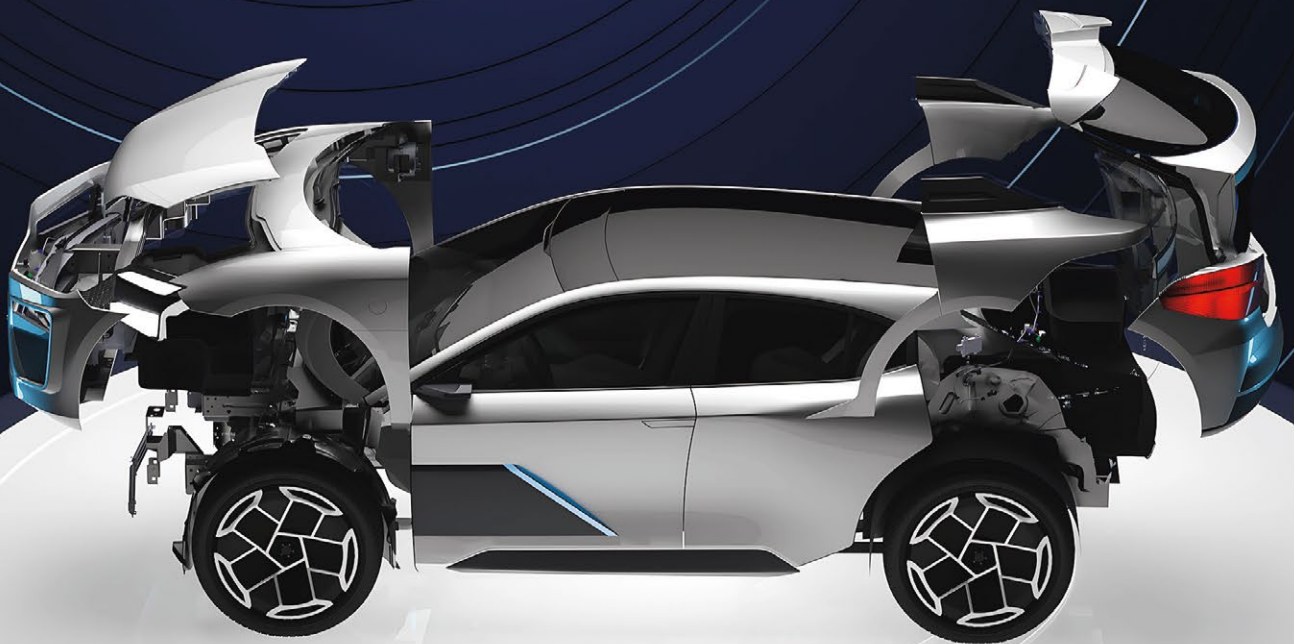


# 2025 NOTICE OF MEETING

COMBINED GENERAL MEETING  
APRIL 24, 2025 - 5 PM

At Pavillon Dauphine  
2, Place du Maréchal de Lattre de Tassigny  
75116 Paris



 **mobility**  
ALWAYS ON THE MOVE

# Combined General Meeting

**Thursday April 24, 2025 - 5 PM**

Pavillon Dauphine  
2, place du Maréchal de Lattre de Tassigny  
75116 Paris  
FRANCE

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Information - shareholders:  
[investor.relations@opmobility.com](mailto:investor.relations@opmobility.com)



Questions - shareholders:  
[AGOPmobility.com](https://www.agopmobility.com)



Information - shareholders:  
**0 800 777 889 - Toll-free number**  
(free of charge in France excluding  
French overseas departments  
and territories)

# Laurent Burelle's message to shareholders



**Dear Shareholders,**

One year has passed since the Group became **OPmobility**.

This new name reflects our profile as a major global player in sustainable and connected mobility. It has been adopted enthusiastically by our 38,900 employees, customers and suppliers.

Our strategic positioning is well established: technologies serving sustainable mobility, variety of our customers, diversification of our regions to take advantage of regional dynamics.

Our values are solid: innovation, long-term vision, passion for industry, independence of action, and responsibility for future generations.

**OPmobility** continues to roll out its carbon emissions reduction roadmap. The Group is confident in its ability to achieve carbon neutrality on scopes 1 and 2 from 2025 and continues to record a 35% reduction in CO<sub>2</sub> emissions on scope 3 compared to the reference year 2019.

The Group's results reflect its operational excellence. **OPmobility** has improved its financial profile with revenue



growth in all regions, a solid operating margin, as well as very robust revenue and free cash flow, confirming the relevance of its strategy - and a guarantee of security for the long term.

Given this performance in 2024, the Group wants to associate shareholders in these solid results by proposing to the General Meeting of April 24, 2025 a dividend of €0.60 per share, a sharp increase compared to last year.

This Combined General Meeting is the opportunity to present the Group's profile, to remind you of our industrial and growth history, as well as the values that drive three generations of entrepreneurs. It is an ideal occasion to dialogue directly with you and to thank you for your loyalty and support.

**OPmobility** is entering 2025 with enthusiasm, backed by its solid financial profile and its ability to adapt.

We hope to see you soon!

**Laurent Burelle**  
Chairman of the Board of Directors

# 1

## How to attend and vote at the General Meeting?

### 1.1 What conditions must be met to attend the General Meeting?

All shareholders are entitled to attend the General Meeting, irrespective of the number of shares they hold (registered or bearer shares).

In accordance with Article R. 22-10-28 of the French Commercial Code, this right is subject to registration in the name of the shareholder or the intermediary registered on his or her behalf (pursuant to the seventh paragraph of Article L. 228-1 of the French Commercial Code) of shares held on the second working day preceding the General Meeting, *i.e.* **Tuesday, April 22, 2025 at midnight (Paris time).**

- for **REGISTERED SHARES**, their registration in the Company's registers on D-2 suffices;
- for **BEARER SHARES**, the establishments holding bearer securities accounts directly provide the General Meeting's coordinator with proof of their customers' capacity as shareholders in the form of a **certificate of attendance** appended to the single voting form or the request for an admission card.

#### SHAREHOLDERS HAVE FOUR OPTIONS:

<p>①</p> <p><b>Attend the Meeting in person</b></p>	<p>②</p> <p><b>Vote by post</b></p>	<p>③</p> <p><b>Appoint the Meeting's Chair as their proxy</b></p>	<p>④</p> <p><b>Appoint a third party as their proxy</b></p>
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In any event, you must:

- either **complete the attached single voting form** (see "How to complete the form?") and send it by means of the attached envelope;
- or **log onto the secure platform VOTACCESS** and follow the online voting procedure explained below.

#### Information on the procedures for attending the General Meeting of Shareholders

The General Meeting of Shareholders is a privileged time for information, discussion and dialogue. This will be an opportunity for you to use your rights as a shareholder by any means available to you, notably:

- the possibility of voting by post prior to the General Meeting of Shareholders (by post or electronically via the VOTACCESS secure voting platform);
- the right to be represented at this meeting: shareholders are invited, prior to the General Meeting, to give proxy to the Chair of the General Meeting or to a third party;
- the right to ask questions prior to the meeting (in particular, you can send your questions by email to [investor.relations@opmobility.com](mailto:investor.relations@opmobility.com)).

In accordance with Article R. 22-10-29-1 of the French Commercial Code, the Shareholders' Meeting will be the subject of a live audiovisual broadcast available via the following link: [www.opmobility.com](http://www.opmobility.com). A recording of the Meeting will be available on the Company's website no later than seven (7) business days after the date of the Meeting and for at least two years from the date of its publication.

Shareholders will be able to ask questions during the General Meeting via the following link:

[https://channel.royalcast.com/landingpage/opmobilityfr/20250424\\_1/](https://channel.royalcast.com/landingpage/opmobilityfr/20250424_1/)

All information relating to the General Meeting of Opmobility SE can be consulted in the section dedicated to the General Meeting of our website [www.opmobility.com](http://www.opmobility.com).

The Opmobility Shareholder Services team is available to assist shareholders as required.



## 1.2 How to attend and vote?

### 1. You wish to attend the General Meeting in person

To attend the General Meeting in person, you must request an admission card.

You are invited to use VOTACCESS if the establishment holding your shares has signed up for this system. Requesting and printing out the admission card only takes a few minutes.

#### BY POST:

– If you are a **REGISTERED SHAREHOLDER**, tick the **BOX** labelled

- ☐ "I wish to attend the Meeting in person and request an admission card" at the top of the form, date and sign it then mail it in the attached reply-paid envelope.

– If you are a **BEARER SHAREHOLDER**, tick the **BOX** labelled

- ☐ "I wish to attend the Meeting in person and request an admission card" at the top of the form, date and sign it then mail it to the financial intermediary managing your securities account, who will forward your request by issuing a certificate of attendance.

#### ONLINE:

To apply online, please use the secure VOTACCESS platform:

- if you are a **PURE REGISTERED SHAREHOLDER**, log onto the voting website via your Shareholder Area at: <https://www.investors.uptevia.com/> using your usual login and password;
- if you are an **ADMINISTERED REGISTERED SHAREHOLDER**, log in to the voting site via the VoteAG website: <https://www.voteag.com/> using your ID number found at the top right of your paper voting form or on the electronic invitation. If you no longer have your username and/or password, contact the toll-free number 0 800 007 535 from France and +33 1 49 37 82 36 from abroad, which is available to you.

When you have logged on, follow the on-screen instructions to access the VOTACCESS platform and request an admission card;

- if you are a **BEARER SHAREHOLDER**, you need to find out whether the establishment holding your securities account offers the VOTACCESS system, and if so, if access to it is subject to any particular terms of use. If it is connected to VOTACCESS, log in with your usual login name and password, click the icon on the line matching your OPmobility SE shares and follow the on-screen instructions to access the VOTACCESS platform then request an admission card. However, if you have not received your admission card 2 working days before the General Meeting (i.e. Tuesday April 22, 2025), you must request a certificate of attendance from the establishment holding your securities account, which proves your capacity as shareholder for admission to the Meeting.

### 2. You do not wish to attend the General Meeting in person

If you are not attending the General Meeting in person, you can vote by post or by proxy.

To do so, tick the appropriate box on the single voting form or proxy voting form, depending on your choice:

– ☐ I am voting by mail:

tick the "I am voting by post" box then vote on each resolution, following the instructions stated on the form; or

– ☐ I appoint the Meeting's Chair as my proxy;

tick the "I appoint the Meeting's Chair as my proxy" box. Your vote will then be the same as the Chair's vote for each draft resolution presented to the Meeting; or

– ☐ I appoint someone else as my proxy:

tick the "I appoint as my proxy" box followed by the last and first names of the person attending and representing you at the Meeting.

In any event, you must fill out, date, sign and mail the single or proxy voting form:

- if you are a **REGISTERED SHAREHOLDER**, to the coordinating establishment appointed by the Company in the attached reply-paid envelope;
- if you are a **BEARER SHAREHOLDER**, to the establishment holding your securities account, which will forward your postal or proxy voting form along with the previously issued certificate of attendance.

To be counted, mailed or proxy voting forms must be received by the General Meeting Service of Uptevia, at 90-110 Esplanade du Général de Gaulle – 92931 Paris-La Défense Cedex, France, appointed by OPmobility SE, no later than Monday, April 21, 2025.

### 3. You wish to vote online in advance of the General Meeting

The Company offers its shareholders the option of voting electronically before the General Meeting under the following conditions:

#### REGISTERED SHAREHOLDER:

- If you are a **REGISTERED SHAREHOLDER**, you can either transmit your voting instructions or appoint or revoke a proxy online before the General Meeting, by logging on to the secure VOTACCESS platform;
- if you are a **PURE REGISTERED SHAREHOLDER**, log in to the voting site via your Shareholder Area at the following address: <https://www.investors.uptevia.com/> using your usual access codes;
- if you are an **ADMINISTERED REGISTERED SHAREHOLDER**, you must connect to the voting website via the VoteAG log in to the voting site via the VoteAG website: <https://www.voteag.com/> using your ID number found at the top right of your paper voting form or on the electronic invitation. If you no longer have your username and/or password, contact the toll-free number 0 800 007 535 from France and +33 1 49 37 82 36 from abroad, which is available to you.

When you have logged on, follow the on-screen instructions to access the VOTACCESS platform and **vote or appoint or revoke a proxy**.

#### BEARER SHAREHOLDER:

- If you are a **BEARER SHAREHOLDER**:
  - if the establishment holding your securities account has access to the VOTACCESS platform, log onto the establishment's Internet portal with your usual login name and password; click the icon on the line matching your OPmobility shares and follow the on-screen instructions to access the VOTACCESS platform **and vote or appoint or revoke a proxy**;
  - if the establishment holding your securities account does not have access to the VOTACCESS platform, you can also appoint or revoke a proxy electronically by sending an email to: [ct-mandataires-assemblees@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com).

Your email must include the following particulars: the name of the Company (OPmobility SE) and the date of the Meeting (April 24, 2025), your last name, first name, address and banking references as well as the last name, first name and if possible address of the proxy (the person you wish to appoint as your proxy).

You must ask the establishment holding your securities account to send written confirmation to Uptevia – Assemblées Générales – 90-110 Esplanade du Général de Gaulle - 92931 Paris-La Défense Cedex, France.

Only notices of appointment or revocation of proxies can be emailed to: [ct-mandataires-assemblees@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com).

Any other request or notification about another matter will not be acknowledged and/or processed.

Appointments or revocations of proxies by e-mail must be received no later than the day before the Meeting, namely Wednesday April 23, 2025 at 3 p.m. Paris time, for them to be valid.

The dedicated and secure web sites can be accessed from Thursday, April 3, 2025 at 10 a.m. until Wednesday, April 23, 2025 at 3 p.m. (Paris time). Shareholders are urged not to leave their voting to the last few days in order to avoid possible congestion of Internet communications.

## 1.3 How to fill out the form?

If you wish to attend the meeting

Check the box **A**

If you wish to vote by post

Check the box **1**

If you wish to give proxy to the chairman of the meeting

Check the box **2**

Date and sign the bottom of the form, without filling anything out.

If you wish to give proxy to a designated person

Check the box **3**

Enter this person's contact information.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side  
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

**A** JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form



Société Européenne au capital de 8 641 329,18 €  
19, boulevard Jules Carteret - 69007 Lyon  
965 512 611 RCS Lyon

ASSEMBLEE GENERALE MIXTE  
Convoquée le jeudi 24 avril 2025 à 17h  
Pavillon Dauphine  
2 place du Maréchal de Lattre de Tassigny - 75116 Paris  
**COMBINED GENERAL MEETING**  
To be held on Thursday, April 24<sup>th</sup> 2025, at 5:00 p.m  
Pavillon Dauphine  
2 place du Maréchal de Lattre de Tassigny - 75116 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY			
Identifiant - Account		Nominatif Registered	Vote simple Single vote
Nombre d'actions Number of shares		Porteur Bearer	Vote double Double vote
Nombre de voix - Number of voting rights			

**1** JE VOTE PAR CORRESPONDANCE / I VOTE BY POST  
Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	I	J
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :  
In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting ☐  
- Je m'abstiens. / I abstain from voting ☐  
- Je donne procuration (cf. au verso renvoi (4)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom ☐  
/ I appoint (see reverse (4)) Mr./ Mrs or Miss, Corporate Name to vote on my behalf ☐

Pour être pris en considération, tout formulaire doit parvenir au plus tard :  
To be considered, this completed form must be returned no later than:

sur 1<sup>ère</sup> convocation / on 1<sup>st</sup> notification  
21 avril 2025 / April 21<sup>st</sup>, 2025

sur 2<sup>ème</sup> convocation / on 2<sup>nd</sup> notification

à / to : UPTEVIA  
Service Assemblées  
90-110 Esplanade du Général de Gaulle  
92931 Paris La Défense Cedex

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale »  
"If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting"

Date & Signature



**Register here**

Fill in your first name, surname and address or check that they are correct if they have already been completed.

Whatever your choice, date and sign here.

**Do not fill the above example**

Please ensure that you only complete the attached form or download it from the site: [www.opmobility.com](http://www.opmobility.com)

## 1.4 How to ask your questions?

### OPmobility SE offers its shareholders the opportunity to ask questions ahead of, or during, the General Meeting

As a shareholder, you can raise questions:

**Ahead of the General Meeting.** To do so, we invite you to send your written questions by email to [investor.relations@opmobility.com](mailto:investor.relations@opmobility.com). In accordance with Article R. 225-84 of the French Commercial Code, for questions to be considered they must be accompanied by a certificate of share ownership, whether ownership is through a registered share account held by the Company or bearer share accounts held by an intermediary, as stipulated in Article L. 211-3 of the Monetary and Financial Code.

**During the General Meeting,** you can ask your questions:

- remotely in writing directly on the videoconferencing platform:

[https://channel.royalcast.com/landingpage/opmobilityfr/20250424\\_1/](https://channel.royalcast.com/landingpage/opmobilityfr/20250424_1/)

- face-to-face, by telling the hosts present on site that you have a question.

In both cases, the Company will need to verify your status as a shareholder.

### Only OPmobility SE shareholders can ask question live at the Annual General Meeting

The following will be able to ask questions:

- registered shareholders and bearer shareholders having participated in the vote, for whom no prior formalities will be required;
- bearer shareholders not having participated in the vote who have provided proof of their shareholder status in advance, either *via* email at [investor.relations@opmobility.com](mailto:investor.relations@opmobility.com).

Bearer shareholders not having participated in the vote and who have not provided proof of their shareholder status will not be able to ask questions.

The OPmobility SE Investor Relations Department is always available to assist you.

Every shareholder can ask questions, which the Board of Directors will answer during the Annual General Meeting. In compliance with the relevant legislation, a joint response may be given for questions with the same content or addressing the same subject. A written question will be deemed to have been answered when the answer is published on the Company's website in a dedicated Q&A section.

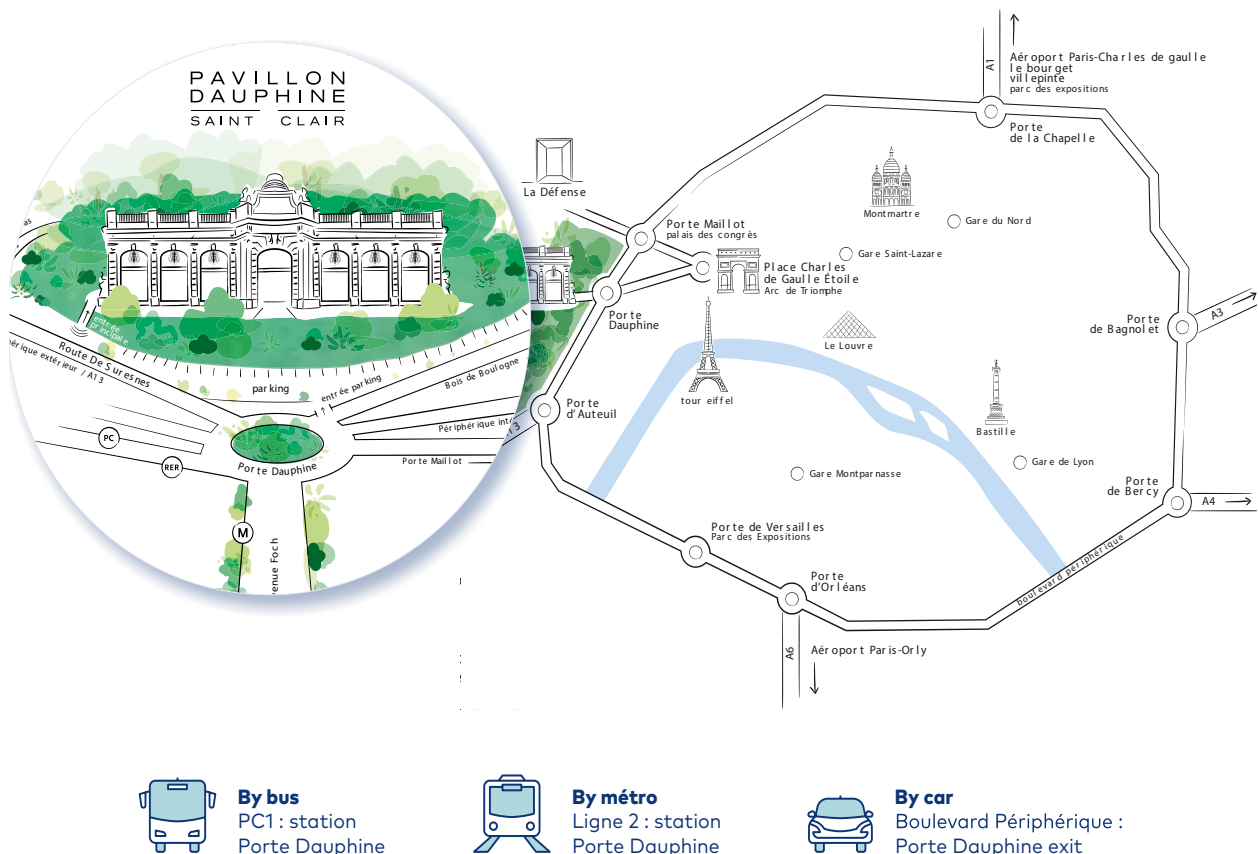
## 1.5 How to get to the Pavillon Dauphine?

1



**2, Place du Maréchal de Lattre de Tassigny – 75116 PARIS – 01 44 38 78 68**

Pavillon Dauphine is situated on the edge of the Bois de Boulogne, near Etoile and the major business centres. It is easy to get to by metro, bus, and by car using the ring road.



The reception of shareholders is open from 4:30 p.m. It is recommended to go to the Pavillon Dauphine beforehand to pick up the electronic box used to calculate the quorum and vote on resolutions.



## 1.6 Registered shareholders, opt for e-convening

With the e-convening option, you will receive your notice to attend OPmobility SE General Meetings by email every year.

### E-convening for the General Meeting, it's easy, practical and secure

You will automatically receive your notice to attend by email:

- the date, time and place of the General Meeting;
- a direct link to the site **www.investors.uptevia.com** if you are a pure registered shareholder or **www.voteag.com** if you are an administered registered shareholder;
- a reminder of your user ID and password.

On the homepage of Uptevia Investors or VoteAG, click **"Participate in the vote"**; you will be redirected to secure platform VOTACCESS, where you can:

- consult all the documents concerning the General Meeting online;
- request an admission card to attend the General Meeting and print it out;
- vote for the resolutions;
- appoint the Chair of the Meeting or any other natural or legal person of your choosing as your proxy, whether or not a shareholder;
- revoke and appoint a new proxy.

### DON'T WAIT ANY LONGER, REGISTER

#### Register for this service, it's EASY and QUICK

As a **PURE REGISTERED** shareholder, log onto the website **www.investors.uptevia.com** using the ID number and password provided to you and which you usually use to view your account on the Uptevia Investors website.

If you are an **ADMINISTERED REGISTERED** shareholder: the user ID and password are in the top right-hand corner of your voting form. If you cannot find your password, request it on the VoteAG site by clicking either "First connection" or "Forgotten Password," as the case may be. You can also contact from France at 0 800 007 535 or +33 1 49 37 82 36 from abroad.

Go to the "My personal details/subscriptions" menu, sign up for this free service and register your email address.

If you later decide that you want to receive your notice of meeting by mail again, just notify us by mail or by logging onto Uptevia Investors or VoteAG and following the same procedure as for registration.

**By opting for e-convening you contribute to our sustainability efforts.**

## 2 Brief presentation



THAT'S...  
**€11.6 bn**  
IN REVENUE



**38,900**  
EMPLOYEES



**28**  
COUNTRIES



**150**  
PLANTS



**40**  
R&D CENTERS

# OPMOBILITY, A WORLD LEADER IN SUSTAINABLE MOBILITY

In a world of profound transformation, in which the pace of change is accelerating and the challenges of climate change are influencing consumer habits and modes of transport, mobility is undergoing an unprecedented revolution. In keeping with its purpose of "Driving a New Generation of Mobility", OPmobility seeks to play a central role in this transformation of mobility and energy. The company continues to develop its technology offerings to become a major player in more sustainable and more connected mobility which is accessible to all.

## Continued growth, supported by the strategy of a family-run company

In just a few years, OPmobility has implemented an ambitious strategic roadmap which has resulted in diversification through major acquisitions and the expansion of both its customer portfolio and its global presence. The Group has enjoyed rapid growth, driven by organic development and successful acquisitions and joint ventures. As a family-run company for four generations, OPmobility is a group with a sustainable vision of mobility and a long-term strategy.



## A diversified and complementary technology portfolio

With an extensive and innovative range of technology offerings, divided into two main product lines, the Group has positioned itself as the leading technology partner for all forms of mobility around the world.

### Exterior solutions

#### EXTERIOR & LIGHTING



Exterior body systems and lighting

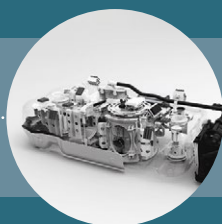
#### MODULES



Module design, development and assembly

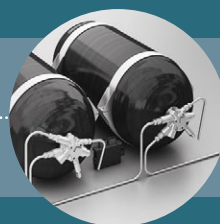
### Powertrain solutions

#### C-POWER



Energy and pollution control systems, batteries and electrification systems

#### H2-POWER



Hydrogen

(1) Since February 1, 2025, OPmobility is made up of 4 Business Groups: Exterior & Lighting, Modules, C-Power and H<sub>2</sub>-Power.

## A diversified customer portfolio, reflecting today's mobility

Over the last few years, the Group has undergone a major transformation by expanding its activities around the world and diversifying its customer portfolio, including new players in electric mobility. OPmobility is able to meet the needs of all types of mobility and is determined to support its customers in their transition to decarbonized mobility.

### Long-standing automotive manufacturers

Volkswagen Group, Stellantis, Mercedes-Benz Group, General Motors Group, BMW Group, Ford and more.

### New players in electric mobility

BYD, Nio and more.

**Looking beyond the automotive sector to key players in heavy and public mobility<sup>(1)</sup>** CRRC (China Railway Rolling Stock Corp.), Alstom, Stadler, Daimler Truck and more.

(1) Buses, trucks, trains.

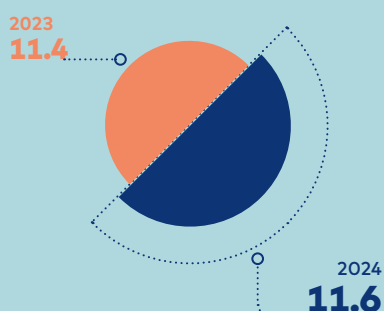
# OUR PERFORMANCE

In 2024, the Group delivered a very solid performance, despite the automotive sector's highly complex context. With revenue of €11.6 billion, up +2.8%, OPmobility distinguished itself in a shrinking and particularly competitive market. The operating margin rose significantly by +11.4%, as did the net result, up +4.2%. With regard to extra-financial performance, the Group confirmed its decarbonization strategy and its aim to achieve carbon neutrality for scopes 1 & 2 emissions in 2025.

