

As an exception, the final allocation of shares shall occur before the end of the vesting period in the event of the beneficiary's disability, corresponding to classification in the second or third categories defined in Article L.341-4 of the French Social Security Code.

Full powers are granted to the Board of Directors to:

- determine the conditions and, where applicable, the criteria for the definitive allocation of shares;
- identify the beneficiaries and determine the number of shares allocated to each of them;
- where applicable:
 - verify the existence of sufficient reserves and, at the time of each allocation, transfer the necessary amounts to a restricted reserve account for the release of newly issued shares,
 - decide, when appropriate, on one or more capital increases by incorporating reserves, premiums, or profits, correlating to the issuance of the new shares allocated free of charge,
 - acquire the necessary shares within the framework of the share buyback program and allocate them to the allocation plan,
 - determine the impact on beneficiaries' rights in the event of operations that modify the capital or may affect the value of the allotted shares during the vesting period, and consequently modify or adjust, if necessary, the number of shares allotted to preserve the beneficiaries' rights;
- decide whether to impose a retention obligation after the vesting period, and, where applicable, determine its duration and take all necessary measures to ensure that beneficiaries comply with this obligation;
- and, more generally, do whatever is necessary under applicable law for the implementation of this authorisation.

This authorization entails an automatic waiver by shareholders of their pre-emptive subscription rights to the newly issued shares resulting from the incorporation of reserves, premiums, and profits.

It is granted for a period of thirty-eight months from the date of this General Meeting.

This authorization supersedes, as of today and to the extent of any unused portion, any prior authorization with the same purpose.

Resolution 18, 19 and 20
Amendments to the Articles of Association

Explanatory statement

We propose the following amendments to the Articles of Association:

Amendment of the 5th and 6th paragraphs of Article 14 of the Articles of Association regarding the use of telecommunication means for Board of Directors' meetings

Law No. 2024-537 of June 13, 2024, known as the "Attractiveness Law" has revised the rules governing remote participation of Directors in Board meetings, as set out in Article L.22-10-3-1 of the French Commercial Code, now referring exclusively to the use of telecommunication means. This law also abolished the requirement to include such provisions in the Board's internal rules, and removed the prohibition on using such means for the approval or review of the annual financial statements and the management report.

We propose that Article 14 of the Articles of Association be amended accordingly.

Amendment of the last sentence of Article 14 of the Company's Articles of Association regarding the written consultation of Board members,

The Attractiveness Law has expanded the scope of written consultation, as provided for in Article L.225-37 of the French Commercial Code, which now states that the Articles of Association may provide that Board decisions, or certain decisions, may be taken by written consultation, subject to the inclusion of a right of objection.

We therefore propose to amend the final sentence of Article 14 of the Articles of Association to specify the conditions under which written consultation may be used by the Board of Directors, and to establish a right of objection for each Director, in accordance with the new applicable legal provisions.

Amendment of the 3rd paragraph of the "Access to General Meetings – Representation" section of Article 19 of the Articles of Association regarding the use of telecommunication means for shareholder meetings

We propose to amend the 3rd paragraph of the "Access to General Meetings – Representation" section of Article 19 of the Articles of Association, in order to bring the terminology into line with the provisions of Article L.225-103-1 of the French Commercial Code, as amended by Law No. 2024-537 of June 13, 2024, regarding the use of telecommunication means in shareholder meetings.

— **Eighteenth resolution**

Amendment of the 5th and 6th paragraphs of Article 14 of the Company's Articles of Association regarding the use of telecommunication means for Board of Directors' meetings

The General Meeting, having reviewed the report of the Board of Directors, resolves:

- to amend the 5th and 6th paragraphs of Article 14 of the Articles of Association in light of the provisions of Article L.22-10-3-1 of the French Commercial Code, introduced by Law No. 2024-537 of 13 June 2024, regarding the use of telecommunication means in Board meetings;
- to amend the 5th and 6th paragraphs of Article 14 of the Articles of Association accordingly and as follows:

Previous wording

The internal regulations may provide that Directors participating in Board meetings via videoconference or telecommunication means shall be deemed present for the calculation of the *quorum* and the majority, in accordance with legal and regulatory provisions.

This provision does not apply to decisions concerning the approval of the annual and consolidated financial statements, the preparation of the Company's and/or Group's management report.

New wording

Directors participating in Board meetings via telecommunication means shall be deemed present for the calculation of the *quorum* and the majority, in accordance with legal and regulatory provisions.

The internal regulations may specify that certain decisions cannot be made during meetings held in such conditions.

— **Nineteenth resolution**

Amendment of the last sentence of Article 14 of the Company's Articles of Association regarding the written consultation of Board members

The General Meeting, having reviewed the report of the Board of Directors, resolves:

- to amend Article 14 of the Articles of Association in light of the provisions of Article L.225-37 of the French Commercial Code, as amended by Law No. 2024-537 of 13 June 2024, regarding the written consultation of Board members;
- to amend the last sentence of Article 14 accordingly, while keeping the rest of the article unchanged:

Previous wording

The Board of Directors may also make decisions through written consultation of the Directors, in accordance with legal provisions.

New wording

At the initiative of the Chairman of the Board, the Board of Directors may also make decisions through written consultation of its members. In this case, the Directors are required, at the request of the Chairman, to express their vote by any written means, including electronically, on the proposed decisions within three business days following their receipt. Any Director has two business days from the sending of the request to object to the use of written consultation. In the event of an objection, the Chairman shall immediately inform the other Directors and convene a Board meeting. Directors who fail to respond within the given time and in accordance with the specified process shall be deemed absent and not to have participated in the decision. A decision may only be adopted if at least half of the Directors have participated in the written consultation and if it is approved by a majority of those participating.

The Chairman of the Board shall be deemed to preside over the written consultation and shall have a casting vote in the event of a tie. The internal regulations shall specify any other procedures relating to written consultation that are not defined by applicable legal or regulatory provisions or these Articles of Association.

— **Twentieth resolution**

Amendment of the 3rd paragraph of the “Access to General Meetings – Representation” section of Article 19 of the Articles of Association regarding the use of telecommunication means for shareholder meetings

The General Meeting, having reviewed the report of the Board of Directors, resolves:

- to align the 3rd paragraph of the “Access to General Meetings – Representation” section of Article 19 of the Articles of Association with the provisions of Article L.225-103-1 of the French Commercial Code, as amended by Law No. 2024-537 of June 13, 2024, regarding the use of telecommunication means in shareholder meetings;
- to amend this paragraph accordingly, as follows:

Previous wording

Any shareholder may also, if the Board of Directors so decides at the time of convening the General Meeting, participate in said meeting by videoconference or any other telecommunication and remote transmission means, including the Internet, in accordance with the applicable regulations at the time of its use. If applicable, this decision shall be communicated in the meeting notice published in the Bulletin des Annonces Légales Obligatoires (B.A.L.O.).

New wording

Any shareholder may also, if the Board of Directors so decides at the time of convening the General Meeting, participate in said meeting by a means of telecommunication, in accordance with the applicable regulations at the time of its use. If applicable, this decision shall be communicated in the meeting notice.

Resolution 21
Powers

Explanatory statement

The 21st resolution is a standard resolution enabling all the legal formalities required by law to be carried out after the General Meeting.

— **Twenty-first resolution**
Powers for formalities

The General Meeting confers all necessary powers to the bearer of an original, copy, or extract of these minutes to carry out all filing and publication formalities required by law.