## Financial indicators

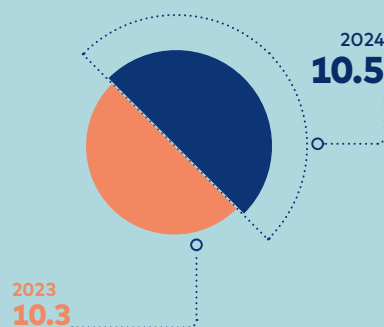
### Economic revenue

— In € bn



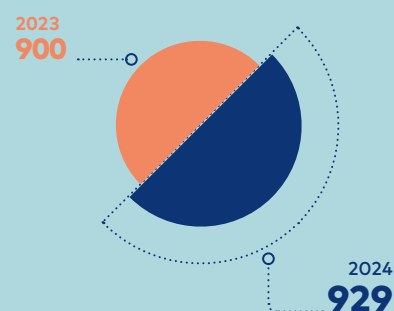
### Consolidated revenue

— In € bn



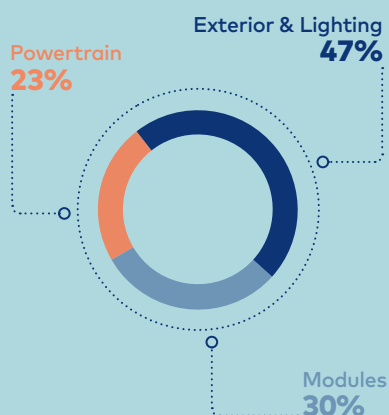
### EBITDA

— In € m



### Breakdown of 2024 consolidated revenue by segment

— In %



### Free cash flow

— In € m



### Net debt

— In € m



### Net result Group share

— In € m



### Net debt/EBITDA



### Operating margin

— In € m



### Liquidity

— In € bn

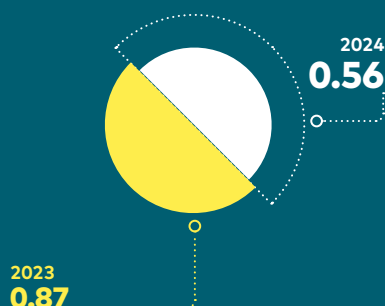




## Extra-financial indicators

### SAFETY

Accident frequency rate with and without lost time (Fr2)<sup>(1)</sup>



### TRAINING

Average number of hours of training per year and per employee

2024

20

Employees who completed ACT FOR ALL Climate School training<sup>(2)</sup>

2024

900

### CYBERSECURITY

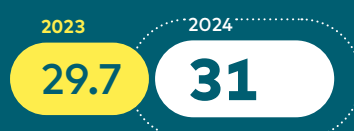
Employees trained in cybersecurity

2024

10,700

### DIVERSITY

Women in the Group — In %



Female engineers and managers — In %



Women on the Board of Directors — In %



Employees with disabilities



Interns and apprentices



(1) In number of accidents per million hours worked. All entities and joint ventures.

(2) Training which provides the necessary knowledge and tools to have a positive impact on the environment.

### Responsible procurement

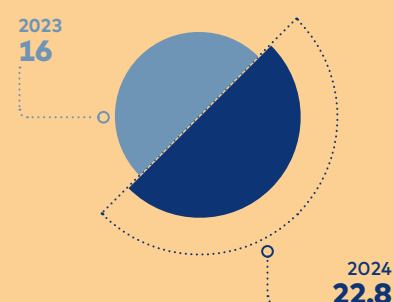
Suppliers assessed as part of the Know Your Suppliers program<sup>(1)</sup>



(1) A program to assess and support suppliers in their approach to sustainable development.

### Renewable energy produced on sites

— In GWh



### Carbon neutral plan

CO<sub>2</sub> emissions linked to operational activities

2024

–15.6% vs 2019

Scopes 1 & 2

2024

–33.4% vs 2019

Scope 3

### Waste disposal

Recycled or recovered waste — In %



# OUR BUSINESS MODEL

## OUR PURPOSE Driving a New Generation of Mobility

### MEGATRENDS

Environmental and energy transition in response to the climate emergency

Stable global automotive production between 2019 and 2024

Increasing electrification of mobility

Increased international competition

Digitalization and vehicle connectivity

### RESOURCES

#### HUMAN CAPITAL

- ▶ **38,900 employees**,<sup>(1)</sup> 50% in Europe, 20% in North America, 24% in Asia, 3% in Africa and 3% in South America

#### ENVIRONMENTAL CAPITAL

- ▶ A network of **HSE**<sup>(2)</sup> experts
- ▶ 35 sites with **solar panels** or **wind turbines**

#### INDUSTRIAL CAPITAL

- ▶ **150 plants**<sup>(1)</sup> and **40 R&D centers**<sup>(1)</sup> in 28 countries
- ▶ Almost 5% of revenue **invested**

#### FINANCIAL CAPITAL

- ▶ Equity capital: €2,058 m
- ▶ Leverage of **1.7x EBITDA**

#### INTELLECTUAL CAPITAL

- ▶ **OP'nSoft**, software activity: 150 employees
- ▶ **International technological partnerships**: MIT<sup>(3)</sup>, NICE<sup>(4)</sup> in China...

#### SHAREHOLDER CAPITAL

- ▶ **A family-run company** for 4 generations
- ▶ 60.6% of capital held by **Burelle SA**

A CORPORATE CULTURE BASED ON: INNOVATION – OPE

### STRA



**STRENGTHENING**  
our technology leadership



**BALANCING**  
our global presence



**DIVERSIFYING**  
our customer portfolio

Sustainable development program

(1) All entities and joint ventures.

(2) Health, Safety, Environment.

(3) Massachusetts Institute of Technology.

(4) National Innovation Center par Excellence.

## OUR AMBITION

Meeting the needs of mobility which is  
**more sustainable, safer and affordable to all.**

### TEGY

**Integrated exterior solutions:**  
Exterior & Lighting and  
Modules Business Groups

**Solutions for all powertrains:** C-Power and  
H<sub>2</sub>-Power Business Groups

Growing in **North America**  
and **Asia**

Consolidating our presence  
in **Europe**

Retaining our  
**long-standing customers**

Accelerating our  
relationships with  
**electric mobility players**

Growing in **heavy**  
and **public mobility:**  
trains, trucks,  
buses, etc.

### VALUE CREATION

#### EMPLOYEES

- ▶ Fr2<sup>(5)</sup>: 0.56<sup>(1)</sup>
- ▶ Senior manager turnover rate: 7.4%
- ▶ 31% women
- ▶ 18% young people under the age of 30
- ▶ 35% internal mobility<sup>(6)</sup>
- ▶ An average of 20 hours of training per year and per employee

#### ENVIRONMENT

- ▶ **Scopes 1 and 2:** carbon neutrality in 2025 (excluding Lighting acquisition)
- ▶ **Scope 3:** -33.4% CO<sub>2</sub> emissions vs 2019
- ▶ **87.9% recycled or recovered waste**

#### CUSTOMERS

- ▶ 2 in 3 **orders received outside Europe in 2024**
- ▶ Customers in the **rail industry:** Alstom, Stadler, CRRC and more
- ▶ 1 in 3 vehicles **produced globally** is equipped by OPmobility

#### SHAREHOLDERS & INVESTORS

- ▶ **Dividend:** €0.60 per share<sup>(7)</sup>
- ▶ **Recognition for ESG<sup>(8)</sup>:**  
CDP Climate: **A**  
Ecovadis: **82/100, top 1%**  
MSCI ESG Ratings: **AA, top 10%**
- ▶ **Revenue:** €11.6 bn, +2.8% vs 2023
- ▶ **Operating margin:** +11.4% vs 2023
- ▶ **Free cash flow:** +8.3% vs 2023

#### SUPPLIERS

- ▶ **5,395 suppliers** (95% of purchasing expenditure) assessed as part of our sustainable purchasing program *Know Your Suppliers*

<sup>(5)</sup> Accident frequency rate with and without lost time.  
In number of accidents per million hours worked.

<sup>(6)</sup> Engineers and senior managers.

<sup>(7)</sup> Subject to approval at the Annual General Meeting on April 24, 2025.

<sup>(8)</sup> Environmental, social and governance criteria.



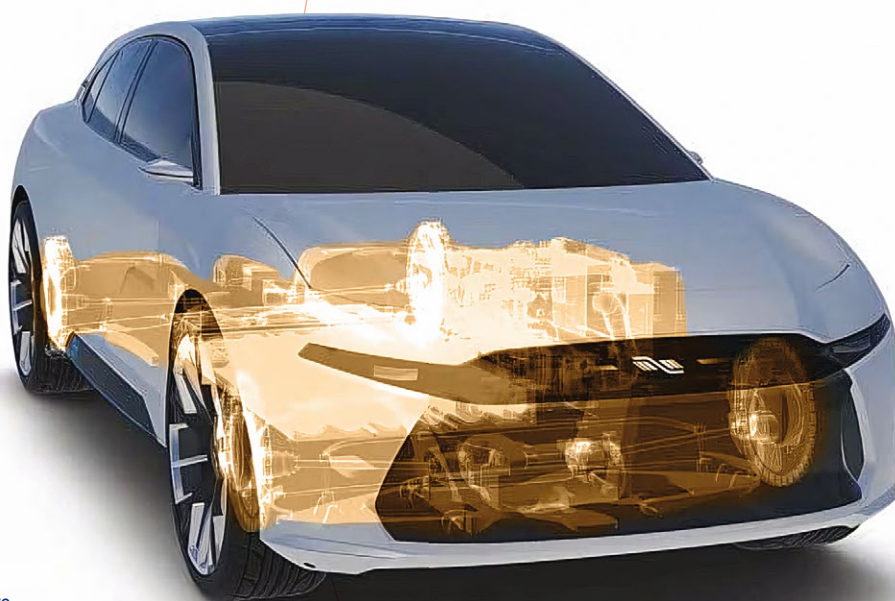
# OUR TECHNOLOGIES AND EXPERTISE FOR A NEW GENERATION OF MOBILITY

SOLUTIONS FOR ALL POWERTRAINS

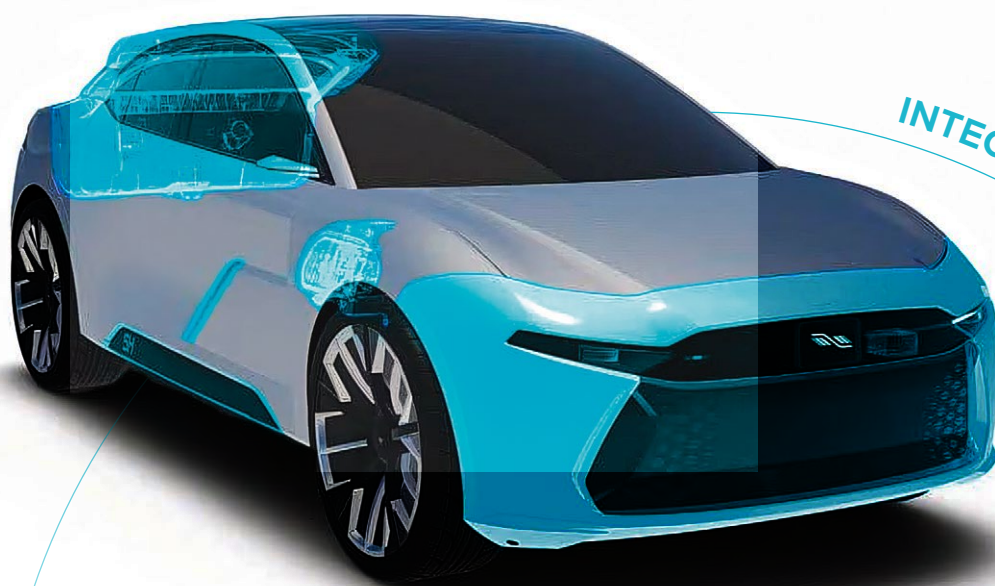
Fuel vessels and pollution  
control systems

High-pressure hydrogen tanks  
Fuel cells  
Integrated hydrogen systems

Battery systems  
and electrification solutions



Find out from  
Laurent Favre how  
OPmobility's innovative  
solutions are contributing  
to tomorrow's mobility.



## INTEGRATED EXTERIOR SOLUTIONS

### One4you

Exterior systems:  
bumpers, tailgates, spoilers,  
fender flares, rocker panels,  
door trims

Interior lighting  
Front and signal lighting  
Custom lighting  
Road surface light projection

Front-end modules  
Cockpit modules

**1** in **3**  
vehicles produced globally  
is equipped by OPmobility

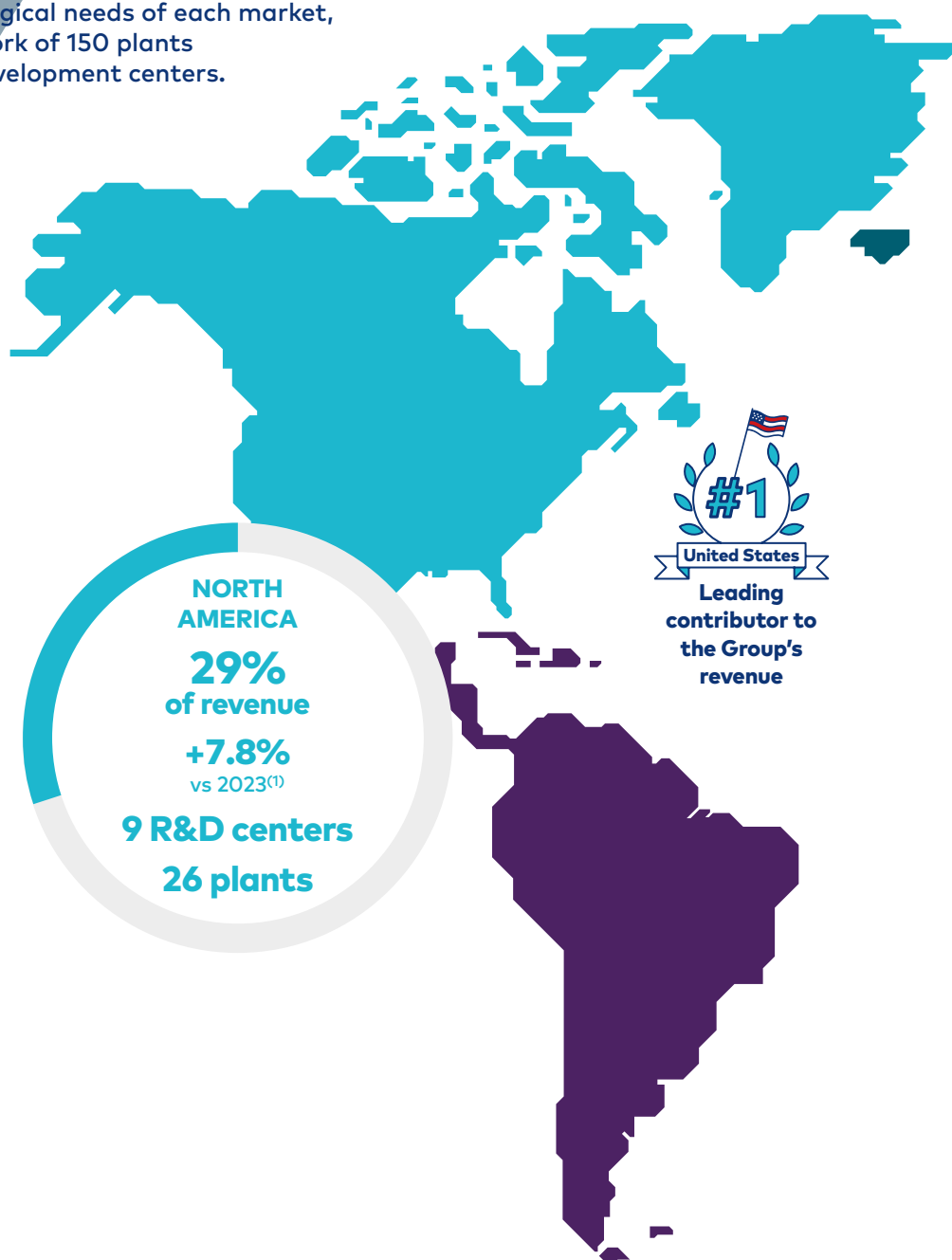
Source: S&P Global Mobility, Vehicle Production, published in January 2025 – [0-3.5 t PC + LCV].



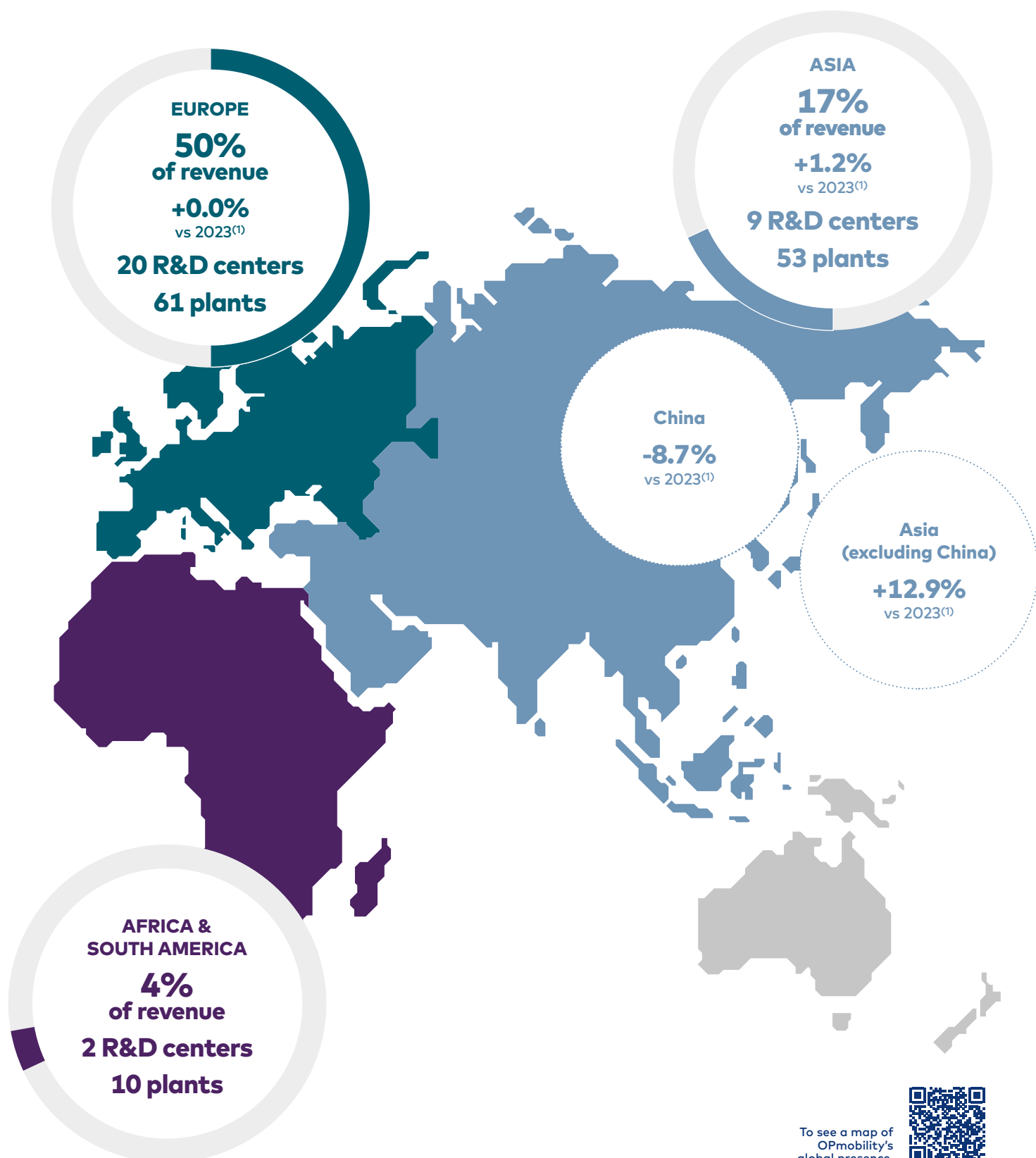


## OUR GLOBAL PRESENCE

OPmobility is a global group operating in 28 countries, at the heart of the world's major mobility markets. To support regional dynamics and meet the technological needs of each market, the Group has a network of 150 plants and 40 Research & Development centers.



(1) Constant scope and exchange rates



# DECARBONIZATION, ambitious objectives and a clear roadmap

Mobility produces more than 20% of global CO<sub>2</sub> emissions. OPmobility has a long-standing commitment to the proactive decarbonization of all its activities. Having set itself ambitious targets, the Group is continuing its efforts, balancing the challenges of transformation and the need to remain competitive, while involving all its stakeholders in this transition.

**OPmobility aims to be carbon neutral across its entire value chain by 2050.**

OUR  
OBJECTIVES

## SCOPES 1 & 2

Emissions from our operations and energy procurement

**NEUTRAL  
IN 2025**

(excluding Lighting acquisition)

## SCOPE 3

Upstream and downstream emissions

**–30%**

**IN 2030<sup>(1)</sup>**

(1) Vs 2019.

**Scopes 1, 2 & 3:  
COMMITTED  
TO NET ZERO  
IN 2050**

**Our objectives  
approved by**



SCIENCE  
BASED  
TARGETS

DRIVING AMBITIOUS CORPORATE CLIMATE ACTION

**and aligned with**

**BUSINESS  
AMBIITION FOR 1.5°C**

**Scopes 1 & 2 emissions**, which cover OPmobility's activities and for which the Group is directly responsible, account for approximately 1% of its CO<sub>2</sub> emissions. The objective? Reducing the use of fossil fuel energy with green energy and offsetting residual emissions. To do this, the Group's sites are working to improve their energy efficiency and produce renewable energy. Green energy supply contracts (PPAs<sup>(1)</sup>, VPPAs<sup>(2)</sup> and certificates) supplement our sites' decarbonized electricity requirements.

Residual emissions are offset by carbon credits from certified projects. The Group's sites are committed to optimizing their processes; when possible, a part of the gas system is converted to an electric system. Sites can use self-generated renewable energy (solar or wind turbines) or purchase renewable electricity under long-term energy supply agreements, including PPAs.



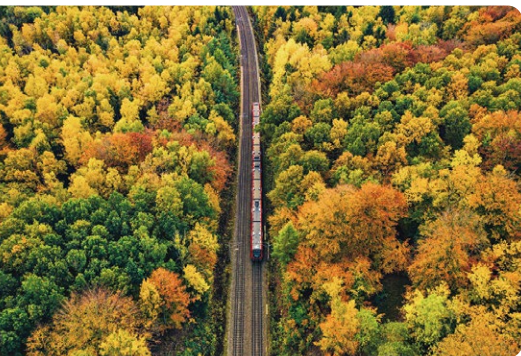
**22% improvement in  
energy efficiency vs 2019**



**35 OPmobility sites  
with solar panels  
or wind turbines**

(1) Power Purchase Agreement.

(2) Virtual Power Purchase Agreement.



**5,395** suppliers  
accounting for  
**95%** of  
OPmobility's revenue

**Scope 3** emissions comprise upstream and downstream activities: upstream activities, including suppliers and the logistics chain, account for 12% of OPmobility's CO<sub>2</sub> emissions. Downstream activities, which cover emissions during product use and end-of-life, account for 87% of emissions.

With regard to upstream activities, OPmobility has provided training for its suppliers on the issues around decarbonization and is committed to helping them decarbonize their activities.

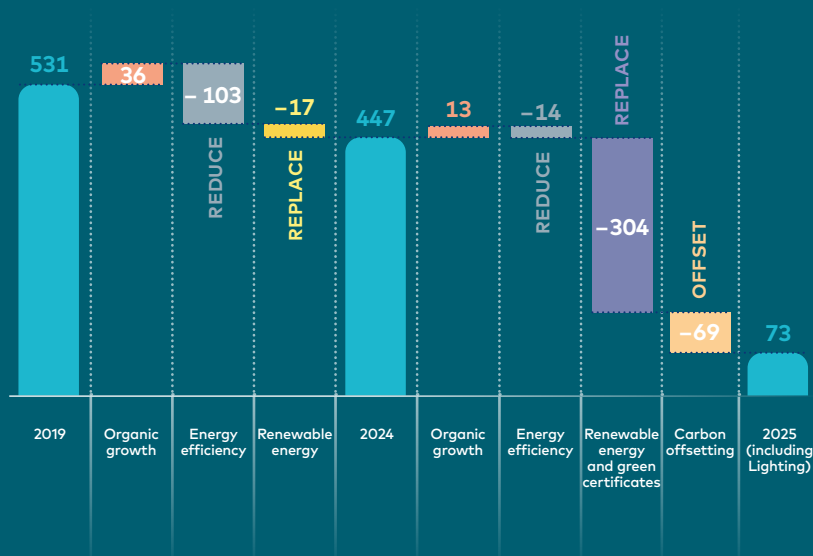
In 2024, 270 measures were identified to reduce the carbon footprint of the Group's suppliers. OPmobility's product strategy is to equip a growing number of low-carbon vehicles, which contributes to lower CO<sub>2</sub> emissions during their use. The Group's solutions for lighter, more aerodynamic and recyclable parts also contribute to the reduction of scope 3 emissions from downstream activities.

### Digitalization, certification, sharing best practices, innovation and circularity: the cornerstones of the Group's sustainable performance

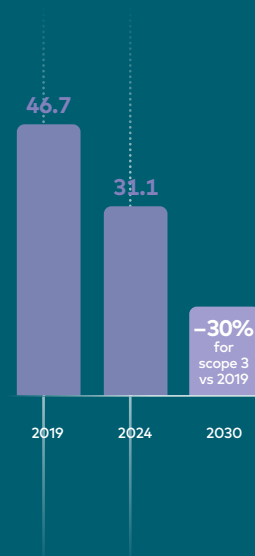
By implementing advanced digital solutions on its sites, OPmobility can accurately measure its energy consumption and constantly optimize performance. The Group is also actively working towards ISO 50001 certification which will ensure more efficient energy management and reduce the environmental impact of its plants.

Sharing best practices plays a vital role in the transformation's acceleration. By pooling skills, expertise and innovations and by promoting a collaborative approach, the Group is accelerating the implementation of efficient solutions for a more sustainable industry. The Group's committed approach is also reflected in the design of its products. Vehicle aerodynamics are directly influenced by the parts used, particularly bumpers and tailgates. OPmobility has also integrated the circular economy into its activities by exploring the reuse of automotive plastics from end-of-life vehicles.

### SCOPES 1 & 2 Roadmap implementation 2019-2025 — In ktCO<sub>2</sub>e



### SCOPE 3 Roadmap implementation 2019-2030 — In MtCO<sub>2</sub>e



# 3

## Corporate governance

**THE BOARD OF DIRECTORS** protects the interests of the Group, its shareholders and its stakeholders, while ensuring an ethical and transparent approach. It is made up of a balanced group of representatives of the Burelle family and independent directors: 16 members with complementary managerial, industrial and financial skills. It establishes OPmobility's strategic priorities and oversees their implementation, with the support of 3 specialized committees: the Audit Committee, the Appointments and CSR Committee and the Compensation Committee.



**LAURENT BURELLE**

Chairman of the Board of Directors of OPmobility SE  
Director since 1981



**LAURENT FAVRE**

Chief Executive Officer of OPmobility SE  
Director since 2020



**FÉLICIE BURELLE**

Managing Director of OPmobility SE  
Director since 2017



**GONZALVE BICH<sup>(1)</sup>**

Member of the Compensation Committee  
Director since 2023



**AMANDINE CHAFFOIS**

Member of the Compensation Committee  
Director representing Group employees since 2019



**ANNE-MARIE COUDERC**

Member of the Appointments and CSR Committee  
Member of the Compensation Committee  
Director since 2010



**VIRGINIE FAUVEL<sup>(1)</sup>**

Member of the Appointments and CSR Committee  
Director since 2023



**ALEXANDRE MÉRIEUX<sup>(1)</sup>**

Chairman of the Compensation Committee  
Director since 2018



**CÉCILE MOUTET**

Director since 2017

(1) Independent director.

### 3.1 Presentation of the Board of Directors of OPmobility SE as of December 31, 2024

**50%**  
women

Average age of  
**58**

**42%**  
independent  
directors



**MARTIN KRIVAN**  
*Director representing  
Group employees since  
June 20, 2024*



**VINCENT LABRUYÈRE**  
*Member of the Audit Committee  
Director since 2002*



**PAUL HENRY LEMARIÉ**  
*Chairman of the Board  
of Directors  
of Burelle Participations  
Director since 1987*



**LUCIE MAUREL AUBERT<sup>(1)</sup>**  
*Chairwoman of the Appointments  
and CSR Committee  
Member of the Audit Committee  
Director since 2015*



**ÉLISABETH OURLIAC<sup>(1)</sup>**  
*Chairwoman  
of the Audit Committee  
Director since 2022*



**JEAN BURELLE**  
*Non-voting board member  
since February 17, 2021  
Honorary Chairman of Burelle SA  
Honorary Chairman  
of OPmobility SE  
Director from 1970 to 2021*



**PROF. DR. BERND GOTTSCHALK**  
*Non-voting board member  
since July 24, 2023  
Director from 2009 to 2023*

# OUR RISKS MANAGEMENT

OPmobility operates in a constantly changing environment, in terms of industry, economics, politics and regulations. The Group reviews and assesses the risks which could affect its activities. To protect against these risks and limit their potential consequences, OPmobility implements stringent internal controls.

## Main risk factors

OPmobility's main risk factors are assessed on the basis of the probability of their occurrence and the estimated extent of their impact.

RISK CATEGORIES	Risk factors	Importance	Extra-financial risk
OPERATIONAL RISKS	Automotive programs	●●●	
	Quality of products and services sold	●●●	✓
	Shortage of raw materials or components	●●●	✓
	Health, safety and environment	●●	✓
	IT	●●	
STRATEGIC RISKS	Impact of climate change on the business model	●●●	✓
	Innovation	●●●	✓
	Acquisitions	●●●	
CREDIT AND/OR COUNTERPARTY RISKS	Customers	●●●	
	Suppliers	●●	✓
MARKET RISKS	Inflation	●●	
LEGAL RISKS	Business ethics	●●	✓
	Intellectual property	●●	

●●● High    ●● Moderate    ● Low




## Control activity

To ensure responsibility and independent judgment, OPmobility has a three-level structure which oversees its operations and risk management processes: Operational Departments, General Functions and Internal Audit.



## 3.2 Brief presentation of the Board of Directors as of December 31, 2024

									Study committees		
First and last name		Age	Male/ Female	Nationality	No. of offices and positions in listed companies <sup>(1)</sup>	Date of initial appointment	End of current term	Board seniority in terms of time in office	Audit	Appointments and CSR	Compensation
Chairman of the Board of Directors											
	Laurent Burelle	75	M		1	06/18/1981	2027	43			
Senior Executives											
	Laurent Favre	53	M		1	01/01/2020	2027	5			
	Félicie Burelle	45	F		2	04/27/2017	2026	7			
Independent directors <sup>(2)</sup>											
	Gonzalve Bich	45	M		1	12/06/2023	2027	1			•
	Virginie Fauvel	50	F		1	04/26/2023	2026	2		•	
	Lucie Maurel Aubert	62	F		0	12/15/2015	2027	9	•	★	
	Alexandre Mérieux	50	M		1	04/26/2018	2027	6			★
	Élisabeth Ourliac	65	F		0	12/07/2022	2025	2	★		
Non-independent directors											
	Anne-Marie Couderc	74	F		1	07/20/2010	2027	14		•	•
	Vincent Labruyère	74	M		0	05/16/2002	2026	22	•		
	Paul Henry Lemarié	77	M		1	06/26/1987	2027	37			
	Cécile Moutet	51	F		0	04/27/2017	2026	7			
Directors representing employees											
	Amandine Chaffois	44	F		0	07/04/2019	2025	5			•
	Martin Krivan	42	M		0	06/20/2024	2025	0.5			
Censors and Honorary Chairman											
	Jean Burelle, Censor and Honorary Chairman	85	M		1	02/17/2021	2027	4			
	Prof. Dr. Bernd Gottschalk, Censor	81	M		0	07/24/2023	2027	1			

(1) Number of offices, excluding OPmobility SE, held in listed companies.

(2) Independence within the meaning of the AFEP-MEDEF Code criteria

• Member of the Committee ★ Chairman of the Committee

### 3.3 Diversity and complementarity of the skills represented by the Board of Directors

The table below summarizes the diversity and complementarity of the skills brought to the Board.

	Senior Executives	Digital, Innovation, New technologies	Industry sector	International profile	CSR	Finance, Audit	Automotive sector	Human Resources	Knowledge of the Group
Laurent Burelle	✓		✓	✓	✓	✓	✓	✓	
Laurent Favre	✓		✓	✓			✓	✓	✓
Félicie Burelle	✓	✓	✓	✓		✓	✓	✓	
Gonzalve Bich	✓	✓	✓	✓		✓		✓	
Anne-Marie Couderc	✓		✓		✓			✓	
Virginie Fauvel	✓	✓			✓	✓			
Vincent Labruyère	✓	✓		✓		✓			✓
Paul Henry Lemarié	✓		✓			✓	✓		✓
Lucie Maurel Aubert	✓				✓	✓			
Alexandre Mérieux	✓	✓	✓	✓	✓			✓	
Cécile Moutet				✓					✓
Élisabeth Ourliac			✓	✓		✓			
Amandine Chaffois			✓		✓		✓		✓
Martin Krivan <sup>(1)</sup>			✓	✓			✓		✓
Ireneusz Karolak <sup>(2)</sup>			✓				✓		✓
	67%	33%	73%	60%	40%	53%	47%	40%	47%

(1) Director representing employees since June 20, 2024

(2) Director representing employees until June 20, 2024

### 3.4 Independence of directors at December 31, 2024 with regard to the AFEP-MEDEF Code independence criteria

	Employee/ director in the previous five years	Cross -directorships	Significant business relations	Family ties	Statutory Auditor	Term of office over 12 years	Status of non -executive corporate officer	Status of major shareholder
<b>Independent directors</b>								
Gonzalve Bich	✓	✓	✓	✓	✓	✓ (1 year)	✓	✓
Virginie Fauvel	✓	✓	✓	✓	✓	✓ (2 years)	✓	✓
Lucie Maurel Aubert	✓	✓	✓	✓	✓	✓ (9 years)	✓	✓
Alexandre Mérieux	✓	✓	✓	✓	✓	✓ (6 years)	✓	✓
Élisabeth Ourliac	✓	✓	✓	✓	✓	✓ (2 years)	✓	✓
<b>Non-independent directors</b>								
Laurent Burelle	✗	✗	✓	✗	✓	✗ (43 years)	✗	✓
Félicie Burelle	✗	✗	✓	✗	✓	✓ (7 years)	✓	✓
Anne-Marie Couderc	✓	✓	✓	✓	✓	✗ (14 years)	✓	✓
Laurent Favre	✗	✓	✓	✓	✓	✓ (5 years)	✓	✓
Vincent Labruyère	✓	✓	✓	✓	✓	✗ (22 years)	✓	✓
Paul Henry Lemarié	✗	✓	✓	✗	✓	✗ (37 years)	✓	✓
Cécile Moutet	✓	✓	✓	✗	✓	✓ (7 years)	✓	✓
<b>Employee directors</b>								
Amandine Chaffois	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Martin Krivan	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

✓ Criterion for independence met. ✗ Criterion for independence not met.

As of December 31, 2024, five directors out of twelve (excluding directors representing employees) were considered independent:

- Mr. Gonzalve Bich
- Ms. Virginie Fauvel
- Ms. Lucie Maurel Aubert
- Mr. Alexandre Mérieux
- Ms. Élisabeth Ourliac

This gives 42% independent directors, in accordance with the provisions of the AFEP-MEDEF Code recommending, for controlled listed companies, a minimum of one-third independent directors, the number of directors representing employees not being included in establishing the percentage of independent directors.

### 3.5 Terms of office and duties of the Board members and Censors in financial year ending December 31, 2024



#### Laurent Burelle

Chairman of the Board of Directors of OPmobility SE and Chairman and Chief Executive Officer of Burelle SA

#### BIOGRAPHY

Laurent Burelle is a graduate of the Federal Institute of Technology (ETH) in Zurich, and holds a Master of Science Degree in Chemical Engineering from the Massachusetts Institute of Technology (MIT).

He began his career with the Plastic Omnium Group, now named OPmobility, as a production engineer and assistant to the director of the Langres plant.

In 1977, he was appointed Chief Executive Officer of Plastic Omnium SA in Valencia (Spain). He was Director of the Environment Division from 1981 to 1988 before becoming Vice-Chairman and Chief Executive Officer of Compagnie Plastic Omnium, since renamed OPmobility SE, in 1988, and then Chairman and CEO in 2001, a position he held until December 31, 2019. On this date, the functions of Chairman of the Board of Directors and Chief Executive Officer were separated. Laurent Burelle has been Chairman of the Board of Directors of OPmobility SE since January 1, 2020, and Chairman and CEO of Burelle SA since January 1, 2019.

Laurent Burelle has been Chairman of AFEP (Association Française des Entreprises Privées) from May 2017 to July 2023. Laurent Burelle is also a director-founder of the Jacques Chirac Foundation.

Laurent Burelle is a *Grand Officier de l'Ordre National du Mérite* and *Commandeur de la Légion d'Honneur*.

**Nationality:** French

**Business address:**  
OPmobility  
1, allée Pierre Burelle  
92300 Levallois-Perret

**First appointment:**  
06/18/1981

**End of current term:**  
2027

**Shares held at 12/31/2024:**  
609,142

Companies	Positions and offices held	Listed company	OPmobility Group company/Burelle SA Group company
<b>FRENCH COMPANIES AND ASSOCIATIONS</b>			
Burelle SA	Chairman and CEO	●	●
Sofiparc	Chairman and CEO		●
Sofiparc Hotels	Chairman		●
Burelle Participations	Director		●
Jacques Chirac Foundation (association)	Director – Founder		
<b>INTERNATIONAL COMPANIES</b>			
Plastic Omnium Holding (Shanghai) Co. Ltd (China)	Director		●
Sogec 2 (Belgium)	Managing Director		
Compagnie Financière de la Cascade SA (Belgium)	Chairman of the Board of Directors Managing Director		
<b>Skills related to OPmobility SE's strategy and development objectives</b>			
<ul style="list-style-type: none"> <li>• Knowledge of the OPmobility Group</li> <li>• Experience of the Senior Executives</li> </ul>		<ul style="list-style-type: none"> <li>• Knowledge of the automotive industry</li> <li>• International profile</li> </ul>	<ul style="list-style-type: none"> <li>• Financial expertise</li> <li>• Industrial expertise</li> <li>• ESG expertise, of which Governance</li> </ul>



## Laurent Favre

Chief Executive Officer of OPmobility SE

### BIOGRAPHY

Laurent Favre has an engineering degree from the *École Supérieure des Techniques Aéronautiques et de Construction Automobile* (ESTACA). He began his career in the automotive industry in Germany.

For more than twenty years, he has held various positions of responsibility with leading German automotive equipment suppliers such as ThyssenKrupp (steering systems), ZF (gearboxes and steering columns) and Benteler (structural components), where he was Chief Executive Officer of the Automotive Division.

Laurent Favre has been Chief Executive Officer of OPmobility SE since January 2020. He has also been Chairman of the Franco-German Economic Club since September 2023.

**Nationality:** French

**Business address:**

OPmobility  
1, allée Pierre Burelle  
92300 Levallois-Perret

**First appointment:**

01/10/2020

**End of current term:**

2027

**Shares held at 12/31/2024:**

17,831

Companies	Positions and offices held	Listed company	OPmobility Group company/Burelle SA Group company
<b>FRENCH COMPANIES AND ASSOCIATIONS</b>			
OPmobility Exterior Holding	Chairman and CEO		●
OPmobility C-Power Holding	Chairman		●
Plastic Omnium Finance	Manager		●
OPmobility Lighting Holding	Chairman and Chairman of the Supervisory Committee		●
Plastic Omnium Software House	Chairman and Chairman of the Supervisory Committee		●
Imerys	Independent director	●	
Franco-German Economic Club (association)	Chairman		
<b>INTERNATIONAL COMPANIES</b>			
Plastic Omnium GmbH <sup>(1)</sup> (Germany)	Manager		●
Plastic Omnium New Energies (Belgium)	Director		●
Yanfeng Plastic Omnium Automotive Exterior Systems Co. Ltd (China)	Director		●
Plastic Omnium Holding (Shanghai) Co. Ltd (China)	Chairman of the Board of Directors		●
OPmobility Holding USA Inc. (USA)	Chairman		●
<b>Skills related to OPmobility SE's strategy and development objectives</b>			
<ul style="list-style-type: none"> <li>• Knowledge of the OPmobility Group</li> <li>• Experience of the Senior Executives</li> <li>• Financial expertise</li> <li>• Knowledge of the automotive industry</li> <li>• HR: Labor relations</li> </ul>			

(1) Company name change in January 2025: OPmobility Holding Germany GmbH





## Félicie Burelle

### Managing Director of OPmobility SE

#### BIOGRAPHY

Félicie Burelle graduated from the ESCE Business School and holds a graduate degree in Business-Finance from South Bank University of London and an MBA from the *Instituto de Empresa* (IE) Business School of Madrid.

After beginning her career in 2001 within the Plastic Omnium Group, since renamed OPmobility, as Accounting Manager of a subsidiary of the Auto Exteriors Division in Spain (Madrid), Félicie Burelle joined the Mergers & Acquisitions Department of Ernst & Young Transaction Services in 2005. In 2010, she rejoined Compagnie Plastic Omnium, since renamed OPmobility SE, and took over the Strategic Planning and Commercial Coordination Department of the Auto Exteriors Division. She also became member of the Executive Committee of this Division.

Félicie Burelle has been a member of the Burelle SA Board of Directors since 2013.

In 2015, she was appointed Strategy and Development Director of OPmobility SE and has been member of the Executive Committee since then.

Appointed Chief Operating Officer of OPmobility SE on January 1, 2018, Félicie Burelle has been Managing Director since January 1, 2020.

Félicie Burelle is a *Chevalier de la Légion d'Honneur*.

**Nationality:** French

**Business address:**  
OPmobility  
1, allée Pierre Burelle  
92300 Levallois-Perret

**First appointment:**  
04/27/2017

**End of current term:**  
2026

**Shares held at 12/31/2024:**  
20,127

Companies	Positions and offices held	Listed company	OPmobility Group company/Burelle SA Group company
<b>FRENCH COMPANIES</b>			
Burelle SA	Director	●	●
Burelle Participations	Director		●
OPmobility Exterior Holding	Director		●
CIC Lyonnaise de Banque	Director		
Plastic Omnium Software House	Member of the Supervisory Committee		●
Bouygues S.A.	Director	●	
<b>INTERNATIONAL COMPANIES</b>			
Compagnie Financière de la Cascade SA (Belgium)	Director		
Plastic Omnium New Energies (Belgium)	Director		●
PLASTIC OMNIUM HOLDING (Shanghai) Co. Ltd (China)	Vice-Chairwoman of the Board of Directors (since April 2024)		●
<b>Skills related to OPmobility SE's strategy and development objectives</b>			
<ul style="list-style-type: none"> <li>• Experience of the Senior Executives</li> <li>• Knowledge of the OPmobility Group</li> <li>• Knowledge of the automotive industry</li> <li>• Financial expertise</li> <li>• CSR expertise</li> <li>• Digital/New technologies</li> </ul>			



## Gonzalve Bich

### Chief Executive Officer of Bic Group

#### BIOGRAPHY

Gonzalve Bich is a graduate of Harvard University, where he obtained a Bachelor of Arts in History in 2001.

He began his career in management consulting at Deloitte, then joined the BIC group in 2003. Over the next fifteen years, he held regional and international positions in Human Resources, Marketing, Innovation and Business Operations. In 2018, he was appointed Chief Executive Officer of BIC SA.

Gonzalve Bich was also, until March 2024, Chairman of Enactus, a platform that aims to inspire tomorrow's leaders to use innovation and business organization to create a better and more sustainable world.

Gonzalve Bich sits on the international advisory board of EDHEC, a French business school.

#### Nationalities:

American & French

#### Business address:

Société BIC  
12 boulevard Victor Hugo  
92110 Clichy

#### First appointment:

12/06/2023

#### End of current term:

2027

#### Shares held at 12/31/2024:

900

Companies and associations	Positions and offices held	Listed company	OPmobility Group company/Burelle SA Group company
<b>FRENCH COMPANIES</b>			
BIC SA	Chief Executive Officer and Director	●	
BIC International Development SAS	Chairman		
EDHEC Business School	Director (International Advisory Board)		
<b>FOREIGN COMPANIES AND ASSOCIATIONS</b>			
Cello Writing Instruments & Containers Pvt Ltd (India)	Director		
Cello Pens Pvt Ltd (India)	Director		
Pentek Pens & Stationery Pvt Ltd (India)	Director		
BIC - Cello Exports Pvt Ltd (India)	Director		
BIC UK Ltd (Great Britain)	Director		
Weber LLC (USA)	Director		
BIC International Co. (USA)	Chairman Chief Operating Officer and Director		
Stewardship Foundation (USA)	Director		
Enactus Global (USA)	Chairman of the Board and Director (until March 2024)		
<b>Skills related to OPmobility SE's strategy and development objectives</b>			
<ul style="list-style-type: none"> <li>General management experience</li> <li>Human Resources/Labor relations</li> </ul>		<ul style="list-style-type: none"> <li>Financial expertise</li> <li>International experience</li> </ul>	<ul style="list-style-type: none"> <li>Digital/New technologies</li> <li>Industrial knowledge</li> </ul>



## Anne-Marie Couderc

### Chairwoman of the Board of Directors of Air France KLM

#### BIOGRAPHY

After starting her professional career in 1973 as an attorney in Paris, Anne-Marie Couderc joined the Hachette Group in 1982 as Deputy Corporate Secretary. She then became the Group's Deputy Chief Executive Officer in 1993.

A Paris city councilor, then Deputy Mayor and member of Parliament for Paris, she was appointed Secretary of State for Employment in the office of the Prime Minister in 1995, then Minister attached to the Ministry of Labor and Social Affairs with responsibility for employment until 1997.

At the end of 1997, Anne-Marie Couderc was appointed Chief Executive Officer of Hachette Filipacchi Associés and, from 2006 to 2010, General Secretary of Lagardère Active (press and audiovisual activities). From 2011 to 2017, she was Chairwoman of the Presstalis group (press distribution business).

Anne-Marie Couderc has been Chairwoman of the Board of Directors of Air France-KLM since 2018.

Anne-Marie Couderc is an *Officier de la Légion d'Honneur* and an *Officier de l'Ordre national du Mérite*.

**Nationality:** French

**Business address:**  
Air France KLM  
7 rue du Cirque  
75008 Paris

**First appointment:**  
07/20/2010

**End of current term:**  
2027

**Shares held at 12/31/2024:**  
1,350

Companies	Positions and offices held	Listed company	OPmobility Group company/Burelle SA Group company
<b>FRENCH COMPANIES AND FOUNDATIONS</b>			
Air France KLM	Chairwoman of the Board of Directors	●	
Air France	Chairwoman of the Board of Directors		
Transdev	Director Member of the Audit Committee Member of the CSR Committee		
Ramsay – Générale de Santé	Director Chairwoman of the Compensation Committee Member of the Audit and Risk Committee		
C.E.S.E	Member		
Veolia Foundation	Director		
<b>Skills related to OPmobility SE's strategy and development objectives</b>			
<ul style="list-style-type: none"> <li>• Experience of the Senior Executives</li> <li>• Industry knowledge</li> </ul>		<ul style="list-style-type: none"> <li>• CSR expertise</li> <li>• Human Resources/Labor relations</li> </ul>	



## Virginie Fauvel

Chairwoman and Chief Executive Officer of the Harvest Group

### BIOGRAPHY

An engineer by training, a graduate of the *École des Mines de Nancy*, Virginie Fauvel began her career at Cetelem in 1997, where she worked in risk forecasting. There, she discovered the world of digital technology and its ability to change industry and the economy.

In 2008, Virginie Fauvel took over management of online banking and created Hellobank!.

In 2013, she joined Allianz as a member of the Management Committee, where she led a digital transformation, before joining the Management Board of Euler Hermes in 2018.

In 2020, she became CEO of Harvest, TechForFin specializing in wealth management, and thus succeeded the founders of this digital sector company.

**Nationality:** French

**Business address:**

Harvest  
5 rue de la Baume  
75008 Paris

**First appointment:**

04/26/2023

**End of current term:**

2026

**Shares held at 12/31/2024:**

900

Companies	Positions and offices held	Listed company	OPmobility Group company/Burelle SA Group company
<b>FRENCH COMPANIES</b>			
Harvest SAS	Chairwoman and CEO		
Pernod Ricard	Director Member of the Strategy Committee	●	
CERES	Chairwoman and CEO		
Medef	Co-Chairwoman of the Innovation and Digital Commission		
Numeum	Director		
Les Transformers	Vice-Chairwoman		
<b>Skills related to OPmobility SE's strategy and development objectives</b>			
<ul style="list-style-type: none"> <li>• Experience of the Senior Executives</li> <li>• Digital/New technologies</li> </ul>		<ul style="list-style-type: none"> <li>• Financial expertise</li> <li>• Industrial expertise/Research and innovation</li> <li>• CSR expertise</li> </ul>	



Vincent Labruyère  
Chairman of the Labruyère Group

**BIOGRAPHY**

An engineering graduate of ETH Zurich (Swiss Federal Institute of Technology), Vincent Labruyère started his professional career in 1976 with Établissements Bergeaud Mâcon, a subsidiary of Rexnord Inc. USA, manufacturer of equipment for the preparation of materials.

In 1981, he became head of Imprimerie Perroux, a printer of checkbooks and bank forms, which he diversified in 1985 by creating DCP Technologies, a subsidiary specializing in credit card manufacture and encoding.

In 1989, he founded the SPEOS Group, specialized in desktop publishing and electronic archiving of management documents and the manufacture of means of payment, which he sold to the Belgian Post Office in 2001.

Vincent Labruyère then became Chief Executive Officer and later Chairman of the Management Board, and subsequently Chairman of the Supervisory Board of the Labruyère Group, a family-owned company operating vineyards in France and the United States, which also operates in commercial real estate, hotels and growth capital in France and abroad.

**Nationality:** French  
**Business address:**  
Groupe Labruyère  
70, avenue Édouard-Herriot  
71009 Mâcon  
**First appointment:**  
05/16/2002  
**End of current term:**  
2026  
**Shares held at 12/31/2024:**  
12,932

Companies	Positions and offices held	Listed company	OPmobility Group company/Burelle SA Group company
FRENCH COMPANIES			
Groupe Labruyère	Chairman of the Supervisory Board		
Société Financière du Centre	Chairman		
SC Domaine Jacques Prieur Meursault	Manager		
Skills related to OPmobility SE's strategy and development objectives			
<div><div><ul style="list-style-type: none"><li>• Knowledge of the OPmobility Group</li><li>• Experience of the Senior Executives</li><li>• Digital/New technologies</li></ul></div><div><ul style="list-style-type: none"><li>• Financial expertise</li><li>• Industrial expertise/Research and innovation</li></ul></div><div><ul style="list-style-type: none"><li>• International profile</li></ul></div></div>			



## Paul Henry Lemarié

### Chairman of the Board of Directors of Burelle Participations

#### BIOGRAPHY

Paul Henry Lemarié holds a doctorate in physics from University of Paris-Orsay and a post-graduate degree (*Diplôme d'Études Approfondies* [DEA]) in Management and Finance from University of Paris-Dauphine.

After completing a doctorate in physics at CEA, he began his career in the Finance Department of Paribas bank in 1973. He then joined Sofresid, an engineering group (steel, mining, offshore), before moving to the Plastic Omnium Group in 1980 as Head of the 3P (Performance Plastics Products) Division. In 1985, he became Chairman of the Automotive Division. In 1987, he was appointed Chief Operating Officer of Compagnie Plastic Omnium SE, then Chief Executive Officer in 1988 and Managing Director from 2001 to December 31, 2019. He was appointed Chief Executive Officer of Burelle SA in April 1989, then Managing Director from 2011 until December 31, 2020.

Paul Henry Lemarié was Chairman and Chief Executive Officer of Burelle Participations from July 2021 to December 31, 2023, then became Chairman of the Board of Directors on January 1, 2024.

**Nationality:** French

**Business address:**  
Burelle Participations  
42, rue Paul-Vaillant  
Couturier 92300  
Levallois-Perret

**First appointment:**  
06/26/1987

**End of current term:**  
2027

**Shares held at 12/31/2024:**  
315,900

Companies	Positions and offices held	Listed company	OPmobility Group company/Burelle SA Group company
<b>FRENCH COMPANIES</b>			
Burelle Participations	Chairman of the Board of Directors		●
Burelle SA	Director	●	●
Sofiparc	Director		●
<b>INTERNATIONAL COMPANY</b>			
Garamond (Belgium)	Director		
<b>Skills related to OPmobility SE's strategy and development objectives</b>			
<ul style="list-style-type: none"> <li>• Knowledge of the OPmobility Group</li> <li>• Experience of the Senior Executives</li> </ul>		<ul style="list-style-type: none"> <li>• Knowledge of the automotive industry</li> <li>• Financial expertise</li> </ul>	





Lucie Maurel Aubert

Chairwoman of the Board of Directors of Rothschild Martin Maurel/Vice-Chairwoman of the Supervisory Board of Rothschild & Co

BIOGRAPHY

After starting her professional career in 1985 as a business attorney in the law firm Gide Loyrette Nouel, Lucie Maurel Aubert joined, in 2002, the family bank Martin Maurel, of which she has been a director since 1999.

In 2007, Lucie Maurel Aubert was appointed Managing Director of Compagnie Financière Martin Maurel, followed by Vice-Chairwoman and Managing Director in 2011. In 2013, she was appointed Chief Executive Officer of Banque Martin Maurel.

Since 2020, Lucie Maurel Aubert has been Vice-Chairwoman of the Supervisory Board of Rothschild & Co and Chairwoman of the CSR Committee.

Since 2023, Lucie Maurel Aubert has been Chairwoman of the Board of Directors of Rothschild Martin Maurel.

Lucie Maurel Aubert is a *Chevalier de la Légion d'Honneur* and *Officier de l'Ordre National du Mérite*.

**Nationality:** French  
**Business address:**  
Rothschild Martin Maurel  
29, avenue de Messine  
75008 Paris  
**First appointment:**  
12/15/2015  
**End of current term:**  
2027  
**Shares held at 12/31/2024:**  
910

Companies	Positions and offices held	Listed company	OPmobility Group company/Burelle SA Group company
FRENCH COMPANIES AND ASSOCIATIONS			
Rothschild Martin Maurel	Chairwoman of the Board of Directors		
Rothschild & Co	Vice-Chairwoman of the Supervisory Board		
Association Française des Banques	Vice-Chairwoman		
SNEF	Director		
Robertet	Director		
Foundation for the Festival of Aix en Provence - Academy of Fine Arts	Member of the Board of Directors		
Skills related to OPmobility SE's strategy and development objectives			
<ul style="list-style-type: none"><li>• Experience of the Senior Executives</li><li>• CSR expertise</li></ul>		<ul style="list-style-type: none"><li>• Financial expertise</li></ul>	



## Alexandre Mérieux

Executive Chairman of bioMérieux

### BIOGRAPHY

Alexandre Mérieux graduated from the University of Lyon-I with a degree in biology and from HEC Montreal Business School.

From 1999 to 2004, Alexandre Mérieux was responsible for marketing in the United States and Europe at Silliker Group Corporation, then Director of Marketing and Business Unit Head.

He has held various operational positions within bioMérieux. Managing Director in 2014 after having headed the Industrial Microbiology unit between 2005 and 2011, and then the Microbiology unit between 2011 and 2014.

He was Chairman and Chief Executive Officer of bioMérieux from December 2017 to 2023. On July 1, 2023, he passed on the General Management of bioMérieux and remained Executive Chairman of the company.

Alexandre Mérieux is also Vice-Chairman of the Institut Mérieux and Chairman of Mérieux Développement. He also chairs the Board of Directors at Mérieux NutriSciences.

**Nationality:** French

**Business address:**  
bioMérieux  
376, chemin de l'Orme  
69280 Marcy l'Étoile

**First appointment:**  
04/26/2018

**End of current term:**  
2027

**Shares held at 12/31/2024:**  
1,000

Companies	Positions and offices held	Listed company	OPmobility Group company/Burelle SA Group company
<b>FRENCH COMPANIES AND FOUNDATIONS</b>			
bioMérieux SA	Executive Chairman and Director	●	
Institut Mérieux	Vice-Chairman, Managing Director and director		
Finance Senior Mendel SAS	Representative of Mérieux Participation 2, director		
Christophe et Rodolphe Mérieux Foundation	Director		
Mérieux Foundation	Director		
Mérieux Développement SAS	Chairman		
Mérieux Equity Partners	Chairman		
Compagnie Mérieux Alliance	Chief Executive Officer		
SCI ACCRA	Manager		
Jacques Chirac Foundation	Director		
<b>INTERNATIONAL COMPANY</b>			
Mérieux NutriSciences Corporation (USA)	Chairman		
<b>Skills related to OPmobility SE's strategy and development objectives</b>			
<ul style="list-style-type: none"> <li>• Experience of the Senior Executives</li> <li>• Digital/New technologies</li> <li>• CSR expertise</li> <li>• Human Resources/Labor relations</li> <li>• Industrial expertise</li> <li>• International profile</li> </ul>			



**Cécile Moutet**  
Director of OPmobility SE

**BIOGRAPHY**

Cécile Moutet has a Specialized Master's degree in Market Research and Marketing Management from NEOMA Business School (formerly ESC Rouen) and from the Institut Européen des Affaires.

She started her career as a communication consultant in the IRMA Communication agency, where she assumed the responsibility of the Client Division, designed press relations campaigns of various groups and organized public relations events.

Between 2006 and 2008, Cécile Moutet was self-employed in Spain as a communications consultant.

In 2009 and 2010, Cécile Moutet worked at IRMA Communication (which became Cap & Cime PR in 2010) and coordinated various consulting assignments.

**Nationality:** French  
**Business address:**  
OPmobility  
1, allée Pierre Burelle  
92300 Levallois-Perret  
**First appointment:** 04/27/2015  
**End of current term:**  
2026  
**Shares held at 12/31/2024:** 8,160

Companies	Positions and offices held	Listed company	OPmobility Group company/ Burelle SA Group company
INTERNATIONAL COMPANY			
Financière Protea SA (Belgium)	Director		
Skills related to OPmobility SE's strategy and development objectives			
<ul style="list-style-type: none"><li>• Knowledge of the OPmobility Group</li><li>• International profile</li></ul>		<ul style="list-style-type: none"><li>• Industrial knowledge</li></ul>	



## Élisabeth Ourliac

Chairwoman of Toulouse School of Management

### BIOGRAPHY

Élisabeth Ourliac is a graduate of the *Grande Ecole* Program of Toulouse Business School, has a law degree from the University of Toulouse and holds a diploma from the Franco-German Chamber of Commerce and the Executive Program from Stanford University School of Business.

Élisabeth Ourliac started her career in an audit firm, and then joined Airbus in 1983. After holding several positions of responsibility within the Finance Department, she became Director of Audit in 2000 and then Director of Audit and Risk Management until 2007. In 2008, Élisabeth Ourliac became Director of Commercial Aircraft Business Strategy, where she participated in the establishment of the Airbus final assembly plant on the American continent. From 2016 to 2022, Élisabeth Ourliac has been Vice-President Strategy at Airbus.

Élisabeth Ourliac is also Chairwoman of the Board of Directors of the Toulouse School of Management and a member of the Board of Directors of the International Women Forum.

Élisabeth Ourliac is a *Chevalier de la Légion d'Honneur* and an *Officier de l'Ordre National du Mérite*.

**Nationality:** French

**Business address:**  
Toulouse School  
of Management  
2 rue du Doyen Gabriel  
Marty  
31042 Toulouse Cedex 9

**First appointment:**  
12/07/2022

**End of current term:**  
2025

**Shares held at 12/31/2024:**  
900

Companies	Positions and offices held	Listed company	Group company OPmobility/Burelle SA
<b>FRENCH COMPANIES</b>			
Toulouse School of Management	Chairwoman of the Board of Directors		
EO Advisory	Chairwoman		
<b>INTERNATIONAL COMPANIES</b>			
International Women Forum (USA)	Vice Chairwoman of the Board of Directors and Director		
<b>Skills related to OPmobility SE's strategy and development objectives</b>			
<ul style="list-style-type: none"> <li>Expertise of the Senior Executives</li> <li>Financial expertise / Audit</li> </ul>		<ul style="list-style-type: none"> <li>Industrial knowledge</li> <li>International profile</li> </ul>	



**Nationality:** French

**Business address:**  
OPmobility  
1, allée Pierre Burelle  
92300 Levallois-Perret

**First appointment:**  
07/04/2019

**End of current term:**  
2025

## Amandine Chaffois

Director representing the employees of OPmobility SE

### BIOGRAPHY

Amandine Chaffois is a graduate engineer from the Institut National des Sciences Appliquées in Lyon and holds a Diploma of Higher Specialized Studies in Purchasing from the Institut d'Administration des Entreprises de Lyon, from which she graduated at the top of her class.

She joined the Plastic Omnium Group in 2004 as part of her end-of-studies internship in the Exterior Systems segment in the Plastic Omnium Industries activity. She then held various positions in the purchasing departments in France, Brazil and the United States.

Appointed Director of Launches for Europe in September 2018, then Innovation Director for the Exterior Systems segment, Amandine Chaffois has been Group VP Environmental Sustainability since 2021.

Amandine Chaffois has been appointed Group VP OP'nsoft on March 1, 2024.

The term of office of Amandine Chaffois as employee director of OPmobility SE was renewed for a further three years by the France Group Works Council on July 6, 2022.

### Skills related to OPmobility SE's strategy and development objectives

- Knowledge of the OPmobility Group
- Knowledge of the automotive industry
- International profile
- CSR expertise



**Nationality:** Slovakian

**Business address:**  
OPmobility  
Lozorno 995,  
SK-900 55 Lozorno, Slovakia

**First appointment:**  
06/20/2024

**End of current term:**  
2025

## Martin Krivan

Director representing the employees of OPmobility SE

### BIOGRAPHY

Martin Krivan is a graduate engineer of the University of Matěj Bel in Slovakia and holds a Master's degree in International Industrial Project Management from the École Nationale des Arts et Métiers in Cluny, France.

His studies in France led him to integrate French companies with international activities, first within the Dirickx Group, where he was in charge of production performance projects and the restructuring of the administration of the sites located in France, Slovakia and the Czech Republic. He then became Purchasing Manager for the Beijing site in China.

In 2011, Martin Krivan joined OPmobility, and more specifically the Exterior & Lighting business group, in the heart of the R&D center in Bratislava, Slovakia, where he carried out project management assignments, then managed the Manufacturing Process Development team. In 2014, he left for China and OPmobility's R&D sites for the manufacture of composite products, where he spent two years. Since 2021, he has been a member of the Operations Management team, as Technical Team Manager and Continuous Improvement for the Poland and Slovakia Region.

Martin Krivan was appointed employee director of OPmobility SE by the European Works Council on June 20, 2024 for the duration of his predecessor's term of office, i.e. until 2025.

### Skills related to OPmobility SE's strategy and development objectives

- Knowledge of the OPmobility Group
- Knowledge of the automotive industry
- International profile
- Human Resources

## Information about the honorary chairman of the panel of censors

### Honorary Chairman

The Honorary Chairman is appointed on an honorary basis on the proposal of the Chairman of the Board of Directors. Unless otherwise decided by the Board, this appointment is made for an indefinite period.

The Honorary Chairman is invited to attend Board meetings without voting rights. He participates in the Group's major events.

The Honorary Chairman does not receive any compensation for his position. Travel expenses incurred by the Honorary Chairman are reimbursed upon presentation of the corresponding receipts.

### Panel of censors

Pursuant to Article 17 of the bylaws, the Board of Directors may appoint one or more censors. Their term of office is three years and renewable.

Censors are invited to the meetings of the Board of Directors and take part in the deliberations in an advisory capacity. They may be consulted by the Chairman of the Board of Directors on the Group's strategic orientations and, more generally, on all

subjects concerning the organization or development of the Company. Committee Chairmen may also request their opinions on subjects falling within their respective areas of responsibility.

Their absence does not affect the validity of the deliberations of the Board of Directors.

OPmobility SE currently has two censors: Mr. Jean Burelle, director of OPmobility from 1970 to 2021, who provides the Board of Directors with his in-depth knowledge of the Group and the international environment, and Prof. Dr. Bernd Gottschalk, director of OPmobility SE from 2009 to 2023, who contributes in particular to the Board of Directors' discussion on the evolution of the automotive market as well as on the environmental challenges related to the Group's activities.

The term of office of Mr. Jean Burelle as a censor was renewed by a decision of the Board of Directors on February 21, 2024 for a new period of three years, and Prof. Dr. Bernd Gottschalk was appointed a censor by decision of the Board of Directors on July 21, 2023 for a period of three years, i.e. both until the end of the Board of Directors meeting which will approve the 2026 financial statements.



### Jean Burelle

#### Censor and Honorary Chairman of OPmobility SE

#### BIOGRAPHY

Jean Burelle is a graduate of the Federal Institute of Technology (ETH) in Zurich, and holds an MBA from Harvard Business School.

He started his career in 1966 with L'Oréal and left for the Plastic Omnium Group in 1967 as Department Director. In 1986, he was appointed Executive Vice-President, and in 1987 became Chairman and Chief Executive Officer, a position that he occupied until June 30, 2001. Jean Burelle was a director of Compagnie Plastic Omnium SE from 1970 to 2021. He has been Honorary Chairman since July 1, 2001.

From July 1, 2001 to December 31, 2018, Jean Burelle was Chairman and CEO of Burelle SA, of which he was a director until December 2023. He was also a member of the Supervisory Board of Soparexo SCA until June 2023. Since December 2023, Jean Burelle has been Honorary Chairman of Burelle SA.

Jean Burelle was the Chairman of MEDEF International from November 2005 until May 2016, when he became Honorary Chairman and director. From 1977 to 2009, he was a director of Essilor International and Chairman of the Directors Committee.

Jean Burelle is an *Officier de la Légion d'Honneur* and an *Officier de l'Ordre National du Mérite*.

**Nationality:** French

#### Business address:

Burelle SA  
1, allée Pierre Burelle  
92300 Levallois-Perret

#### First appointment:

02/17/2021

#### End of current term:

2027

#### Shares held at 12/31/2024:

416,378

Companies	Positions and offices held	Listed company	Group company OPmobility/Burelle SA
<b>FRENCH COMPANIES AND FOUNDATIONS</b>			
Burelle SA	Honorary Chairman	●	●
Burelle Participations	Director		●
Sofiparc	Director		●
MEDEF International	Honorary Chairman Director		
Association pour le Rayonnement de l'Opéra National de Paris (AROP)	Director		
<b>INTERNATIONAL COMPANIES</b>			
Sogec 2 SA (Belgium)	Chairman of the Board of Directors Managing Director		
Financière Protea SA (Belgium)	Chairman of the Board of Directors Managing Director		





**Prof. Dr. Bernd Gottschalk**  
Founder and Chairman of AutoValue GmbH

**BIOGRAPHY**

Doctorate in economics, Prof. Dr. Bernd Gottschalk studied economics at the University of Hamburg and Saarbrücken, then at Stanford (California). He began his career in Finance at Daimler Benz AG Group, and then became Plant Manager, before being appointed Chairman of Mercedes-Benz Brasil.

In 1992, he was appointed to the Executive Committee of the Daimler Benz AG Group, Global Vice-President of the Commercial Vehicles Division.

In 1997, Prof. Dr. Bernd Gottschalk was appointed Chairman of the Federation of German Automotive Industry (VDA) and, in 2007, created AutoValue GmbH, an automotive consultancy that he has headed since that date.

**Nationality:** German

**Business address:**  
AutoValue GmbH  
Feldbergstraße 51  
60325 Frankfurt-am-Main

**First appointment:**  
07/21/2023

**End of current term:**  
2027

**Shares held at 12/31/2024:**  
2,400

Companies	Positions and offices held	Listed company	Group company OPmobility/Burelle SA
INTERNATIONAL COMPANIES			
AutoValue GmbH (Germany)	Chairman		
Schaeffler AG (Germany)	Director		
Bentler international AG (Austria)	Director		
Aeye Inc. (USA)	Director		
	Member of the Audit Committee		
	Chairman of the Appointments and Governance Committee		

## 3.6 Directors and Censors' personal record of attendance at Board and Committee meetings in 2023

### Attendance

The preparation and holding of Board meetings require significant investment and availability on the part of the directors. In 2024, the average attendance rate at Board meetings was 94%. The individual rate at Board and Committee meetings is detailed below. The breakdown of the

compensation awarded to the directors, established according to the attendance of each of them at the meetings of the Board and the various committees, is detailed in paragraph 3.2.1 "Compensation in 2024 of directors" in the Company's 2024 Universal Registration Document.

	Board of Directors		Audit Committee		Compensation Committee		Appointments and CSR Committee	
	Number of meetings	Attendance rate	Number of meetings	Attendance rate	Number of meetings	Attendance rate	Number of meetings	Attendance rate
<b>Directors</b>								
Laurent Burelle	4/4	100%	-	-	-	-	-	-
Laurent Favre	4/4	100%	-	-	-	-	-	-
Félicie Burelle	4/4	100%	-	-	-	-	-	-
Gonzalve Bich	3/4	75%	-	-	-	-	-	-
Martina Buchhauser <sup>(1)</sup>	1/1	100%	-	-	-	-	-	-
Amandine Chaffois	4/4	100%	-	-	3/3	100%	-	-
Anne-Marie Couderc	4/4	100%	-	-	3/3	100%	3/3	100%
Virginie Fauvel	4/4	100%	-	-	-	-	3/3	100%
Ireneusz Karolak <sup>(2)</sup>	1/1	100%	-	-	-	-	-	-
Martin Krivan <sup>(3)</sup>	2/2	100%						
Vincent Labruyère	4/4	100%	3/3	100%	-	-	-	-
Paul Henry Lemarié	4/4	100%	-	-	-	-	-	-
Éliane Lemarié, permanent representative of Burelle SA <sup>(1)</sup>	1/1	100%	-	-	-	-	1/1	100%
Lucie Maurel Aubert	4/4	100%	3/3	100%	-	-	3/3	100%
Alexandre Mérieux	3/4	75%	-	-	3/3	100%	-	-
Cécile Moutet	3/4	75%	-	-	-	-	-	-
Élisabeth Ourliac	4/4	100%	3/3	100%	-	-	-	-
<b>Censors</b>								
Jean Burelle	3/4	75%	-	-	-	-	-	-
Prof. Dr. Bernd Gottschalk	4/4	100%	-	-			-	-
<b>OVERALL ATTENDANCE RATE</b>		<b>94%</b>		<b>100%</b>		<b>100%</b>		<b>100%</b>

(1) Director until April 24, 2024

(2) Director representing employees until June 20, 2024

(3) Director representing employees since June 20, 2024

## 3.7 Activity of the Board of Directors and its committees in 2024

### Activity of the Board of Directors



During fiscal year 2024, the Board of Directors met four times. The attendance rate at Board meetings was 94%. The attendance rate at the meetings of the Committees of the Board of Directors was 100%. The average individual attendance rate for Board of Directors' and Committee meetings for 2024 is shown, for each director, in section 3.1.2.1.

The agenda of the Board of Directors is drawn up by the Chairman of the Board of Directors in consultation with the Chief Executive Officer.

The Board is regularly informed of the work of the various Committees by their Chairman and makes its decisions based on their recommendations.

In 2024, the Board's activity mainly focused on the following topics:

#### Group strategic orientations and monitoring of its divisions

- operational implementation of new strategic orientations;
- the hydrogen mobility and H2-Power business group development strategy;
- the strategic outlook of the C-Power business group;
- presentation of the changes in the Group's organization, the new corporate name and the new brand;
- research and innovation;
- the impact on the Group's activities of changes in environmental laws and regulations;
- the review of the various issues relating to the Group's industrial activities;
- the impact of increased production costs, particularly energy costs.

#### Investments and asset sales

- monitoring the acquisitions, their integration into the Group, the synergies developed, the implementation of the business plan and the value created for the OPmobility Group;
- other investments, particularly in the Exterior & Lighting business group and in operations;
- progress reports on ongoing projects.

#### Finance, audit and risks

- approval of the statutory and consolidated financial statements, the proposed appropriation of net income and draft press releases;
- approval of management planning documents;
- approval of the 2025 budget and medium-term business plan;
- analysis of the annual review of the Group's risks and the assessment of internal control, as well as the operations put in place to combat cyber-attacks and associated risks;
- renewal of the annual authorizations granted to Senior Executives to issue bonds and to issue sureties, endorsements and guarantees;
- analysis of financial studies and analysts' notes;
- statement of asset impairments made in 2024;
- distribution of an interim dividend;
- analysis of current agreements entered into during the year or in previous years, but which remained in force during the fiscal year;
- analysis of related-party agreements entered into and authorized during the fiscal year or during previous fiscal years, but which continued to be executed during the last fiscal year, or whose execution has not yet taken place at the time of the review;
- reclassification or downgrading of any related-party agreement to a regulated agreement or a current agreement, as the case may be, in view of the qualification criteria defined by law, case law and professional organizations and used by the Group.

### Governance, appointments and compensation

- the proper conduct of the Group's governance;
- assessment by the Board of its own functioning and its development (without the presence of the executive corporate officers and directors belonging to the family group);
- the compensation policy for directors and corporate officers for 2024, in particular that of the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director;
- Setting the compensation of the corporate officers for 2023 and assessment of the performance of the Chief Executive Officer and the Managing Director;
- Adoption of the free performance share plans of April 25, 2024 and July 22, 2024;
- Information on the Group's Human Resources policy, including the compensation policy, the diversity and gender equality policy, equal opportunity policy, the attractiveness of OPmobility and talent retention;
- Setting gender diversity objectives in strategic positions;
- preparation of the Combined General Meeting;

- the competence and independence of the directors in office;
- the reappointment of the Chairman of the Board of Directors and the Chief Executive Officer;
- the reappointment of the members of the Board of Directors;
- the renewal and appointment of members of the Specialized committees.

### Corporate social responsibility

- regular monitoring of CSR objectives for 2050: net zero emissions and climate strategy;
- review of the adequacy of proposed investment with each of the Group's CSR criteria, taking into consideration social, ethical and climate challenges;
- review of the Vigilance Plan drawn up by the operational departments;
- the presentation of the reporting set up by the Company in the context of CSRD reporting obligations;
- the Group's diversity and gender balance policy;
- professional and salary policy;
- annual "health and safety" at work review.

### Activity of the Board of Directors' Committees

Discussions and decisions of the Board of Directors are assisted by the work of its specialized committees, which report to it after each of their meetings. The details of the missions of each committee are given in the Internal Rules of the Board of Directors.

The Board of Directors' committees are responsible for studying all matters relating to the Company that the Board or its Chairman submits for them to examine and issue an opinion, preparing the tasks and decisions of the Board relating to these subjects or projects and reporting their conclusions to the Board in the form of minutes, proposals, opinions, information memorandums or recommendations. The committees carry out their duties under the responsibility of the Board of Directors, and in their own domain. Committees do not have decision-making power.

The Board of Directors, on the proposal of its Chairman, and following the recommendation of the Appointments and CSR Committee, appoints members of the committees as well as the committees' Chairpersons, taking into account the skills and experience of the directors.






To carry out their work, after having informed the Chairman of the Board of Directors and subject to reporting to the Board of Directors, the committees may hear any responsible person within the Group and/or request technical studies on subjects falling within their areas of responsibility, at the expense of the Company. In the event of recourse by the committees to the services of external consultants, the committees must ensure the objectivity of the consultant concerned.

Three committees support the Board of Directors: the Audit Committee, the Appointments and CSR Committee and the Compensation Committee. Secretarial services for Board committees are provided by the Corporate Secretary.

## Audit Committee

Chairwoman: Ms. Élisabeth Ourliac

The Audit Committee is composed of three members: **Élisabeth Ourliac**, **Lucie Maurel Aubert** and **Vincent Labruyère**.

<b>3</b> meetings 	<b>2</b> women 	<b>1</b> man 	<b>100%</b> attendance rate 	<b>67%</b> independent directors 
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The Audit Committee met three times during fiscal year 2024 with an attendance rate of 100%. The Statutory Auditors attended all meetings, as did the Group's Finance Department. The Internal Audit and Risk Management Director participated in one meeting.

### Principal missions

The principal missions of the Audit Committee are:

- monitoring the basis of preparation for the Group's financial information;
- monitoring the legal audit of the annual financial statements and consolidated financial statements by the Statutory Auditors;
- reviewing the Statutory Auditors' audit plans and engagement program and the outcome of their verifications;
- monitoring the independence of the Statutory Auditors;
- monitoring the effectiveness of internal control and risk management systems and internal audit concerning the procedures relating to the preparation and processing of financial and non-financial accounting information put in place by Senior Executives that may have an impact on the financial statements;
- monitoring the Group's major exposures and sensitivity to risks;
- monitoring and approval of the Group's compliance program;
- warning the Chairman of the Board in the event of detection of a major risk, which the Committee believes has not been treated appropriately;
- reviewing the program and objectives of the Internal Audit Department, as well as the methods and procedures of the internal control systems used;
- reviewing the scope of consolidation and reasons why some companies would not be included;
- reviewing the main accounting options used, the significant off-balance sheet commitments as well as the financial position and the cash position;
- reviewing any proposed change in accounting standards or changes in accounting policies;
- reviewing matters likely to have a significant impact on the Group's financial situation.

### Main activities in 2024

The activities of the Audit Committee focused on the following topics:

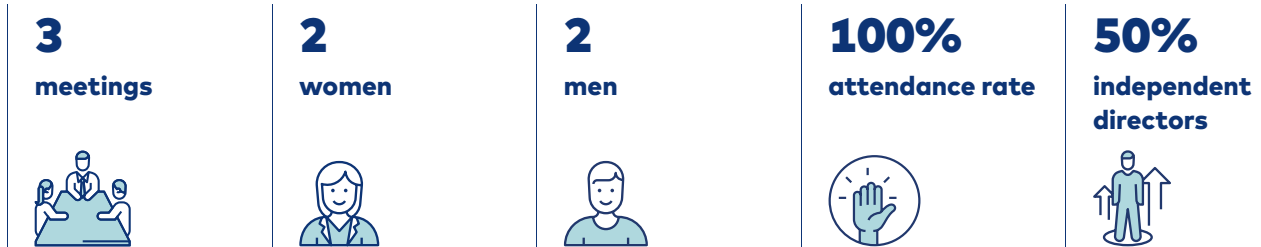
- approval of the 2023 statutory and consolidated financial statements;

- review of interim statutory and consolidated financial statements at June 30, 2024;
- review of the Statutory Auditors' reports on the statutory and consolidated financial statements;
- review of the Statutory Auditors' 2024 audit plan and the results of the audits carried out, their recommendations as well as the actions to be taken as part of the statutory audit;
- estimates and forecasts at 2024 year-end;
- review of the audit plan and the outcome of the verification carried out, their recommendations as well as the action taken as part of the statutory audit;
- implementation of the regular assessment procedure for current agreements entered into under normal conditions;
- review of the methods used and the results of asset impairment tests carried out in 2024;
- review of the audits carried out with regard to social, environmental and societal information;
- monitoring of internal audit activity including CSR commitments;
- review of the 2024 sustainability information and review of the sustainability auditors' report;
- study and validation of the risk mapping and associated action plans, in particular environmental and IT risks, including the priority risk of cyber-attacks as well as the risk related to the CSRD obligations, focus on "anti-corruption" risk and review of anti-fraud and anti-corruption measures in place, which were reviewed on several occasions;
- review of the information systems security system deployed within the Group;
- integration of companies acquired in 2023;
- monitoring of the business plan of the main acquisitions, goodwill and impairment;
- review of significant off-balance sheet commitments;
- review of the report of the Board of Directors on corporate governance;
- information on legal risks and potential disputes and major facts that are likely to have a significant impact on the financial position of the OPmobility Group.

## Compensation Committee

Chairman: Mr. Alexandre Mérieux

The Compensation Committee is composed of four members: **Alexandre Mérieux**, **Anne-Marie Couderc**, **Amandine Chaffois** (director representing employees) and **Gonzalve Bich**.



The Compensation Committee met three times during fiscal year 2024 with an attendance rate of 100%.

### Principal missions

- drafting proposals for the compensation of the Chairman of the Board of Directors and executive corporate officers and conditions for the grant thereof;
- proposals for setting the variable portion for the executive corporate officers;
- proposals relating to the pension and insurance plans;
- fixing the overall amount of the compensation of directors to be submitted to the General Meeting and the distribution method;
- determining the incentive plan policy, mainly including free share award plans.

### Main activities in 2024

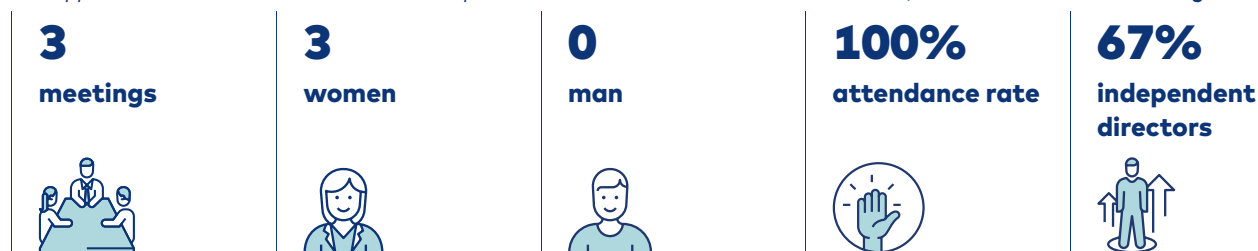
- reviewing the fixed compensation and variable components of executive corporate officers and recommendations to the Board;
- analyzing the performance of executive corporate officers in 2023 and communicating to the Board a recommendation for annual variable compensation for 2023;
- reviewing the compensation policy applicable to the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director for the 2025 fiscal year;
- reviewing the structure of the executive corporate officers' annual variable compensation and the targets set for 2025;

- analyzing and proposals regarding the allocation of free shares for 2024;
- analysis of deliveries made in 2024 relating to the 2020 free share award plan;
- analyzing and consideration of the structure of the executive corporate officers' annual variable compensation and the targets for 2025;
- proposal to grant exceptional compensation to executive corporate officers, principle and amount;
- proposal to award a severance payment to executive corporate officers in the event of departure at the Company's initiative;
- approval of the information given to shareholders in the annual report on the compensation of directors;
- preparing the draft resolutions presented to the General Shareholders' Meeting of April 24, 2024 (*ex-ante* vote on the compensation policy for 2024 and *ex-post* vote on the components of compensation paid to executive corporate officers in respect of 2023) and presentation of the criteria for the variable portion of compensation;
- executive corporate officers' pension: review of the situation of each executive corporate officer;
- breakdown of the amount allocated to directors and censors as compensation for their work on the Board of Directors and its committees: recommendation for the breakdown for 2024.

## Appointments and CSR Committee

Chairwoman:  
**Ms. Lucie Maurel Aubert**

The Appointments and CSR Committee is composed of three members: **Lucie Maurel Aubert**, **Anne-Marie Couderc** and **Virginie Fauvel**.



The Appointments and CSR Committee met three times in fiscal year 2024, with an attendance rate of 100%.

### Principal missions

- consideration and recommendations to the Board regarding procedures for the exercise of powers by Senior Executives;
- opinion on the proposal of the Chief Executive Officer for the appointment of Managing Directors;
- recommendation for new directors to the Board;
- examination of the qualification of independent directors, reviewed by the Board of Directors every year;
- verification of the proper application of the Corporate Governance Code referred to by the Company;
- discussion on issues pertaining to the governance related to the working and organization of the Board;
- preparation of succession plans for executive corporate officers in the event of unforeseen vacancies;
- assessment of risks and opportunities in terms of societal and environmental performance;
- the integration of the Group's commitments in terms of sustainability, with regard to the challenges specific to its activities and its objectives;
- analysis of non-financial information reporting;
- review of the non-financial reporting disclosure;
- review of risks and opportunities related to climate change, monitoring of the Group's consideration of non-financial challenges and long-term outlook, in particular through the setting of non-financial objectives;
- monitoring of the Group's level with respect to non-financial compliance and corporate social responsibility.

### Main activities in 2024

- examination of the succession plans for executive corporate officers with a view to ensuring the continuity of Senior Executives' work;
- proposals submitted for approval to the General Meeting of April 24, 2024: acknowledgment of the non-renewal of the term of office of Burelle SA, represented by Ms. Éliane Lemarié, acknowledgment of the resignation of Ms. Martina Buchhauser as director, ratification of the co-option of Mr. Mr. Gonzalve Bich as a director, renewals of the terms of office of Mr. Laurent Burelle, Mr. Laurent Favre, Mr. Paul Henry Lemarié, Mr. Gonzalve Bich, Ms. Anne-Marie Couderc, Ms. Lucie Maurel Aubert and Mr. Alexandre Mérieux
- review of the composition of the Board of Directors' committees: proposal to grant the chairmanship of the Audit Committee to Ms. Elisabeth Ourliac and the chairmanship of the Appointments Committee to Ms. Lucie Maurel Aubert, and proposal to appoint Mr. Gonzalve Bich on the Compensation Committee in order to ensure a majority of independent directors on this Committee;
- review of the status of each director with regard to conflict of interest obligations;
- review of the independence of each director with respect to the criteria listed in the AFEP-MEDEF Code;
- review of the report of the Board of Directors on corporate governance;
- determination of the methods for the Board of Director's annual assessment;
- review of the latest initiatives in terms of sustainable development and the Sustainability Statement, impacts of the taxonomy;
- monitoring of CSR objectives and their deployment, in particular the roadmap for carbon neutrality presented by Senior Executives and validated by the Board of Directors, and the use of green electricity;
- analysis of the Sustainability Statement;
- analysis of the actions taken to ensure gender balance, diversity and inclusion;

## 3.8 Assessment of how the Board of Directors is organized and functions

- **Annual assessment process** for the Board of Directors within the framework of the AFEP-MEDEF Code, to which the Company refers, and market recommendations such as those of the AMF (French Financial Markets Authority).

The Board of Directors also conducts a **formal assessment** of its own operations at regular intervals, not exceeding three years. This assessment is carried out under the direction of the Chairman of the Appointments and CSR Committee, with or without the assistance of an external consultant.

In 2024, a new formal assessment took place under the direction of the Chairwoman of the Appointments Committee, with the assistance of an external consultant. It took the form of a detailed questionnaire, which all directors completed.

- **Main objectives:**

- verify that important issues are properly prepared and discussed within the Board; measure the contribution of each member to the work of the Board;
- make suggestions for improvements;
- improve the effectiveness of the Board of Directors.

- **Support and procedure:**

- steering of the assessment process by the Chairwoman of the Appointments and CSR Committee;
- reminder of the principles set out by the AFEP-MEDEF Code and stock market expectations so that each director questions the proper functioning of the Board and his or her personal contribution to its work and decisions;
- questionnaire prepared with the assistance of an external consultant and reviewed annually;
- annual individual meetings between the directors and the Board Secretary;
- feedback on the responses provided at the Appointments and CSR Committee meeting, followed by a discussion between directors, and decisions taken for 2025.

- **Main themes of the assessment:**

- composition of the Board of Directors, its organization and functioning;
- quality and relevance of the information provided and the agendas;
- Board of Directors' commitment to defining the Group's strategy;
- activity of the Committees, in particular the procedure for assessing current agreements, analysis of the independence of directors and any conflicts of interest;
- main governance issues.

Concerning the **composition of the Board**, the directors consider that it is satisfactory and balanced. The diversity of profiles, age, gender and expertise makes it possible to actively discuss with Senior Executives the strategic challenges facing the Group and to make independent decisions. The number of independent directors is appropriate given their profile and the shareholding structure. The expected skills are well represented in relation to the needs defined by the Board, particularly the experience of directors in international companies. The **composition of Committees** is also considered appropriate with competent directors within each of them.

Concerning the **organization of Board discussions**, it was stressed that each director plays his or her role to the full by questioning Senior Executives. Discussions are open, and the directors express themselves in a positive climate of trust. The Chairman of the Board of Directors promotes exchanges and the quality of debates. Senior Executives communicate transparently and respond in detail to all questions.

Directors considered that **Board of Directors' meeting agendas** are adapted to the economic situation and cover all subjects. The in-depth presentation of revenue, the automotive market and new technologies allow directors to be immersed in the Opmobility's operational business.

The **frequency and duration of meetings** was deemed sufficient, the time set aside for debates quite satisfactory.

Directors emphasized the **quality of information**, which is provided in full and is detailed, and which is communicated to them before each meeting of the Board and committees and which promotes the quality of discussions. The digital platform is well used. The topics addressed in 2024 were very diverse and aligned with the Group's issues. The managers' presentations provided a good understanding of the challenges. Information on changes in the market and the competitive environment was of good quality. The directors also noted a good level of information on the main strategic challenges, including those related to CSR. Concerning **acquisitions and restructurings**, the directors are satisfied with the way in which the discussions are presented and discussed in the Board. They are in line with the Group's strategy. The Senior Executives listen to the opinions of the directors.

The directors also believe that the attention paid to **conflicts of interest** is well managed by the rules in force. The confidentiality of the discussions is well respected.

The current holding of one **executive session** per year is considered appropriate.

The dynamics of the Board are quite satisfactory with excellent interaction between the various directors. Regarding **governance issues**, the method of exercising the Senior Executives, in particular the separation of the functions of Chairman and Chief Executive Officer, works very satisfactorily, with in particular the complementarity of the Chairman of the Board of Directors and the Chief Executive Officer being considered an asset. Furthermore, regarding the **Chairman of the Board, the Chief Executive Officer and the Managing Director** individually, the transparency of the Chief Executive Officer and the Managing Director, their competence and their knowledge of projects were highlighted, the way discussions are led by the Chairman of the Board of Directors and the mode of operation with the Senior Executives were also singled out in particular. The balance of powers is well ensured. The directors do not consider it necessary to appoint a **Lead Director**, in light of the composition and functioning of the Board. This appointment would be of limited interest, as the directors wished to maintain a direct relationship with the Chairman and Senior Executives.

The **Board of Censors** was also assessed by the Board of Directors. The expertise of the censors, in particular in terms of knowledge of the Group and the international context in which it operates, exercised within the Board in order to protect the interests of the Company and the Group, were considered very positive. Without being able to take part in votes on decisions, their freedom of speech and judgment contributes to enriching the discussions within the Board.



Concerning **the work of the Committees**, their operation is satisfactory, the projects are well constructed. The directors, members of these committees, believe that the subjects are dealt with in a serious and solid manner. The Board of Directors can take its decisions with complete confidence on the basis of the recommendations of the Committees.

The **Audit Committee** fulfills its missions exactly, with work based on the detailed information provided by the Company's management. The balance between compliance and business issues is particularly appreciated. CSR topics and the monitoring of non-financial data are well addressed. Special attention has been paid to risk issues. The monitoring of acquisitions and the integration of acquired companies processed by the Audit Committee was greatly appreciated.

The **Compensation Committee** is well prepared and the work is well anticipated. The alignment of compensation with the strategic objectives pursued is verified. The inclusion of quantifiable criteria related to the Company's climate

objectives, in particular the carbon neutrality strategy, is given particular attention by the Committee (see section 3.1.4).

The quality of the work of the **Appointments and CSR Committee** is highlighted. CSR issues are now widely addressed and include the Company's Climate and Carbon Neutrality strategy, the review of the CSRD, the Group's Health and Safety policy, gender diversity within management bodies, for which Opmobility is regularly recognized for its strong commitment, and diversity within the Group.

In addition, **points for improvement** identified by the Board of Directors concern the composition of the Board of Directors to maintain and strengthen the level and diversity of skills, in particular on sustainability issues as well as international experience. Discussions on market developments, advances in technology and their impact on the automotive industry could be the subject of a dedicated meeting. The contributions from Senior Executives deserve to be expanded upon.

## 3.9 Compensation policy for corporate officers

### Compensation policy for directors and the censors

Upon a proposal from the Board of Directors, the General Meeting of Shareholders sets the overall budget amount for the annual compensation of directors and censors for their work on the Board of Directors and the committees, to be distributed to each of them.

On the recommendation of the Compensation Committee, the Board of Directors approved the rules for distributing this annual budget according to an individual compensation distribution system based on effective participation by

directors and censors at meetings of the Board of Directors and those of its committees, in accordance with Article 21.1 of the AFEP-MEDEF Code. The distribution rules are set out below.

The Board of Directors decided to keep the overall amount of compensation allocated to the directors unchanged at €1,000,000, as of January 1, 2025.

In its meeting on February 19, 2025, the Board of Directors defined the compensation distribution for directors as follows:

Board of Directors	Per Board meeting
Chairman of the Board	€8,000
Director	€3,000
Censors	€3,000
Specialized committees	Per meeting of each committee
Chairperson	€5,000
Member	€4,000

The balance is shared between the directors and censors based on their attendance at meetings of the Board of Directors and each committee.

Directors representing employees receive compensation for their directorship under the same terms and conditions as any other director.

### Compensation policy for executive corporate officers

The compensation of the Chief Executive Officer and the Managing Director consists of fixed compensation, variable compensation and the allocation of performance shares.

The Board of Directors determines the various components of this compensation, being attentive to the necessary balance between each of them. Each component of compensation corresponds to a defined and clearly stated objective. The various components of compensation form a balanced package

with a breakdown of approximately:

- 42/58 split between fixed and variable compensation;
- 72/28 between annual compensation and long-term compensation (performance shares);
- 64/36 between compensation subject to performance conditions and compensation without performance conditions.

In its meeting on February 19, 2025, the Board of Directors defined the compensation distribution for directors as follows:

Board of Directors	Per Board meeting
Chairman of the Board	€8,000
Director	€3,000
Censors	€3,000
Specialized committees	Per meeting of each committee
Chairperson	€5,000
Member	€4,000

The components of the total compensation attributable to each of the executive corporate officers are presented below:

Fixed compensation components		Variable compensation component			
Annual fixed	Benefits in kind	Annual variable	Long-term	Exceptional compensation	Retirement system
Determined according to experience and level of responsibility	Determined according to the level of responsibility	Determined according to economic, social, societal and environmental conditions	Determined according to economic, social, societal and environmental conditions	Determined in the event of exceptional events	Determined according to the Group's results and performance
		Conditions defined each year	Performance conditions over three years Presence conditions over four years	Exceptional conditions	Presence conditions
Cash	Vehicle	Cash	OPmobility shares	Cash	Contributions and cash

Fixed and variable compensation policy and the grant of performance shares

COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS IN RESPECT OF 2025

The Board of Directors of February 19, 2025, in accordance with the recommendation of the AFEP-MEDEF Code, proposes to the General Meeting of April 24, 2025 that the compensation of the Chairman of the Board of Directors, who is not the Chief Executive Officer, be a fixed annual amount, excluding all variable remuneration and allocation of performance shares.

Mr. Laurent Burelle benefits from welfare insurance coverage and coverage of healthcare costs.

The compensation of the Chairman of the Board of Directors is determined on the basis of the following items:

- expectations of the Board of Directors of OPmobility SE regarding the performance of the legal duties of the Chairman of the Board of Directors;
- experience, skills and reputation of the Chairman of the Board of Directors in Corporate Governance and Sustainable Governance;

- specific tasks entrusted to the Chairman of the Board of Directors;
- competitiveness and comparability of compensation compared to a relevant reference panel including companies with comparable governance structures.

It is essential for the Board of Directors to be able to count on a committed, experienced and competent Chairman such as Mr. Laurent Burelle, recognized for his involvement in governance issues and relations with stakeholders. Mr. Laurent Burelle, who has chaired the Board of Directors since 2001, has already raised the governance of OPmobility SE to an exemplary level while serving as Chief Executive Officer until 2019. The Board wishes to highlight Mr. Laurent Burelle's expertise, including an in-depth knowledge of the Company, its environment and its strategic challenges, which are major assets.

The compensation of Mr. Laurent Burelle corresponds to the Board's ambition to ensure the continuity of its work and enable its development.

The Board of Directors also took into account the extensive assignments that it decided to entrust to Mr. Laurent Burelle as Chairman of the Board of Directors.

DETAILS OF THE COMPONENTS OF COMPENSATION ATTRIBUTABLE TO MR. LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS, FOR FISCAL YEAR 2025

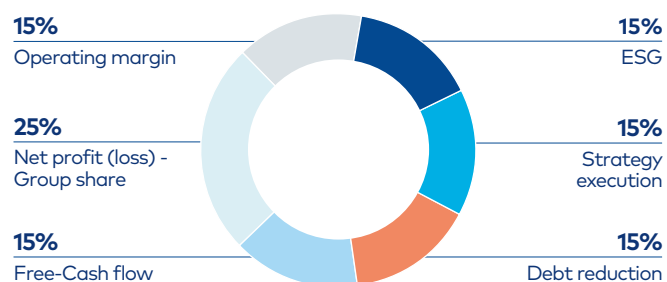
	Amount	Presentation
Fixed compensation	€950,000	The Board of Directors' meeting of December 11, 2024, on the recommendation of the Compensation Committee, proposes that the General Shareholders' Meeting of April 24, 2025 maintain the gross amount of compensation of Mr. Laurent Burelle be maintained at €950,000
Benefits incidental to compensation		<ul style="list-style-type: none"><li>• <b>Supplementary social protection schemes</b> Mr. Laurent Burelle benefits from coverage of welfare insurance and healthcare costs</li></ul>

## BREAKDOWN OF COMPONENTS OF COMPENSATION ATTRIBUTABLE TO EXECUTIVE CORPORATE OFFICERS IN RESPECT OF THE 2025 FISCAL YEAR

	Amount	Presentation										
Fixed compensation												
Mr. Laurent Favre	€1,300,000	The Board of Directors, meeting on December 11, 2024, and on the recommendation of the Compensation Committee, proposes to the General Shareholders' Meeting of April 24, 2025 to set the amount of the fixed compensation of executive corporate officers at €1,300,000 for Mr. Laurent Favre, Chief Executive Officer, and €800,000 for Ms. Félicie Burelle, Managing Director.										
Change 2024-2025	+18%											
Ms. Félicie Burelle	€800,000											
Change 2024-2025	+7%											
Annual variable compensation												
Mr. Laurent Favre	€1,600,000 (target 123% of fixed) maximum 150%, i.e. €2,400,000	The annual variable compensation is designed to align the compensation of executive corporate officers with the Group's annual performance and to promote the implementation of its strategy year after year. The aim of the Board of Directors is to encourage executive corporate officers to both maximize the performance of each fiscal year and ensure its repetition and regularity over the years.										
Ms. Félicie Burelle	€1,050,000 (target 131% of fixed) Maximum 150%, i.e. €1,575,000											
		<table><tr><th>Performance assessment criteria for 2025</th><th>Weighting</th></tr><tr><td><b>Financial criteria</b></td><td><b>70%</b></td></tr><tr><td><ul style="list-style-type: none"><li>change in free cash flow compared to budget</li><li>change in net income Group share compared to budget</li><li>Group debt reduction as forecast</li><li>operating margin compared to budget</li></ul></td><td><ul style="list-style-type: none"><li>15%</li><li>25%</li><li>15%</li><li>15%</li></ul></td></tr><tr><td><b>Non-financial criteria</b></td><td><b>30%</b></td></tr><tr><td><ul style="list-style-type: none"><li>strategy execution</li><li>quantifiable (8%) and qualitative (7%) ESG criteria:<ul style="list-style-type: none"><li>safety (FR2)</li><li>environment (Carbon neutrality roadmap)</li><li>compliance</li><li>diversity</li></ul></li></ul></td><td><ul style="list-style-type: none"><li>15%</li><li>15%</li></ul></td></tr></table>	Performance assessment criteria for 2025	Weighting	<b>Financial criteria</b>	<b>70%</b>	<ul style="list-style-type: none"><li>change in free cash flow compared to budget</li><li>change in net income Group share compared to budget</li><li>Group debt reduction as forecast</li><li>operating margin compared to budget</li></ul>	<ul style="list-style-type: none"><li>15%</li><li>25%</li><li>15%</li><li>15%</li></ul>	<b>Non-financial criteria</b>	<b>30%</b>	<ul style="list-style-type: none"><li>strategy execution</li><li>quantifiable (8%) and qualitative (7%) ESG criteria:<ul style="list-style-type: none"><li>safety (FR2)</li><li>environment (Carbon neutrality roadmap)</li><li>compliance</li><li>diversity</li></ul></li></ul>	<ul style="list-style-type: none"><li>15%</li><li>15%</li></ul>
Performance assessment criteria for 2025	Weighting											
<b>Financial criteria</b>	<b>70%</b>											
<ul style="list-style-type: none"><li>change in free cash flow compared to budget</li><li>change in net income Group share compared to budget</li><li>Group debt reduction as forecast</li><li>operating margin compared to budget</li></ul>	<ul style="list-style-type: none"><li>15%</li><li>25%</li><li>15%</li><li>15%</li></ul>											
<b>Non-financial criteria</b>	<b>30%</b>											
<ul style="list-style-type: none"><li>strategy execution</li><li>quantifiable (8%) and qualitative (7%) ESG criteria:<ul style="list-style-type: none"><li>safety (FR2)</li><li>environment (Carbon neutrality roadmap)</li><li>compliance</li><li>diversity</li></ul></li></ul>	<ul style="list-style-type: none"><li>15%</li><li>15%</li></ul>											
		Quantifiable, financial (70%) and non-financial (8%) criteria represent 78% of annual variable compensation. The weighting of each criterion, as well as the objectives to be achieved, were set at the end of 2024 and communicated to the executive corporate officers. The assessment is made without offsetting between criteria.										
Performance shares		<p>The Board of Directors, at its meeting of February 19, 2025, decided on the implementation of a new plan as part of the authorization approved by the General Meeting of April 24, 2025.</p> <p>The allocation decided in favor of the executive corporate officers complies with the recommendations of the AFEP-MEDEF Code. The allocation value is set at €1,000,000 for Mr. Laurent Favre and €750,000 for Ms. Félicie Burelle; the share equivalent will be calculated on the basis of the share price of the twenty trading sessions preceding the Combined General Meeting of April 24, 2025.</p> <p>Executive corporate officers are also required to hold 10% of the shares that would be vested to them at the end of the vesting period, until the end of their corporate office.</p> <p>The vesting of these shares is subject to the fulfillment of performance conditions which will be noted at the end of the vesting period and since the grant date. These performance conditions are based on four criteria, assessed over the years 2025, 2026 and 2027, and in line with the Company's strategic plan:</p> <ul style="list-style-type: none"><li>the level of cumulative free cash flow</li><li>earnings per share - Group share</li><li>the pace of debt reduction</li><li>as well as an ESG criteria, targeting gender diversity in management bodies, the other the achievement of the CO<sub>2</sub> emission target, aiming for carbon neutrality on scope 3, in line with the climate roadmap adopted by the Board of Directors and presented in 2021, and finally Workplace Safety in relation to the FR2 target</li></ul> <p>For the first two criteria, an achievement rate of 80% triggers the allocation of shares, which increases linearly to a ceiling of 100%. For the last two criteria, the achievement of the objective triggers the allocation of shares. The achievement of each objective would trigger the allocation of 25% of the allocation in shares.</p>										

	Amount	Presentation
Compensation as director	€3,000 per meeting of the Board of Directors	Mr. Laurent Favre and Ms. Félicie Burelle will receive compensation in respect of their offices as director
Benefits incidental to compensation		<ul style="list-style-type: none"> <li>• <b>Benefits in kind</b> Executive corporate officers will be provided with the material resources necessary for the performance of their duties, such as the provision of a company car. They will also benefit from tax assistance and an annual medical check-up.</li> <li>• <b>Supplementary social protection scheme: defined-benefit pension, welfare insurance and healthcare costs</b> Executive corporate officers will continue to benefit from defined-benefit pension plans as well as welfare insurance and healthcare cost plans.</li> </ul>
End-of-service indemnity		<p>Executive corporate officers receive a commitment to pay an indemnity equal to two years of gross compensation, in the event of forced departure. The reference basis for this compensation is the gross compensation (fixed and variable) for the last 12 months preceding the date of the dismissal or non-renewal of the corporate office.</p> <p>Compensation will only be paid in the event of an involuntary departure and subject to performance conditions. The amount would be reduced by the amount that would, if applicable, be paid in respect of any other indemnity, such as for example the non-competition indemnity, so that overall compensation greater than the aforementioned maximum amount of two years cannot be granted.</p>

#### PRESENTATION OF THE WEIGHTING OF THE ANNUAL VARIABLE COMPENSATION FOR 2025



# 4

## Combined General Meeting

### 4.1 Agenda of the Combined General Meeting of April 24, 2025

#### Ordinary resolutions

- First resolution: Approval of the annual financial statements for the fiscal year ended December 31, 2024
- Second resolution: Appropriation of net income for the fiscal year and determination of the dividend
- Third resolution: Approval of the consolidated financial statements for the fiscal year ended December 31, 2024
- Fourth resolution: Approval of an agreement pursuant to the provisions of Articles L. 225-38 et seq. of the *French Commercial Code* (former agreement renewed by tacit agreement during fiscal year 2024)
- Fifth resolution: Authorization to be granted to the Board of Directors to transact in the Company's shares pursuant to the provisions of Article L. 22-10-62 of the *French Commercial Code*, duration of the authorization, purposes, terms, ceiling
- Sixth resolution: Renewal of the term of office of Ms. Élisabeth Ourliac as director
- Seventh resolution: Approval of the compensation policy for the Chairman of the Board of Directors for fiscal year 2025 in accordance with Article L. 22-10-8 II of the *French Commercial Code*
- Eighth resolution: Approval of the compensation policy for the Chief Executive Officer for fiscal year 2025 in accordance with Article L. 22-10-8 II of the *French Commercial Code*
- Ninth resolution: Approval of the compensation policy for the Managing Director for fiscal year 2025 in accordance with Article L. 22-10-8 II of the *French Commercial Code*
- Tenth resolution: Approval of the compensation policy for directors for fiscal year 2025 in accordance with Article L. 22-10-8 II of the *French Commercial Code*
- Eleventh resolution: Approval of all compensation paid or awarded to directors for the fiscal year ended December 31, 2024 in accordance with Article L. 22-10-34 I of the *French Commercial Code*
- Twelfth resolution: Approval of the components of compensation paid or awarded for the fiscal year ended December 31, 2024 to Mr. Laurent Burelle, Chairman of the Board of Directors
- Thirteenth resolution: Approval of the components of compensation paid or awarded for the fiscal year ended December 31, 2024 to Mr. Laurent Favre, Chief Executive Officer
- Fourteenth resolution: Approval of the components of compensation paid or awarded for the fiscal year ended December 31, 2024 to Ms. Félicie Burelle, Managing Director
- Fifteenth resolution: Setting of the amount of compensation allocated to members of the Board of Directors and Censors

#### Extraordinary resolutions

- Sixteenth resolution: Authorization to be given to the Board of Directors to cancel the shares repurchased by the Company pursuant to the provisions of Article L. 22-10-62 of the *French Commercial Code*, duration of the authorization, ceiling
- Seventeenth resolution: Delegation of authority to be given to the Board of Directors to decide to issue, with preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, duration of the delegation, maximum nominal amount of the capital increase, option to limit to the amount of the subscriptions, to distribute or offer unsubscribed securities to the public
- Eighteenth resolution: Delegation of authority to be given to the Board of Directors to decide to issue, without preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, by public offering to the exclusion of the offers referred to in 1° of Article L. 411-2 of the *French Monetary and Financial Code* and/or as consideration for securities as part of a public exchange offer, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit amount of subscriptions
- Nineteenth resolution: Delegation of authority to be given to the Board of Directors to decide to issue, without preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, by an offer referred to in 1° of Article L. 411-2 of the *French Monetary and Financial Code*, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit to the amount of subscriptions
- Twentieth resolution: Delegation of authority to be given to the Board of Directors to increase the number of securities to be issued in an issue of securities with or without preferential subscription rights carried out pursuant to the 17<sup>th</sup> to 19<sup>th</sup> resolutions, up to a limit of 15% of the initial issue
- Twenty-first resolution: Delegation of authority to be given to the Board of Directors to decide to issue, without preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities of the Company or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, in consideration for contributions in kind consisting of equity securities or securities giving access to the capital, duration of the delegation, maximum nominal amount of the capital increase

- Twenty-second resolution: Delegation of authority to be given to the Board of Directors to decide to issue, without preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, as consideration for equity securities or securities giving access to the share capital contributed as part of a public exchange offer initiated by the Company, duration of the delegation, maximum nominal amount of the capital increase
- Twenty-third resolution: Delegation of authority to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to the share capital without preferential subscription rights, for the benefit of the members of a Company savings plan pursuant to Articles L. 3332-18 et seq. of the *French Labor Code*, duration of the delegation, maximum nominal amount of the capital increase, issue price, possibility of allocating free shares pursuant to Article L. 3332-21 of the *French Labor Code*
- Twenty-fourth resolution: Amendment of the first paragraph of Article 12 "Deliberations of the Board of Directors" of the Company's bylaws concerning the written consultation of the directors
- Twenty-fifth resolution: Amendment of the third paragraph of Article 12 "Deliberations of the Board of Directors" of the Company's bylaws concerning the use of a means of telecommunication during Board meetings
- Twenty-sixth resolution: Amendment of Article 12 "Deliberations of the Board of Directors" of the Company's bylaws to allow directors to vote by mail
- Twenty-seventh resolution: Powers for formalities

To facilitate the signing of the General Meeting's attendance sheet, and in order to retrieve an electronic voting box beforehand, please arrive in good time, with an identity document or your admission card or certificate of attendance (see "How to attend and vote at the General Meeting").

You can obtain the complete Universal Registration Document for financial year 2024:

- either on the Internet ([www.opmobility.com](http://www.opmobility.com));
- or by posting the "Request for documents and information" at the end of this Notice of Meeting or by telephoning the Shareholders Service 0 800 777 889 (service & calls are free of charge in France).

## 4.2 Summary of regulated agreements in force 4<sup>th</sup> resolution

### Previous agreement automatically renewed during fiscal year 2024

Nature of the agreement	Date of approval by the General Meeting	Interested parties to the agreement	Description of the agreement	Amount
Agreement on licence fees and technical assistant, between OPmobility SE and BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi A.S.	Submitted to the vote of the General Meeting of Shareholders of April 24, 2025	OPmobility SE holds 50% of the voting rights in BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi A.S.	On February 21, 2024 the Board of Directors approved the tacit renewal for a term of one year, of the use by BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi A.S. of the drawings, designs, processes, know-how and related technical assistance services of OPmobility SE.	On December 31, 2024, OPmobility SE invoiced BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi A.S. €433,397.81 for licence fees and technical assistance

## 4.3 Presentation of the director for whom the renewal or ratification of the cooptation is proposed to the General Meeting of Shareholders of April 24, 2025

### Renewal of a directorship – 6<sup>th</sup> resolution

The Board of Directors, at its meeting of February 19, 2025, decided, on the proposal of the Appointments and CSR Committee, to submit the renewal of the term of office as director of Ms. Élisabeth Ourliac to the Annual General Meeting

of April 24, 2025, for a term of three years which will expire at the close of the General Meeting to be held in 2028 to approve the 2027 financial statements.



#### Élisabeth Ourliac

Chairwoman of Toulouse School of Management

#### BIOGRAPHY

Élisabeth Ourliac is a graduate of the *Grande Ecole* Program of Toulouse Business School, has a law degree from the University of Toulouse and holds a diploma from the Franco-German Chamber of Commerce and the Executive Program from Stanford University School of Business.

Élisabeth Ourliac started her career in an audit firm, and then joined Airbus in 1983. After holding several positions of responsibility within the Finance Department, she became Director of Audit in 2000 and then Director of Audit and Risk Management until 2007. In 2008, Élisabeth Ourliac became Director of Commercial Aircraft Business Strategy, where she participated in the establishment of the Airbus final assembly plant on the American continent. From 2016 to 2022, Élisabeth Ourliac has been Vice-President Strategy at Airbus.

Élisabeth Ourliac is also Chairwoman of the Board of Directors of the Toulouse School of Management and a member of the Board of Directors of the International Women Forum.

Élisabeth Ourliac is a *Chevalier de la Légion d'Honneur* and an *Officier de l'Ordre National du Mérite*.

**Nationality:** French

**Business address:**  
Toulouse School  
of Management  
2 rue du Doyen Gabriel  
Marty  
31042 Toulouse Cedex 9

**First appointment:**  
12/07/2022

**End of current term:**  
2025

**Shares held at 12/31/2024:**  
900

Over the two years of her term of office as Director, Ms. Élisabeth Ourliac's attendance rate was 100% for Board meetings and 100% for the Audit Committee.

Companies	Positions and offices held	Listed company	Group company OPmobility/Burelle SA
<b>FRENCH COMPANIES</b>			
Toulouse School of Management	Chairwoman of the Board of Directors		
EO Advisory	Chairwoman		
<b>INTERNATIONAL COMPANIES</b>			
International Women Forum (USA)	Vice Chairwoman of the Board of Directors and Director		

#### POSITIONS HELD DURING THE LAST FIVE YEARS, NOW ENDED

Companies	Positions and offices held	Listed company	Group company OPmobility/Burelle SA
<b>FRENCH FOUNDATION</b>			
Toulouse Business School Foundation	Director until 2023		

#### EXPERIENCE AND SKILLS BROUGHT TO THE BOARD

Ms. Élisabeth Ourliac acts as an independent director with commitment and freedom of judgment. She brings to the Board her recognized financial expertise, combined with international business experience. She makes an active

contribution, particularly as Chairwoman of the Audit Committee, to the development of a sustainable business model based on both economic as well as environmental and societal excellence.



## Composition of the Board of Directors and Board Committees following the General Meeting of Shareholders of April 24, 2025

Subject to the approval of the resolutions submitted to the vote of the General Meeting to be held on April 24, 2025, at the end of this General Meeting, the Board of Directors of OPmobility SE will be composed of 14 members. The percentage of independent directors will be 42% and the percentage of women, 50%, with directors representing the employees not being taken into account in calculating these rates.

The composition of the Committees of the Board of Directors would be as follows:

- the Audit Committee is chaired by Ms. Élisabeth Ourliac. Ms. Lucie Maurel Aubert and Mr. Vincent Labruyère are members;

- the Compensation Committee is chaired by Mr. Alexandre Mérieux. Ms. Anne-Marie Couderc, Ms. Amandine Chaffois, director representing employees, and Mr. Gonzalve Bich are members;
- the Appointments and CSR Committee is chaired by Ms. Lucie Maurel Aubert. Ms. Anne-Marie Couderc and Ms. Virginie Fauvel are members.

	Age	Male/Female	Independent director	Audit Committee	Compensation Committee	Appointments and CSR Committee
Laurent Burelle	75	M				
Laurent Favre	53	M				
Félicie Burelle	45	F				
Gonzalve Bich	46	M	✓		●	
Amandine Chaffois	44	F			●	
Anne-Marie Couderc	75	F			●	●
Virginie Fauvel	50	F	✓			●
Martin Krivan	42	M				
Vincent Labruyère	74	M		●		
Paul Henry Lemarié	78	M				
Lucie Maurel Aubert	63	F	✓	●		★
Alexandre Mérieux	51	M	✓		★	
Cécile Moutet	52	F				
Élisabeth Ourliac	65	F	✓	★		

✓ Independence within the meaning of the AFEP-MEDEF Code criteria

● Member of the Committee ★ Chairman of the Committee

## 4.4 Compensation policy for corporate officers in financial year 2025 – 7<sup>th</sup> to 10<sup>th</sup> resolutions (*ex ante* vote)

The General Meeting is asked to reach a decision on the compensation policy for corporate officers of OPmobility SE, pursuant to article L. 22-10-8, II of the French Commercial Code (*ex ante* vote)

The 7<sup>th</sup> to 10<sup>th</sup> resolutions propose that the General Meeting approve, in accordance with the provisions of article L. 22-10-8, II of the French Commercial Code, the compensation policies for the corporate officers of OPmobility SE. These policies would apply from financial year 2025 until the General Meeting reaches a decision on a new compensation policy.

The texts of these compensation policies drawn up by the Board of Directors appear in section 3.2.2 of the Company's 2024 Universal Registration Document.

The shareholders are asked to approve each of the following compensation policies:

- by voting on the 7<sup>th</sup> resolution, the compensation policy for the Chairman of the Board of Directors of OPmobility SE,

drawn up by the Board of Directors on a recommendation from the Compensation Committee, as set out in paragraph 3.2.2.2 of the 2024 Universal Registration Document;

- by voting on the 8<sup>th</sup> resolution, the compensation policy for the Chief Executive Officer of OPmobility SE, drawn up by the Board of Directors on a recommendation from the Compensation Committee, as set out in paragraph 3.2.2.2 of the 2024 Universal Registration Document;
- by voting on the 9<sup>th</sup> resolution, the compensation policy for the Managing Director of OPmobility SE, drawn up by the Board of Directors on a recommendation from the Compensation Committee, as set out in paragraph 3.2.2.2 of the 2024 Universal Registration Document;
- by voting on the 10<sup>th</sup> resolution, the compensation policy for the directors of OPmobility SE, drawn up by the Board of Directors on a recommendation from the Compensation Committee, as set out in paragraph 3.2.2.2 of the 2024 Universal Registration Document.

## 4.5 Compensation elements paid to each of the Company's corporate officers in financial year 2024 or awarded in respect of the same financial year – 11<sup>th</sup> to 14<sup>th</sup> resolutions (ex post vote)

The General Meeting is required to reach a decision every year on compensation awarded or paid to the Company's corporate officers in the financial year.

This vote known as "ex post" concerns:

- all the corporate officers of OPmobility SE, namely the directors, including the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director. Shareholders are therefore asked to approve, by voting on the 11<sup>th</sup> resolution, the compensation for the 2024 financial year of each of the aforementioned corporate officers in accordance with the provisions of Article L. 22-10-9, I of the French Commercial Code. The information is described in section 3.2.1.1 of the Company's 2024 Universal Registration Document;

- and on the Company's executive corporate officers. Shareholders are therefore asked to approve, by voting on the 12<sup>th</sup>, 13<sup>th</sup> and 14<sup>th</sup> resolutions, the fixed and variable items of total compensation and all benefits in kind paid in financial year 2024 or awarded in that financial year to Mr. Laurent Burelle, Chairman of the Board of Directors (12<sup>th</sup> resolution), Mr. Laurent Favre, Chief Executive Officer (13<sup>th</sup> resolution) and Ms. Félicie Burelle, Managing Director (14<sup>th</sup> resolution), pursuant to article L. 22-10-34, II of the French Commercial Code. This information is set out in paragraph 3.2.1.2 of the Company's 2024 Universal Registration Document and is summarized in the tables below:

### SUMMARY TABLE OF COMPENSATION ITEMS PAID OR AWARDED IN RESPECT OF FINANCIAL YEAR 2024 TO MR. LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS

Components of compensation	Amounts paid in fiscal year 2024	Amounts granted in respect of fiscal year 2024	Comments
Fixed compensation	€950,000	€950,000	Laurent Burelle's annual fixed compensation has stood at €950,000 since January 1, 2023, unchanged in fiscal year 2024.
Annual variable compensation	€0	€0	Laurent Burelle does not receive any annual variable compensation.
Multi-year variable compensation	€0	€0	Laurent Burelle does not receive any multi-year variable compensation.
Exceptional compensation	€0	€0	Laurent Burelle does not receive any exceptional compensation.
Director's compensation	€64,154	€64,154	Laurent Burelle received compensation of €64,154 in respect of his offices as a director and Chairman of the Board of Directors for fiscal year 2024.
Grant of stock options, performance shares or other long-term compensation	€0	€0	Laurent Burelle does not receive any stock options, performance shares or other long-term compensation.
Joining or severance compensation	€0	€0	Laurent Burelle does not receive any compensation for taking up or leaving offices.
Supplementary pension plans	€0	€0	In addition to the pension rights in the mandatory plan, Laurent Burelle benefits from the supplementary pension plan provided by Burelle SA (OPmobility SE's parent company)
Benefits in kind	€0	€0	N/A

**SUMMARY TABLE OF COMPENSATION ITEMS PAID OR AWARDED IN RESPECT OF FINANCIAL YEAR 2024  
TO MR. LAURENT FAVRE, CHIEF EXECUTIVE OFFICER**

Components of compensation	Amounts paid in fiscal year 2024	Amounts granted in respect of fiscal year 2024	Comments
Fixed compensation	€1,100,900	€1,100,900	Laurent Favre's annual fixed compensation stood at €1,100,900 since January 1, 2023, unchanged in fiscal year 2024.
Annual variable compensation	€1,320,000 (variable compensation awarded in respect of fiscal year 2023)	€1,540,000	<p>During the meeting of February 19, 2025, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Laurent Favre in respect of fiscal year 2024 at €1,540,000.</p> <p>The Board of Directors, on the recommendation of the Compensation Committee, had decided to define the methods for calculating the variable compensation as follows:</p> <ul style="list-style-type: none"> <li>• weighting of 70% for the quantifiable part and 30% for the qualitative part;</li> <li>• target variable part for 2024 (in the event of achievement of the objectives set by the Board of Directors) set at €1,400,000, with a trigger threshold set at 80% achievement of the results and a maximum of 150% of achievement of the results.</li> </ul> <p>In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2024 was determined as follows:</p> <ul style="list-style-type: none"> <li>• For the financial part, the criteria used are: <ul style="list-style-type: none"> <li>• operating margin (20%),</li> <li>• change in free cash flow (20%),</li> <li>• change in net profit (loss) - Group share (15%),</li> <li>• change in the Group's debt reduction (15%).</li> </ul> </li> </ul> <p>The financial targets for 2024 had been set in relation to the Group's provisional budget as approved by the Board of Directors on December 6, 2023.</p> <ul style="list-style-type: none"> <li>• The non-financial portion includes: <ul style="list-style-type: none"> <li>• effectiveness in the implementation of the strategy: returning acquisitions to on-track, operational excellence and project start-ups, long-term value creation, optimized CapEx management (15%),</li> <li>• ESG criteria relating to safety (FR2): environment (roadmap to carbon neutrality), compliance (compliance indicators), diversity (according to objectives) (15%).</li> </ul> </li> </ul> <p>The proportion of quantitative elements included in the composition of the ESG criterion represents 53% of the total weighting defined at 15%, i.e. a sub-weighting of 8% out of the total 15% thus defined.</p> <p>The quantifiable part of the criteria therefore represents 78% and the qualitative part 22%.</p> <p>At its meeting of February 19, 2025, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> <li>• noted that the achievement rate of the financial criteria was 102%, broken down as follows: <ul style="list-style-type: none"> <li>• free cash flow: 107%,</li> <li>• net profit (loss) - Group share: 100%,</li> <li>• debt reduction: 95%,</li> <li>• operating margin: 105%;</li> </ul> </li> <li>• decided that the achievement rate for the non-financial criteria met the expectations and targets at 122%: <ul style="list-style-type: none"> <li>• strategy and development: 120%;</li> <li>• ESG: 125%.</li> </ul> </li> </ul> <p>Overall achievement rate taking into account the weighting of the various criteria: 110%.</p> <p>The variable portion for 2024 thus amounts to €1,540,000 and will only be paid to Laurent Favre subject to the favorable vote of shareholders at the General Meeting of April 24, 2025.</p> <p>This annual variable compensation represents 106% of the total cash compensation granted in respect of fiscal year 2024 (excluding performance shares, pension plans and benefits in kind).</p>

Components of compensation	Amounts paid in fiscal year 2024	Amounts granted in respect of fiscal year 2024	Comments
Multi-year variable compensation	None	None	Laurent Favre does not receive any multi-year compensation.
Director's compensation	€44,154	€44,154	Laurent Favre received compensation of €44,154 in respect of his office as director for fiscal year 2024.
Exceptional compensation	€300,000 16,146 shares awarded on 07/22/2024 under the Free Performance Share Plan 2024 and valued at €121,095	€300,000 16,146 shares awarded on 07/22/2024 under the Free Performance Share Plan 2024 and valued at €121,095	Laurent Favre received exceptional compensation of €300,000 in cash and the award of 16,146 free shares subject to the achievement of the performance criteria of the July 22, 2024 plan.
Grant of stock options, performance shares or other long-term compensation	€209,415 (corresponding to 13,961 shares delivered on 04/30/2024 under the 2020 Free Share Plan)	Valuation: €732,900 (corresponding to 73,290 shares allocated under the 04/2024 free share plan)	<p>The Board of Directors' meeting of February 21, 2024 decided to implement a new Free share Plan from April 25, 2024, under the authorization granted by the General Meeting of April 21, 2022.</p> <p>The vesting of the shares awarded in respect of the plans of April 24, 2024 and July 22, 2024 is subject to the achievement of four performance conditions assessed in respect of each fiscal year 2024, 2025 and 2026. The number of performance shares vested depends on the achievement of the following objectives:</p> <ul style="list-style-type: none"> <li>• for 25% on the level of the Group's cumulative free cash flow;</li> <li>• for 25% on the level of net profit (loss)</li> <li>• for 25% on the level of Debt/Ebitda</li> <li>• for 25% of the percentage of women, progress in the reduction of scope 3 CO<sub>2</sub> emissions and safety at work compared to the FR2 target.</li> </ul> <p>The first full year taken into account for the assessment of the performance conditions for this grant is 2024. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested in respect of each of these criteria. This threshold is set at 80% achievement for the first two criteria. For the other two criteria, the trigger threshold is the achievement of the objective. The allocation cannot exceed 100% of the total, even if the objectives are exceeded.</p>
End-of-service indemnity	None	None	<p>The Chief Executive Officer receives a commitment to pay an indemnity equal to two years of gross compensation, in the event of an involuntary departure. The reference basis for this compensation is the gross compensation (fixed and variable) for the last 12 months preceding the date of the dismissal or non-renewal of the corporate office.</p> <p>Compensation will only be paid in the event of an involuntary departure and subject to performance conditions. The amount would be reduced by the amount that would, if applicable, be paid in respect of any other indemnity, such as for example the non-competition indemnity so that overall compensation greater than the aforementioned maximum amount of two years cannot be granted.</p>
Supplementary pension plans	€0	€112,572	In addition to the pension rights of the mandatory plan, Laurent Favre benefits from OPmobility SE's new pension plan with certain rights.
Benefits in kind	Valuation: €14,613	Valuation: €14,613	<p>Laurent Favre benefits from a company car whose total value is estimated at €14,613.</p> <p>Laurent Favre benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.</p>

## SUMMARY TABLE OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED IN RESPECT OF THE 2024 FISCAL YEAR TO FÉLICIE BURELLE, MANAGING DIRECTOR

Components of compensation	Amounts paid in fiscal year 2024	Amounts granted in respect of fiscal year 2024	Comments
Fixed compensation	€750,900	€750,900	The annual fixed compensation of Félicie Burelle has stood at €750,900 since January 1, 2023, unchanged in fiscal year 2024.
Annual variable compensation	€825,000 (variable compensation awarded in respect of fiscal year 2023)	€1,045,000	<p>During the meeting of February 19, 2025, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Félicie Burelle in respect of fiscal year 2024 at €1,045,000.</p> <p>The Board of Directors, on the recommendation of the Compensation Committee, had decided to define the methods for calculating the variable compensation as follows:</p> <ul style="list-style-type: none"> <li>• weighting of 70% for the quantifiable part and 30% for the qualitative part;</li> <li>• target variable part for 2024 (in the event of achievement of the objectives set by the Board of Directors) set at €950,000, with a trigger threshold set at 80% of achievement rate and capped at 150%.</li> </ul> <p>In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2024 was determined as follows:</p> <ul style="list-style-type: none"> <li>• For the financial part, the criteria used are: <ul style="list-style-type: none"> <li>• change in free cash flow (20%),</li> <li>• change in operating margin (20%)</li> <li>• change in net profit (loss) - Group share (15%),</li> <li>• change in the Group's debt reduction (15%).</li> </ul> </li> </ul> <p>The financial objectives for 2024 had been set in relation to the Group's provisional budget as approved by the Board of Directors on December 6, 2023.</p> <ul style="list-style-type: none"> <li>• The non-financial portion includes: <ul style="list-style-type: none"> <li>• efficiency in the implementation of the strategy: acquisition plan completed in 2022, operational excellence and project start-ups, long-term value creation and deployment of the Hydrogen strategy (15%),</li> <li>• ESG criteria, safety performance: compliance with sustainability commitments for 2030; the implementation of a Human Resources policy ensuring gender balance, talent development and access to training; the deployment of the compliance program (15%).</li> </ul> </li> </ul> <p>The proportion of quantitative elements included in the composition of the ESG criterion represents 53% of the total weighting defined at 15%, i.e. a sub-weighting of 8% out of the total 15% thus defined.</p> <p>The quantifiable part of the criteria therefore represents 78% and the qualitative part 22%.</p> <p>At its meeting of February 19, 2025, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> <li>• noted that the achievement rate of the financial criteria was 102%, broken down as follows: <ul style="list-style-type: none"> <li>• free cash flow: 107%,</li> <li>• net profit (loss) - Group share: 100%,</li> <li>• debt reduction: 95%,</li> <li>• operating margin: 105%;</li> </ul> </li> <li>• decided that the achievement rate for the non-financial criteria met the expectations and targets at 122%: <ul style="list-style-type: none"> <li>• strategy and development: 120%,</li> <li>• ESG: 125%</li> </ul> </li> </ul> <p>Overall achievement rate taking into account the weighting of the various criteria: 110%.</p> <p>The variable portion for 2024 thus amounts to €1,045,000 and will only be paid to Félicie Burelle subject to the favorable vote of shareholders at the General Meeting of April 24, 2025.</p> <p>This annual variable compensation represents 105% of the total cash compensation granted in respect of fiscal year 2024 (excluding performance shares, pension plans and benefits in kind).</p>

Components of compensation	Amounts paid in fiscal year 2024	Amounts granted in respect of fiscal year 2024	Comments
Multi-year variable compensation	None	None	Félicie Burelle does not receive any multi-year compensation.
Joining or severance compensation	None	None	Félicie Burelle does not receive any compensation for taking up or leaving office.
Director's compensation	€44,154	€44,154	Félicie Burelle was paid €44,154 as compensation for her office as director in respect of fiscal year 2024.
Exceptional compensation	€200,000 10,764 shares awarded on 07/22/2024 under the Free Performance Share Plan 2024 valued at €80,730	€200,000 10,764 shares awarded on 07/22/2024 under the Free Performance Share Plan 2024 valued at €80,730	Félicie Burelle received exceptional compensation of € 200,000 and the award of 10,764 free shares subject to the achievement of the performance criteria of the July 22, 2024 plan.
Grant of stock options, performance shares or other long-term compensation	€130,890 (corresponding to 8,726 shares delivered on 04/30/2024 under the 2020 Free Share Plan)	Valuation: €488,600 (corresponding to 48,860 shares allocated under the 04/2024 free share plan)	<p>The Board of Directors' meeting of February 21, 2024 decided to implement a new Free share Plan from April 25, 2024, under the authorization granted by the General Meeting of April 21, 2022.</p> <p>The vesting of the shares awarded in respect of the plans of April 24, 2024 and July 22, 2024 is subject to the achievement of four performance conditions assessed in respect of each fiscal year 2024, 2025 and 2026. The number of performance shares vested depends on the achievement of the following objectives:</p> <ul style="list-style-type: none"> <li>• for 25% on the level of the Group's cumulative free cash flow</li> <li>• for 25% on the level of net profit (loss)</li> <li>• for 25% on the level of Debt/Ebitda</li> <li>• for 25% of the percentage of women, progress in the reduction of scope 3 CO<sub>2</sub> emissions and safety at work compared to the FR2 target.</li> </ul> <p>The first full year taken into account for the assessment of the performance conditions for this grant is 2024. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested in respect of each of these criteria. This threshold is set at 80% achievement for the first two criteria. For the other two criteria, the trigger threshold is the achievement of the objective. The allocation cannot exceed 100% of the total, even if the objectives are exceeded.</p>
End-of-service indemnity	None	None	<p>The Managing Director receives a commitment to pay an indemnity equal to two years of gross compensation in the event of an involuntary departure. The reference basis for this indemnity is the gross compensation (fixed and variable) for the last 12 months prior to the date of the dismissal or non-renewal of the corporate office.</p> <p>The indemnity will only be paid in the event of an involuntary departure subject to performance conditions. The amount would be reduced by the amount that would, if applicable, be paid in respect of any other indemnity, such as for example the non-competition indemnity so that an overall compensation greater than the aforementioned maximum amount of two years cannot be granted.</p>
Supplementary pension plans	€0	€66,820 (under the defined-benefit pension plan with certain rights under Article L. 137-11-2 of the French Social Security Code) € 46,860 (under the defined-benefit pension plan with uncertain rights under Article L. 137-11 of the French Social Security Code)	In addition to the pension rights of the mandatory plan, Félicie Burelle benefits from the OPmobility SE supplementary defined-benefit pension plans with uncertain rights and the new plan with certain rights.
Benefits in kind	Valuation: €12,075	Valuation: €12,075	<p>Félicie Burelle has a company car.</p> <p>Félicie Burelle benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.</p>

## 4.6 Authorizations and delegations of authority proposed at the General Meeting of Shareholders of April 24, 2025 concerning the share capital and transferable securities entitling holders to the allotment of debt securities – 5<sup>th</sup> and 16<sup>th</sup> to 23<sup>rd</sup> resolutions

The General Meeting of Shareholders is asked to vote on the renewal of the following authorizations and delegations relating to the share capital and securities giving entitlement to the allocation of debt securities:

### AUTHORIZATIONS AND DELEGATIONS PROPOSED TO THE GENERAL MEETING OF SHAREHOLDERS OF APRIL 24, 2025 RELATING TO THE CAPITAL AND TRANSFERABLE SECURITIES GIVING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES

Resolution no.	Type of authorization and delegated power	Duration and expiry date	Maximum amount per authorization or delegated power
5	Authorization for the Company to buy back its own shares	18 months until October 23, 2026	Maximum purchase price: €80 Maximum holding: 10% of share capital Accumulated value of acquisitions: €1,152,177,200
16	Authorization to reduce the equity capital by canceling treasury shares	26 months until June 23, 2027	10% of the share capital per 24-month period
17	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, with preferential subscription rights	26 months until June 23, 2027	€6 million in nominal for shares and €2 billion in value for debt securities
18	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, through a public offer	26 months until June 23, 2027	€6 million in nominal for shares and €2 billion in value for debt securities
19	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights by way of an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code	26 months until June 23, 2027	€2 million par value for the shares through an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code and €750 million in value for debt securities
20	Delegation of authority to increase the number of shares or securities to be issued when a share issue with or without preferential subscription rights is carried out under the 17 <sup>th</sup> to 19 <sup>th</sup> resolutions up to a maximum of 15% of the initial issue	26 months until June 23, 2027	15% of the initial issue
21	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for contributions in kind consisting of equity securities or investment securities giving access to the share capital	26 months until June 23, 2027	€2 million in nominal for shares and €750 million in value for debt securities
22	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or marketable securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for securities as part of a public exchange offer during the delegation	26 months until June 23, 2027	€6 million in nominal for shares and €750 million in value for debt securities
23	Share capital increase reserved for employees	26 months until June 23, 2027	€259,239.90 in nominal, i.e. a maximum of 4,320,665 shares at January 29, 2025



# 5

## Explanatory statement and draft resolutions submitted to the Combined General Meeting of April 24, 2025

### Ordinary business

The text of the resolutions is preceded by an introductory paragraph setting out the reasons for each of the resolutions proposed. All of these paragraphs form the Board of Directors' report to the General Meeting.

#### EXPLANATORY STATEMENT

##### 1<sup>ST</sup>, 2<sup>ND</sup> AND 3<sup>RD</sup> RESOLUTIONS: APPROVAL OF THE STATUTORY AND CONSOLIDATED FINANCIAL STATEMENTS FOR FISCAL YEAR 2024, APPROPRIATION OF NET INCOME AND DETERMINATION OF THE DIVIDEND

In light of the reports of the Board of Directors and the Statutory Auditors, the General Meeting is called upon to approve:

- the statutory financial statements for fiscal year 2024, which show a net profit of €381,502,964 compared to €215,317,327 in 2023; and
- the consolidated financial statements for fiscal year 2024, which show a consolidated net profit Group share of €170 million compared to a consolidated net profit Group share of €163 million in 2023.

The Board of Directors proposes to the General Meeting the appropriation of net income and the determination of the dividend for the fiscal year ended December 31, 2024 as follows:

*In euros*

Taking into account the retained earnings before deduction of the interim dividend paid in July 2024, of	1,622,363,876
And net profit (loss) for the fiscal year ended December 31, 2024 of	381,502,964
Total amount to be appropriated	2,003,866,840

The Board of Directors proposes to the General Meeting a net dividend for the fiscal year ended December 31, 2024 of €0.60 per share, up by 54% compared to the previous year's dividend.

Upon payment, the dividend attributable to treasury shares held by the Company will be transferred to "Retained earnings."

If the General Meeting approves this proposal, shares will trade ex-dividend as of April 29, 2025 at midnight (Paris time) and the dividend will be paid on May 2, 2025.

For individual shareholders resident for tax purposes in France who do not opt for withholding at the flat rate of 30%, this dividend is eligible for the 40% tax relief resulting from the provisions of Article 158-3-2° of the *French General Tax Code*. The dividends for individual shareholders are subject to withholding at 12.8%.

Over the last three fiscal years, dividends have been distributed as follows:

Fiscal year	Number of shares with dividend rights	Dividend per share	Income eligible for the tax relief provided for in Article 158-3-2° of the <i>French General Tax Code</i>		Income not eligible for the tax relief provided for in Article 158-3-2° of the <i>French General Tax Code</i>	
			Dividends	Other income	Dividends	Other income
2021	144,949,672	€0.28	€40,585,908	-	-	-
2022	143,991,490	€0.39	€56,156,681	-	-	-
2023	143,983,615	€0.39	€56,153,610	-	-	-

The Board of Directors recommends that this amount be appropriated as follows:

*In euros*

Total to be appropriated before deduction of the interim dividend paid in July 2024	2,003,866,840
Appropriation:	
Dividend distributed for FY 2024	86,413,292
Carried forward	1,917,453,548
<b>TOTAL APPROPRIATED</b>	<b>2,003,866,840</b>

## FIRST RESOLUTION

### Approval of the annual financial statements for the fiscal year ended December 31, 2024

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the annual financial statements for the fiscal year ended December 31, 2024, the reports of the Board of Directors and the Statutory Auditors for the fiscal year ended December 31, 2024, approves the financial statements for the said fiscal year as presented, as well as the transactions reflected in these financial statements or summarized in these reports, and showing, for said fiscal year, a net profit of €381,502,964.

## SECOND RESOLUTION

### Appropriation of net income for the fiscal year and determination of the dividend

The General Meeting, on the proposal of the Board of Directors, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and noting that the results for the fiscal year ended December 31, 2023 show a net profit of €381,502,964 and that retained earnings, before deduction of the interim dividend paid in July 2024, totaled €1,622,363,876 as of December 31, 2023, decides to appropriate the net sum representing an amount of €2,003,866,840, namely

*In euros*

Total to be appropriated before deduction of the interim dividend paid in July 2024	2,003,866,840
Appropriation:	
Net dividend distributed for FY 2024	86,413,292
Carried forward	1,917,453,548
<b>TOTAL APPROPRIATED</b>	<b>2,003,866,840</b>

Consequently, the General Meeting sets the net dividend for fiscal year 2024 at €0.60 per share. It should be noted that, pursuant to a decision of the Board of Directors on July 22, 2024, an interim dividend of €34,539,654, or €0.24 per share, has already been paid. Consequently, a final dividend of €51,873,638, or €0.36 per share, remains to be paid to the shareholders, taking into account the capital reduction of January 29, 2025, reducing the number of shares comprising the capital from 145,522,153 to 144,022,153. As a reminder, this dividend is eligible for the 40% tax relief resulting from the provisions of Article 158-3-2° of the *French General Tax Code* for individual shareholders resident for tax purposes in France who do not opt for withholding at the flat rate of 30%. The dividends for individual shareholders are subject to withholding at 12.8%.

The shares will trade ex-dividend on April 29, 2025.

This dividend will be paid on the date set by the Board of Directors, i.e. May 2, 2025.

OPmobility SE shares held in treasury on the dividend payment date will be stripped of dividend rights and the related dividends will be credited to retained earnings.

This appropriation will have the effect of bringing the amount of shareholders' equity to €1,954,276,543 and that of reserves to €1,928,156,566.

In accordance with the law, the General Meeting notes that, after deducting dividends not paid on treasury stock, dividends for the last three years were distributed.

In accordance with the provisions of Article 243 *bis* of the *French General Tax Code*, the following table summarizes the amount of dividends and other income distributed in respect of the three preceding fiscal years, as well as their eligibility for the 40% tax relief, provided for in Article 158-3-2° of the *French General Tax Code*, where applicable, for individual shareholders resident in France for tax purposes.

Fiscal year	Number of shares with dividend rights	Dividend per share	Income eligible for the tax relief provided for in Article 158-3-2° of the <i>French General Tax Code</i>		Income not eligible for the tax relief provided for in Article 158-3-2° of the <i>French General Tax Code</i>	
			Dividends	Other income	Dividends	Other income
2021	144,949,672	€0.28	€40,585,908	-	-	-
2022	143,991,490	€0.39	€56,156,681	-	-	-
2023	143,983,615	€0.39	€56,153,610	-	-	-

## THIRD RESOLUTION

### Approval of the consolidated financial statements for the fiscal year ended December 31, 2024

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after

having read the report of the Board of Directors and the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements for the fiscal year ended December 31, 2024 as presented, as well as the transactions reflected in these financial statements or summarized in these reports, and showing, for said fiscal year, a net profit (Group share) of €170 million.

## EXPLANATORY STATEMENT

### 4<sup>TH</sup> RESOLUTION: APPROVAL OF A NEW AGREEMENT PURSUANT TO ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE

In the 4<sup>th</sup> resolution, you are asked to approve a new agreement referred to in Articles L. 225-38 et seq. of the *French Commercial Code*, which alone is submitted to the vote of the General Meeting:

#### Previous agreement, tacitly renewed during the fiscal year ended December 31, 2024

Regulated agreement entered into between OPmobility SE and BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi AS since December 21, 2001, for the use of designs, models, industrial processes, know-how and related technical assistance services from OPmobility SE.

OPmobility SE holds 50% of the voting rights in BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi AS.

The financial terms are 1.5% of BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi AS's net sales of licensed products.

The agreement, for an initial period of five years, followed by tacit renewals for a period of one year, initially authorized by the Board of Directors on February 24, 2016, and ratified by the General Meeting of April 28, 2016, was tacitly renewed from January 1, 2024 for a further period of one year. We propose that you approve this tacit renewal.

This agreement is described in the Statutory Auditors' special report on related-party agreements referred to in Article L. 225-38 of the *French Commercial Code*.

**Agreements entered into and duly authorized by the Board of Directors in previous fiscal years and whose performance continued during the fiscal year ended December 31, 2024**

The agreements authorized and entered into during previous fiscal years whose performance continued during the past fiscal year are described in the Statutory Auditors' special report on related-party agreements referred to in Article L. 225-38 of the *French Commercial Code*. Already approved by the General Meeting, they are not resubmitted to your vote.

## FOURTH RESOLUTION

### Approval of an agreement pursuant to the provisions of Articles L. 225-38 et seq. of the *French Commercial Code* (former agreement tacitly renewed during 2024)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the Statutory Auditors' special report on the related-party agreements referred to in Article L. 225-38 of the *French Commercial Code*, approves the agreement, which was tacitly renewed during the fiscal year ended December 31, 2024 with BPO-B. PLAS Plastic Omnium Automotiv Plastik Ve Metal Yan Sanayi AS and mentioned in said report.

## EXPLANATORY STATEMENT

### 5<sup>TH</sup> RESOLUTION: AUTHORIZATION FOR THE COMPANY TO BUY BACK ITS OWN SHARES

As the existing authorization expires in October 2025, it is proposed that the General Meeting grants the Board a new authorization for a period of eighteen months.

At the General Meeting of April 24, 2024, the shareholders authorized the Company to buy back its own shares under the following terms and conditions:

Maximum purchase price	€80 per share
Maximum shares that may be held	10% of share capital
Maximum investment in the buyback program	€1,164,177,200

Between April 25, 2024 and January 31, 2025, the Company acquired 651,034 shares for a total value of €6,470,241, i.e. a value per share of €9.94, including under the liquidity agreement. The Company also acquired 101,125 shares for a total value of €926,143, i.e. a unit value of €9.16, under a share buyback plan and 1,111,244 shares for cancellation for a total value of €10,000,001, i.e. a value per share of €9.

During the same period, the Company sold 641,108 shares under the liquidity agreement for a total proceeds of €6,363,973, i.e. a unit value of €9.93. The Company also delivered 84,187 shares to the beneficiaries of the free performance share plan of April 30, 2020 with a total value of €1,323,423, i.e. a unit value of €15.72.

The detailed summary of the transactions carried out and the description of the authorization submitted for your vote are provided in section 3.5.5 of chapter 3 of the Company's 2024 Universal Registration Document.

The authorization to buy back the shares of the Company granted by the General Meeting of April 24, 2024 expires on October 23, 2025.

Share buybacks allow an investment service provider to make a market in the Company's shares under a liquidity agreement complying with the Code of Ethics issued by the *Association Française des Marchés Financiers* (AMAFI), and the subsequent cancellation of shares.

Shares can also be repurchased to support external growth transactions, to implement stock option and free share plans for employees or executive corporate officers, to cover securities granting rights to the allocation of the Company's shares within current regulations, or any market practice permitted by the market authorities.

The Board at Directors may not use this authorization during the course of a takeover bid for the Company's shares.

We are seeking to renew this authorization on the following terms:

Maximum purchase price	€80 per share
Maximum shares that may be held	10% of share capital
Maximum amount of acquisitions under the buyback program as of the day of the General Meeting, i.e. April 24, 2025	€1,152,177,200

## FIFTH RESOLUTION

**Authorization to be granted to the Board of Directors to transact in the Company's shares pursuant to the provisions of Article L. 22-10-62 of the *French Commercial Code*, duration of the authorization, purposes, terms, ceiling**

The General Meeting, after having read the report of the Board of Directors, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, authorizes the latter, with the option of subdelegation under the conditions set by French law, for a period of eighteen months, in accordance with Articles L. 22-10-62 et seq. of the *French Commercial Code*, to proceed with the purchase, on one or more occasions that it will decide, of shares of the Company up to the limit of 10% of the number of shares comprising the share capital, if necessary adjusted to take into account any capital increase or decrease that may occur during the duration of the program.

Acquisitions may be made with a view to any use permitted by law, in particular:

- to ensure the promotion of the secondary market or the liquidity of the OPmobility SE share through an investment service provider *via* a liquidity agreement in accordance with the practice accepted by the regulations, it being understood that in this context, for the purposes of calculating the aforementioned limit of 10%, the number of shares held corresponds to the number of shares purchased, less the number of shares resold during the term of the authorization;
- to retain the shares acquired and use them at a later date for exchange or in payment for any external growth transactions, with the understanding that shares purchased for this purpose may not exceed 5% of the Company's capital;
- to cover stock option and/or free share (or similar) plans awarded to Group employees and/or corporate officers and all allocations of shares as part of a company or group savings (or similar) plan, or for purposes of Company profit-sharing and/or any other form of allocation of shares to Group employees and/or corporate officers;
- to cover securities carrying rights to the allocation of the Company's shares within the current regulations;
- to implement any market practice that may be accepted by the AMF, and more generally carrying out any other transaction in accordance with the regulations in force;
- cancel any shares acquired, subject to the authorization to be granted by this General Shareholders' Meeting in its sixteenth extraordinary resolution.

Shares may be purchased, sold or transferred using any method, including by purchasing blocks of shares, on the stock market or over the counter. Transactions may be made at any time, except during a public offer period concerning the Company.

The Company does not intend to use options or derivative instruments.

The maximum number of shares that may be purchased by the Company may not exceed 10% of share capital on the date of this decision, *i.e.* a maximum number of 14,402,215 shares as of this date.

The maximum purchase price may not exceed €80 per share. In the event of a transaction affecting capital, in particular stock splits or reverse stock splits or free share allocations, the aforementioned amount will be adjusted in the same proportion (coefficient of the ratio between the number of shares comprising the equity capital before the transaction and the number of shares after the transaction).

At December 31, 2024, the Company held 2,757,915 treasury shares. In the event that these treasury shares were to be canceled or used, the maximum amount that the Company would be able to pay out would be €1,152,177,200 for the purchase of 14,402,215 shares.

This authorization takes effect at the end of this Meeting and is valid for a period of eighteen months from today. It cancels and supersedes the authorization granted by the Combined General Meeting of April 24, 2024 in its fifth resolution for the unused portion.

Unless it takes this action itself, the General Meeting authorizes the Board of Directors to adjust the aforementioned maximum number of shares and maximum purchase price as necessary to take into account the impact on the share price of any change in the par value of the shares, or any capital increase by incorporation of reserves and free share allocation issues, any stock split or reverse stock split, any return of capital or any other transaction relating to shareholders' equity, within the aforementioned limits of 10% of share capital and €1,152,177,200.

The General Meeting grants full powers to the Board of Directors, with the option of subdelegation under the conditions set by law, to use this authorization, to conclude any agreements, carry out any filing and other formalities, notably with the French Financial Markets Authority or any other authority that may replace it, and, more generally, take all necessary, with the option of subdelegation under the conditions set by law, action.

## EXPLANATORY STATEMENT

6<sup>TH</sup> RESOLUTION: MULTIPLE DIRECTORSHIPS HELD BY DIRECTORS

## 1. Composition of the Board of Directors of OPmobility SE at December 31, 2024

The directors of OPmobility SE are complementary due to their different professional backgrounds, skills and nationalities. They are present, active and involved and have a good knowledge of the Company. The directors are vigilant and exercise their complete freedom of judgment, which enables them to participate in the decisions and work of the Board and its specialized committees.

**Laurent Burelle**, aged 75, began his career within the Plastic Omnium Group, which became OPmobility, as a production engineer and assistant to the director of the Langres plant. In 1977, he was appointed Chief Executive Officer and then Chairman and Chief Executive Officer of Plastic Omnium SA in Valencia, Spain. He was Director of the Environment Division from 1981 to 1988 before becoming Vice-Chairman and Chief Executive Officer of Compagnie Plastic Omnium, since renamed OPmobility SE, in 1988, and then Chairman and CEO in 2001, a position he held until December 31, 2019. On this date, the functions of Chairman of the Board of Directors and Chief Executive Officer were separated. Laurent Burelle has been Chairman of the Board of Directors of OPmobility SE since January 1, 2020, and Chairman and CEO of Burelle SA since January 1, 2019. He was Chairman of the *Association Française des Entreprises Privées* (AFEP) from May 2017 to July 2023. Laurent Burelle is also a founder-director of the Jacques Chirac Foundation.

**Laurent Favre**, aged 53, spent his career before joining the OPmobility Group in the automotive industry in Germany, where he held various positions of responsibility within leading automotive equipment manufacturers such as ThyssenKrupp (steering systems), ZF (transmissions and steering columns) and Benteler (structural components), where he was Chief Executive Officer of the Automotive Division. Laurent Favre has been Chief Executive Officer of OPmobility SE since January 1, 2020. He is also Chairman of the Franco-German Economic Club and independent director of Imerys.

**Félicie Burelle**, aged 45, began her career in 2001 within the Plastic Omnium Group, which became OPmobility, then joined the Mergers & Acquisitions Department of Ernst & Young Transaction Services in 2005. In 2010, she rejoined Compagnie Plastic Omnium, since renamed OPmobility SE, and took over the Strategic Planning and Commercial Coordination Department of the Auto Exteriors Division. She also became member of the Executive Committee of this Division. Félicie Burelle has been a member of the Burelle SA Board of Directors since 2013. In 2015, she was appointed Strategy and Development Director of OPmobility SE and has been member of the Executive Committee since then. Appointed Chief Operating Officer of OPmobility SE on January 1, 2018, Félicie Burelle has been a member of the Board of Directors of OPmobility SE since 2017 and Managing Director since January 1, 2020.

**Gonzalve Bich**, aged 45, of dual French-American nationality, started his career in management consulting at Deloitte, then he joined BIC in 2003. Over the next fifteen years, he held regional and international positions in Human Resources, Marketing, Innovation and Business Operations. In 2018, he was appointed Chief Executive Officer of BIC SA. Until March 2024, Gonzalve Bich was also Chairman of Enactus, a platform that aims to inspire tomorrow's leaders to use innovation and business organization to create a better and more sustainable world. Gonzalve Bich sits on the international advisory board of EDHEC, a French business school. Gonzalve Bich has been a member of the Board of Directors of OPmobility SE since December 6, 2023 and member of the Compensation Committee since December 11, 2024.

**Anne-Marie Couderc**, aged 74, is Chairwoman of the Board of Directors of Air France KLM. After beginning her professional career in 1973 as an attorney in Paris, Anne-Marie Couderc joined the Hachette Group in 1982 as Deputy Corporate Secretary. She then became the Group's Deputy Chief Executive Officer in 1993. A Paris city councilor, then Deputy Mayor and member of Parliament for Paris, she was appointed Secretary of State for Employment in the office of the Prime Minister in 1995, then Minister attached to the Ministry of Labor and Social Affairs with responsibility for employment until 1997. At the end of 1997, Anne-Marie Couderc was appointed Chief Executive Officer of Hachette Filipacchi Associés and, from 2006 to 2010, General Secretary of Lagardère Active. From 2011 to 2017, she was Chairwoman of the Presstalis group. Anne-Marie Couderc has been Chairwoman of the Board of Directors of Air France KLM since 2018. Anne-Marie Couderc has been a member of the Board of Directors of OPmobility SE since July 20, 2010, and she chaired the Appointments and CSR Committee until December 2024, of which she remains a member and is a member of the Compensation Committee.

**Virginie Fauvel**, aged 50, is Chairwoman and Chief Executive Officer of the Harvest Group. An engineer by training, a graduate of the *École des Mines de Nancy*, Virginie Fauvel began her career at Cetelem in 1997 where she worked in risk forecasting. There, she discovered the world of digital technology and its ability to change industry and the economy. In 2008, Virginie Fauvel took over the management of online banking and created Hellobank! In 2013, she joined Allianz as a member of the Management Committee, where she led a digital transformation, before joining the Management Board of Euler Hermes in 2018. In 2020, she became CEO of Harvest, TechForFin specializing in wealth management, and thus succeeded the founders of this digital sector company. Virginie Fauvel has been a member of the Board of Directors of OPmobility SE since April 26, 2023 and is a member of the Appointments and CSR Committee.

**Vincent Labruyère**, aged 74, began his professional career in 1976 at Établissements Bergeaud Mâcon, a subsidiary of Rexnord Inc. USA, manufacturer of equipment for the preparation of materials. In 1981, he took over the management of Imprimerie Perroux, specializing in the production of checkbooks and bank forms, which he diversified by creating its subsidiary DCP Technologies. In 1989, he founded the SPEOS Group, specializing in desktop publishing and electronic archiving of management documents and the manufacture of means of payment, which he sold to the Belgian Post Office. Vincent Labruyère is Chairman of the Supervisory Board of the Labruyère Group, a family group active in the operation of vineyards in France and the United States, commercial real estate, hotels and growth capital in France and abroad. Vincent Labruyère has been a member of the Board of Directors of OPmobility SE since May 16, 2002 and is a member of the Audit Committee.

**Paul Henry Lemarié**, aged 77, entered the engineering group Sofresid (steel industry, mining, offshore) and joined the Plastic Omnium Group, which became OPmobility, in 1980 as Director of the 3P Division – Performance Plastics Products. In 1985, he became head of the Automotive Division. In 1987 he was appointed Chief Operating Officer of Compagnie Plastic Omnium, since renamed OPmobility SE, then Chief Executive Officer in 2001 and Managing Director from 2001 to December 31, 2019. He was appointed Chief Executive Officer of Burelle SA in April 1989, then Managing Director from 2011 until December 31, 2020. Paul Henry Lemarié was appointed Chairman and Chief Executive Officer of Burelle Participations on July 28, 2021, then Chairman of the Board of Directors on January 1, 2024. He has been a member of the Board of Directors of OPmobility SE since June 26, 1987.

**Lucie Maurel Aubert**, aged 62, began her professional career in 1985 as a business attorney at Gide Loyrette Nouel. She joined the family bank Martin Maurel, where she has been a director since 1999. Appointed Managing Director of Compagnie Financière Martin Maurel in 2007, then Vice-Chairwoman Managing Director in 2011 and Chief Operating Officer of Banque Martin Maurel in 2013, since 2020, she has been Vice-Chairwoman of the Supervisory Board of Rothschild & Co. and Chairwoman of the CSR Committee. She has been Chairwoman of the Board of Directors of Rothschild Martin Maurel since 2023. Lucie Maurel Aubert has been a member of the Board of Directors of OPmobility SE since December 15, 2015, chaired the Audit Committee until December 2024, of which she remains a member, and since December 2024, now chairs the Appointments and CSR Committee.

**Alexandre Mérieux**, aged 50, was responsible for marketing in the United States and Europe at Silliker Group Corporation, then Director of Marketing and Business Unit Director until 2004. He has held various operational positions within bioMérieux. Managing Director in 2014 after having headed the Industrial Microbiology unit between 2005 and 2011, and then the Microbiology unit between 2011 and 2014. Chairman and CEO of bioMérieux from December 2017 to 2023, on July 1, 2023, he left the General Management of bioMérieux and remained Executive Chairman of the company. Alexandre Mérieux is also Vice-Chairman of the Institut Mérieux and Chairman of Mérieux Développement. He also chairs the Board of Directors at Mérieux NutriSciences. Alexandre Mérieux has been a member of the Board of Directors of OPmobility SE since April 26, 2018 and chairs the Compensation Committee.

**Cécile Moutet**, aged 51, began her career in communication consulting at the agency IRMA Communication, then continued her career by working independently in Spain, in the field of communication consulting. In 2009 and 2010, Cécile Moutet worked at IRMA Communication, which later became Cap & Cime PR, and coordinated various consulting assignments. She has been a member of the Board of Directors of OPmobility SE since April 27, 2017.

**Élisabeth Ourliac**, aged 65, began her career in an audit firm then joined Airbus in 1983. After holding several positions of responsibility within the Finance Department, she became Director of Audit in 2000 and then Director of Audit and Risk Management until 2007. In 2008, Élisabeth Ourliac became Director of Commercial Aircraft Business Strategy, where she participated in the establishment of the Airbus final assembly plant on the American continent. From 2016 to 2022, Élisabeth Ourliac was Vice-President Strategy at Airbus. Élisabeth Ourliac is also Chairwoman of the Board of Directors of the Toulouse School of Management and a member of the Board of Directors of the International Women Forum. She has been a member of the Board of Directors of OPmobility SE since December 7, 2022 and has chaired the Audit Committee since December 2024.

**Amandine Chaffois**, aged 44, is Vice-Chairwoman of OP'nSoft in the OPmobility Group. Appointed Director of Launches for Europe in September 2018, then Innovation Director for the Exterior Systems segment, Amandine Chaffois has been Vice-Chairwoman of Environmental Sustainability since 2021. Amandine Chaffois has been a director representing employees of OPmobility SE, appointed by the France Group Works Council, since July 4, 2019 and is a member of the Compensation Committee.

**Martin Krivan**, 42, of Slovak nationality, is the Technical Teams and Continuous Improvement Manager for the Poland and Slovakia Region. Martin Krivan is a director representing employees of OPmobility SE, appointed by the European Works Council on June 20, 2024.

## 2. Resolutions submitted to the vote of the General Meeting of April 24, 2025

**6<sup>th</sup> resolution:** As the term of office of Élisabeth Ourliac expires in 2025, the renewal of her term of office for a period of three years is submitted to the General Meeting.

Élisabeth Ourliac started her career in an audit firm and then joined Airbus in 1983. After holding several positions of responsibility within the Finance Department, she became Director of Audit in 2000 and then Director of Audit and Risk Management until 2007. In 2008, Élisabeth Ourliac became Director of Commercial Aircraft Business Strategy, where she participated in the establishment of the Airbus final assembly plant on the American continent. From 2016 to 2022, Élisabeth Ourliac has been Vice-President Strategy at Airbus.

Élisabeth Ourliac is also Chairwoman of the Board of Directors of the Toulouse School of Management and a member of the Board of Directors of the International Women Forum.

Ms. Élisabeth Ourliac acts as an independent director, with commitment and freedom of judgment. She brings to the Board her expertise in finance and auditing, her command of risk management, her knowledge of the industry, combined with international business experience. She actively contributes to the smooth operations of the Board, in particular as a member of the Audit Committee, which she took over as Chairwoman in December 2024. Over the two years of her term of office as director, Ms. Élisabeth Ourliac attended 100% of meetings of the Board of Directors and 100% of the meetings of the Audit Committee.



### 3. Composition of the Board of Directors following the General Meeting of April 24, 2025

Subject to the approval of the resolutions submitted to the vote of the General Meeting on April 24, 2025, at the end of this General Meeting, the terms of office of the fourteen directors of OPmobility SE will be as follows:

	Age	Male/Female	Independent director	Audit Committee	Compensation Committee	Appointments and CSR Committee
Laurent Burelle	75	M				
Laurent Favre	53	M				
Félicie Burelle	45	F				
Gonzalve Bich	46	M	✓		●	
Amandine Chaffois	44	F			●	
Anne-Marie Couderc	75	F			●	●
Virginie Fauvel	50	F	✓			●
Martin Krivan	42	M				
Vincent Labruyère	74	M		●		
Paul Henry Lemarié	78	M				
Lucie Maurel Aubert	63	F	✓	●		★
Alexandre Mérieux	51	M	✓		★	
Cécile Moutet	52	F				
Élisabeth Ourliac	65	F	✓	★		

✓ Independence within the meaning of the AFEP-MEDEF Code criteria

● Member of the Committee ★ Chairman of the Committee

## SIXTH RESOLUTION

### Renewal of the term of office of Ms. Élisabeth Ourliac as director

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors, renews, for a three-year period, the term of office of Ms. Élisabeth Ourliac as

a director. Her term of office will expire at the close of the General Meeting to be held in 2028 to approve the 2027 financial statements.

Ms. Élisabeth Ourliac has indicated that she would accept the renewal of the duties entrusted to her and that she is not subject to any measure likely to prevent her from performing such duties.

## EXPLANATORY STATEMENT

### 7<sup>TH</sup>, 8<sup>TH</sup>, 9<sup>TH</sup>, 10<sup>TH</sup>, 11<sup>TH</sup>, 12<sup>TH</sup>, 13<sup>ST</sup> AND 14<sup>TH</sup> RESOLUTIONS: COMPENSATION OF THE COMPANY'S DIRECTORS

The General Meeting is asked to vote on the compensation policy for the directors of OPmobility SE (ex ante vote).

In the 7<sup>th</sup> to 10<sup>th</sup> resolutions, the General Meeting is asked to approve, in accordance with the provisions of Article L. 22-10-8, II of the *French Commercial Code*, the compensation policies for OPmobility SE's directors. These policies would apply from the 2025 fiscal year until the General Meeting decides on a new compensation policy.

The texts of these compensation policies drawn up by the Board of Directors appear in section 3.2.2 of the Company's 2024 Universal Registration Document of the Company.

The shareholders are asked to approve, separately:

- in the vote on the 7<sup>th</sup> resolution, the compensation policy for the Chairman of the Board of Directors of OPmobility SE, drawn up by the Board of Directors on the recommendation of the Compensation Committee and as set out in section 3.2.2.2 of the 2024 Universal Registration Document;
- in the vote on the 8<sup>th</sup> resolution, the compensation policy for the Chief Executive Officer of OPmobility SE, drawn up by the Board of Directors on the recommendation of the Compensation Committee and as set out in section 3.2.2.2 of the 2024 Universal Registration Document;
- in the vote on the 9<sup>th</sup> resolution, the compensation policy for the Managing Director of OPmobility SE, drawn up by the Board of Directors on the recommendation of the Compensation Committee and as set out in section 3.2.2.2 of the 2024 Universal Registration Document;
- in the vote on the 10<sup>th</sup> resolution, the compensation policy for the directors of OPmobility SE, drawn up by the Board of Directors on the recommendation of the Compensation Committee and as set out in section 3.2.2.2 of the 2024 Universal Registration Document.

**The General Meeting is asked to approve the compensation of OPmobility SE's directors for fiscal year 2024 (ex post vote).**

Each year, the General Meeting must vote on the compensation awarded or paid to the Company's corporate officers during the fiscal year.

This so-called "ex post" vote concerns:

- all directors of OPmobility SE, namely the directors including the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director. The shareholders are thus asked to approve, by voting on the 11<sup>th</sup> resolution, the compensation for fiscal year 2024 of each of the aforementioned directors, as required by Article L. 22-10-9, I of the *French Commercial Code*. This information is provided in section 3.2.1.1 of the 2024 Universal Registration Document;
- and the Company's executive corporate officers. By voting on the 12<sup>th</sup>, 13<sup>th</sup> and 14<sup>th</sup> resolutions, the shareholders are asked to approve the fixed and variable components of the total compensation and benefits of any kind paid or allocated during fiscal year 2024 to Mr. Laurent Burelle, Chairman of the Board of Directors (12<sup>th</sup> resolution), Mr. Laurent Favre, Chief Executive Officer (13<sup>th</sup> resolution) and Ms. Félicie Burelle, Managing Director (14<sup>th</sup> resolution), pursuant to the provisions of Article L. 22-10-34, II of the *French Commercial Code*. This information is presented in section 3.2.1.2 of the 2024 Universal Registration Document and summarized in the tables below:

**SUMMARY TABLE OF THE COMPONENTS OF COMPENSATION PAID OR GRANTED IN RESPECT OF THE 2024 FISCAL YEAR TO LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS**

Components of compensation	Amounts paid in fiscal year 2024	Amounts granted in respect of fiscal year 2024	Comments
Fixed compensation	€950,000	€950,000	Laurent Burelle's annual fixed compensation has stood at €950,000 since January 1, 2023, unchanged in fiscal year 2024.
Annual variable compensation	€0	€0	Laurent Burelle does not receive any annual variable compensation.
Multi-year variable compensation	€0	€0	Laurent Burelle does not receive any multi-year variable compensation.
Exceptional compensation	€0	€0	Laurent Burelle does not receive any exceptional compensation.
Director's compensation	€64,154	€64,154	Laurent Burelle received compensation of €64,154 in respect of his offices as a director and Chairman of the Board of Directors for fiscal year 2024.
Grant of stock options, performance shares or other long-term compensation	€0	€0	Laurent Burelle does not receive any stock options, performance shares or other long-term compensation.
Joining or severance compensation	€0	€0	Laurent Burelle does not receive any compensation for taking up or leaving office.
Supplementary pension plans	€0	€0	In addition to the pension rights in the mandatory plan, Laurent Burelle benefits from the supplementary pension plan provided by Burelle SA (OPmobility SE's parent company)
Benefits in kind	€0	€0	N/A



# SUMMARY TABLE OF THE COMPONENTS OF COMPENSATION PAID OR GRANTED IN RESPECT OF THE 2024 FISCAL YEAR TO LAURENT FAVRE, CHIEF EXECUTIVE OFFICER

Components of compensation	Amounts paid in fiscal year 2024	Amounts granted in respect of fiscal year 2024	Comments
Fixed compensation	€1,100,900	€1,100,900	Laurent Favre's annual fixed compensation stood at €1,100,900 since January 1, 2023, unchanged in fiscal year 2024.
Annual variable compensation	€1,320,000 (variable compensation granted for fiscal year 2023)	€1,540,000	<p>During the meeting of February 19, 2025, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Laurent Favre in respect of fiscal year 2024 at €1,540,000.</p> <p>The Board of Directors, on the recommendation of the Compensation Committee, had decided to define the methods for calculating the variable compensation as follows:</p> <ul style="list-style-type: none"> <li>weighting of 70% for the quantifiable part and 30% for the qualitative part;</li> <li>target variable part for 2024 (in the event of achievement of the objectives set by the Board of Directors) set at €1,400,000, with a trigger threshold set at 80% achievement of the results and a maximum of 150% of achievement of the results.</li> </ul> <p>In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2023 was determined as follows:</p> <ul style="list-style-type: none"> <li>For the financial part, the criteria used are: <ul style="list-style-type: none"> <li>change in operating margin (20%),</li> <li>change in free cash flow (20%),</li> <li>change in net profit (loss) - Group share (15%),</li> <li>change in the Group's debt reduction (15%).</li> </ul> </li> </ul> <p>The financial targets for 2024 had been set in relation to the Group's provisional budget as approved by the Board of Directors on December 6, 2023.</p> <ul style="list-style-type: none"> <li>The non-financial portion includes: <ul style="list-style-type: none"> <li>effectiveness in the implementation of the strategy: returning acquisitions to on-track, operational excellence and project start-ups, long-term value creation, optimized CapEx management (15%),</li> <li>ESG criteria relating to FR2 safety: environment (carbon neutrality roadmap), compliance (compliance indicators), diversity (according to objectives) (15%).</li> </ul> </li> </ul> <p>The proportion of quantitative elements included in the composition of the ESG criterion represents 53% of the total weighting defined at 15%, i.e. a sub-weighting of 8% out of the total 15% thus defined. The quantifiable part of the criteria therefore represents 78% and the qualitative part 22%.</p> <p>At its meeting of February 19, 2025, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> <li>noted that the achievement rate of the financial criteria was 102%, broken down as follows: <ul style="list-style-type: none"> <li>free cash flow: 107%,</li> <li>net profit (loss) - Group share: 100%,</li> <li>debt reduction: 95%,</li> <li>operating margin: 105%;</li> </ul> </li> <li>decided that the achievement rate for the non-financial criteria met the expectations and targets at 122%: <ul style="list-style-type: none"> <li>strategy and development: 120%,</li> <li>ESG: 125%.</li> </ul> </li> </ul> <p>Overall achievement rate taking into account the weighting of the various criteria: 110%.</p> <p>The variable portion for 2024 thus amounts to €1,540,000 and will only be paid to Laurent Favre subject to the favorable vote of shareholders at the General Meeting of April 24, 2025. This annual variable compensation represents 106% of the total cash compensation granted in respect of fiscal year 2024 (excluding performance shares, pension plans and benefits in kind).</p>

Components of compensation	Amounts paid in fiscal year 2024	Amounts granted in respect of fiscal year 2024	Comments
Multi-year variable compensation	None	None	Laurent Favre does not receive any multi-year compensation.
Director's compensation	€44,154	€44,154	Laurent Favre received compensation of €44,154 in respect of his office as director for fiscal year 2024.
Exceptional compensation	€300,000 16,146 shares awarded on 07/22/2024 under the Free Performance Share Plan 2024 and valued at €121,095	€300,000 16,146 shares awarded on 07/22/2024 under the Free Performance Share Plan 2024 and valued at €121,095	Laurent Favre received exceptional compensation of €300,000 in cash and the award of 16,146 free shares subject to the achievement of the performance criteria of the July 22, 2024 plan.
Grant of stock options, performance shares or other long-term compensation	€209,415 (corresponding to 13,961 shares delivered on 04/30/2024 under the 2020 Free Share Plan)	Valuation: €732,900 (corresponding to 73,290 shares allocated under the 04/2024 Free Share Plan)	<p>The Board of Directors' meeting of February 21, 2024 decided to implement a new free share plan from April 25, 2024, under the authorization granted by the General Meeting of April 21, 2022.</p> <p>The vesting of the shares allocated in respect of the plans of April 24, 2024 and July 22, 2024 is subject to the achievement of four performance conditions assessed in respect of each fiscal year 2024, 2025 and 2026. The number of performance shares vested depends on the achievement of the following objectives:</p> <ul style="list-style-type: none"> <li>• for 25% on the level of the Group's cumulative free cash flow</li> <li>• for 25% on the level of net profit (loss)</li> <li>• for 25% on the level of Debt/Ebitda</li> <li>• for 25% of the percentage of women, progress in the reduction of scope 3 CO<sub>2</sub> emissions and safety at work compared to the FR2 target.</li> </ul> <p>The first full year taken into account for the assessment of the performance conditions for this grant is 2024. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested in respect of each of these criteria. This threshold is set at 80% achievement for the first two criteria. For the other two criteria, the trigger threshold is the achievement of the objective. The allocation cannot exceed 100% of the total, even if the objectives are exceeded.</p>
End-of-service indemnity	None	None	<p>The Chief Executive Officer receives a commitment to pay an indemnity equal to two years of gross compensation in the event of an involuntary departure. The reference basis for this indemnity is the gross compensation (fixed and variable) for the last 12 months prior to the date of the dismissal or non-renewal of the corporate office.</p> <p>The indemnity will only be paid in the event of an involuntary departure subject to performance conditions. The amount would be reduced by the amount that would, if applicable, be paid in respect of any other indemnity, such as for example the non-competition indemnity so that an overall compensation greater than the aforementioned maximum amount of two years cannot be granted.</p>
Supplementary pension plans	€0	€112,572	In addition to the pension rights of the mandatory plan, Laurent Favre benefits from OPmobility SE's new pension plan with certain rights.
Benefits in kind	Valuation: €14,613	Valuation: €14,613	<p>Laurent Favre benefits from a company car whose total value is estimated at €14,613.</p> <p>Laurent Favre benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.</p>

## COMPONENTS OF COMPENSATION PAID DURING FISCAL YEAR 2024 OR GRANTED FOR FISCAL YEAR 2024 TO FÉLICIE BURELLE, MANAGING DIRECTOR

Components of compensation	Amounts paid in fiscal year 2024	Amounts granted in respect of fiscal year 2024	Comments
Fixed compensation	€750,900	€750,900	The annual fixed compensation of Félicie Burelle has stood at €750,900 since January 1, 2023, unchanged in fiscal year 2024.
Annual variable compensation	€825,000 (variable compensation awarded in respect of fiscal year 2023)	€1,045,000	<p>During the meeting of February 19, 2025, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Félicie Burelle in respect of fiscal year 2024 at €1,045,000.</p> <p>The Board of Directors, on the recommendation of the Compensation Committee, had decided to define the methods for calculating the variable compensation as follows:</p> <ul style="list-style-type: none"> <li>• weighting of 70% for the quantifiable part and 30% for the qualitative part;</li> <li>• target variable part for 2024 (in the event of achievement of the objectives set by the Board of Directors) set at €950,000, with a trigger threshold set at 80% of achievement rate and capped at 150%.</li> </ul> <p>In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2024 was determined as follows:</p> <ul style="list-style-type: none"> <li>• For the financial part, the criteria used are: <ul style="list-style-type: none"> <li>• change in operating margin (20%),</li> <li>• change in free cash flow (20%),</li> <li>• change in net profit (loss) - Group share (15%),</li> <li>• change in the Group's debt reduction (15%).</li> </ul> </li> </ul> <p>The financial targets for 2024 had been set in relation to the Group's provisional budget as approved by the Board of Directors on December 6, 2023.</p> <ul style="list-style-type: none"> <li>• The non-financial portion includes: <ul style="list-style-type: none"> <li>• efficiency in the implementation of the strategy: acquisition plan completed in 2022, operational excellence and project start-ups, long-term value creation and deployment of the Hydrogen strategy (15%),</li> <li>• ESG criteria, safety performance: compliance with sustainability commitments for 2030; the implementation of a Human Resources policy ensuring gender balance, talent development and access to training; the deployment of the compliance program (15%).</li> </ul> </li> </ul> <p>The proportion of quantitative elements included in the composition of the ESG criterion represents 53% of the total weighting defined at 15%, i.e. a sub-weighting of 8% out of the total 15% thus defined.</p> <p>The quantifiable part of the criteria therefore represents 78% and the qualitative part 22%.</p> <p>At its meeting of February 19, 2025, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> <li>• noted that the achievement rate of the financial criteria was 102%, broken down as follows: <ul style="list-style-type: none"> <li>• free cash flow: 107%,</li> <li>• net profit (loss) - Group share: 100%,</li> <li>• debt reduction: 95%,</li> <li>• operating margin: 105%;</li> </ul> </li> <li>• decided that the achievement rate for the non-financial criteria met the expectations and targets at 122%: <ul style="list-style-type: none"> <li>• strategy and development: 120%,</li> <li>• ESG: 125%.</li> </ul> </li> </ul> <p>Overall achievement rate taking into account the weighting of the various criteria: 110%.</p> <p>The variable portion for 2024 thus amounts to €1,045,000 and will only be paid to Félicie Burelle subject to the favorable vote of shareholders at the General Meeting of April 24, 2025.</p> <p>This annual variable compensation represents 105% of the total cash compensation granted in respect of fiscal year 2024 (excluding performance shares, pension plans and benefits in kind).</p>

Components of compensation	Amounts paid in fiscal year 2024	Amounts granted in respect of fiscal year 2024	Comments
Multi-year variable compensation	None	None	Félicie Burelle does not receive any multi-year compensation.
Joining or severance compensation	None	None	Félicie Burelle does not receive any compensation for taking up or leaving office.
Director's compensation	€44,154	€44,154	Félicie Burelle was paid €44,154 as compensation for her office as director in respect of fiscal year 2024.
Exceptional compensation	€200,000 €200,000 10,764 shares awarded on 07/22/2024 under the Free Performance Share Plan 2024 valued at €80,730	€200,000 10,764 shares awarded on 07/22/2024 under the Free Performance Share Plan 2024 valued at €80,730	Félicie Burelle received exceptional compensation of €200,000 and the award of 10,764 free shares subject to the achievement of the performance criteria of the July 22, 2024 plan.
Grant of stock options, performance shares or other long-term compensation	€130,890 (corresponding to 8,726 shares delivered on 04/30/2024 under the 2020 Free Performance Share Plan)	Valuation: €488,600 (corresponding to 48,860 shares allocated under the Free Performance Share Plan of 04/2024)	<p>The Board of Directors' meeting of February 21, 2024 decided to implement a new free share plan from April 25, 2024, under the authorization granted by the General Meeting of April 21, 2022.</p> <p>The vesting of the shares allocated in respect of the plans of April 24, 2024 and July 27, 2024 is subject to the achievement of four performance conditions assessed in respect of each fiscal year 2024, 2025 and 2026. The number of performance shares vested depends on the achievement of the following objectives:</p> <ul style="list-style-type: none"> <li>• for 25% on the level of the Group's cumulative free cash flow</li> <li>• for 25% on the level of net profit (loss)</li> <li>• for 25% on the level of Debt/Ebitda</li> <li>• for 25% of the percentage of women, progress in the reduction of scope 3 CO<sub>2</sub> emissions and safety at work compared to the FR2 target.</li> </ul> <p>The first full year taken into account for the assessment of the performance conditions for this grant is 2024. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested in respect of each of these criteria. This threshold is set at 80% achievement for the first two criteria. For the other two criteria, the trigger threshold is the achievement of the objective. The allocation cannot exceed 100% of the total, even if the objectives are exceeded.</p>
End-of-service indemnity	None	None	<p>The Managing Director receives a commitment to pay an indemnity equal to two years of gross compensation in the event of an involuntary departure. The reference basis for this indemnity is the gross compensation (fixed and variable) for the last 12 months prior to the date of the dismissal or non-renewal of the corporate office.</p> <p>The indemnity will only be paid in the event of an involuntary departure subject to performance conditions. The amount would be reduced by the amount that would, if applicable, be paid in respect of any other indemnity, such as for example the non-competition indemnity so that an overall compensation greater than the aforementioned maximum amount of two years cannot be granted.</p>
Supplementary pension plans	€0	€66,820 (under the defined-benefit pension plan with certain rights under Article L. 137-11-2 of the French Social Security Code) €46,860 (under the defined-benefit pension plan with uncertain rights under Article L. 137-11 of the French Social Security Code)	In addition to the pension rights of the mandatory plan, Félicie Burelle benefits from the Opmobility SE supplementary defined-benefit pension plans with uncertain rights and the new plan with certain rights.
Benefits in kind	Valuation: €12,075	Valuation: €12,075	<p>Félicie Burelle has a company car.</p> <p>Félicie Burelle benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.</p>

## SEVENTH RESOLUTION

Approval of the compensation policy for the Chairman of the Board of Directors for fiscal year 2025 in accordance with Article L. 22-10-8 II of the *French Commercial Code*

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with Articles L. 22-10-8 II and R. 22-10-14 of the *French Commercial Code*, the compensation policy for the Chairman of the Board of Directors for fiscal year 2025, as described in section 3.2.2 of the Company's 2024 Universal Registration Document.

## EIGHTH RESOLUTION

Approval of the compensation policy for the Chief Executive Officer for fiscal year 2025 in accordance with Article L. 22-10-8 II of the *French Commercial Code*

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with Articles L. 22-10-8 II and R. 22-10-14 of the *French Commercial Code*, the compensation policy for the Chief Executive Officer for fiscal year 2025 as described in section 3.2.2 of the Company's 2024 Universal Registration Document.

## NINTH RESOLUTION

Approval of the compensation policy for the Managing Director for fiscal year 2025 in accordance with Article L. 22-10-8 II of the *French Commercial Code*

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with Articles L. 22-10-8 II and R. 22-10-14 of the *French Commercial Code*, the compensation policy for the Managing Director for fiscal year 2025 as described in section 3.2.2 of the Company's 2024 Universal Registration Document.

## TENTH RESOLUTION

Approval of the compensation policy for directors for fiscal year 2025 in accordance with Article L. 22-10-8 II of the *French Commercial Code*

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with Articles L. 22-10-8 II and R. 22-10-14 of the *French Commercial Code*, the compensation policy for the directors for fiscal year 2025 as described in section 3.2.2 of the Company's 2024 Universal Registration Document.

## ELEVENTH RESOLUTION

Approval of all compensation paid or granted to directors for the fiscal year ended December 31, 2024 in accordance with Article L. 22-10-34 I of the *French Commercial Code*

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 I of the *French Commercial Code*, the information referred to in Article L. 22-10-9 I of the *French Commercial Code* relating to compensation paid or granted to directors during the fiscal year ended December 31, 2024, as described in section 3.2.1 of the Company's 2024 Universal Registration Document.

## TWELFTH RESOLUTION

Approval of the components of compensation paid or awarded for the fiscal year ended December 31, 2024 to Mr. Laurent Burelle, Chairman of the Board of Directors

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having reviewed the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 II of the *French Commercial Code*, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted to Mr. Laurent Burelle as Chairman of the Board of Directors for the fiscal year ended December 31, 2024, as described in section 3.2.1 of the Company's 2024 Universal Registration Document.

## THIRTEENTH RESOLUTION

Approval of the components of compensation paid or granted in respect of the fiscal year ended December 31, 2024 to Mr. Laurent Favre, Chief Executive Officer

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having reviewed the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 II of the *French Commercial Code*, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted to Mr. Laurent Favre as Chief Executive Officer for the fiscal year ended December 31, 2024, as described in Section 3.2.1 of the Company's 2024 Universal Registration Document.

## FOURTEENTH RESOLUTION

Approval of the components of compensation paid or granted in respect of the fiscal year ended December 31, 2024 to Ms. Félicie Burelle, Managing Director

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having reviewed the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 II of the *French Commercial Code*, the components of fixed, variable and exceptional compensation comprising the total compensation and benefits of any kind paid or awarded to Ms. Félicie Burelle in her capacity as Managing Director for the fiscal year ended December 31, 2024, as described in section 3.2.1 of the Company's 2024 Universal Registration Document.

**EXPLANATORY STATEMENT****15<sup>TH</sup> RESOLUTION: COMPENSATION ALLOCATED TO MEMBERS OF THE BOARD OF DIRECTORS AND CENSORS**

The 15<sup>th</sup> resolution proposes to the General Meeting to increase the amount of compensation allocated to the members of the Board of Directors and to the Censors to €1,000,000 from fiscal year 2025.

**FIFTEENTH RESOLUTION****Setting the amount of compensation allocated to members of the Board of Directors and Censors**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

resolves to increase the total annual amount of compensation to be allocated to the Board of Directors and the Censors from €900,000 to €1,000,000.

This decision, applicable to the current fiscal year, will be maintained until a new decision is taken.

**Extraordinary business****EXPLANATORY STATEMENT****16<sup>TH</sup> RESOLUTION: AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO CANCEL THE SHARES REPURCHASED BY THE COMPANY**

The authorization granted to the Board of Directors by the General Meeting of April 26, 2023 to cancel shares acquired by the Company under Article L. 22-10-62 of the *French Commercial Code* having been used, it is then proposed to the General Meeting to grant the Board a new authorization allowing it to cancel shares, within the legal limits, *i.e.* 10% of the capital existing on the date of cancellation for periods of twenty-four months. This authorization would be granted for a period of twenty-six months from the date of this Meeting and would cancel, as of this date, any unused portion of any previous authorization.

**SIXTEENTH RESOLUTION****Authorization to be given to the Board of Directors to cancel the shares repurchased by the Company pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, duration of the authorization, ceiling**

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary Meetings of Shareholders, after having read the report of the Board of Directors and the Statutory Auditors' special report:

1. authorizes the Board of Directors, at its sole discretion and with the option of subdelegation under the conditions set by law, to cancel, on one or more occasions and up to a limit of 10% of the capital calculated as at the date of the cancellation decision, less any shares canceled during the previous 24

months, any shares that the Company holds or may hold as a result of share buybacks carried out under Article L. 22-10-62 of the *French Commercial Code*, and to reduce the share capital accordingly, in accordance with the legal and regulatory provisions in force;

2. sets the period of validity of this authorization at twenty-six months from the date of this General Meeting, which cancels and replaces any previous authorization with the same purpose;

3. authorizes the Board of Directors, with the option of subdelegation under the conditions set by law, to carry out the transactions necessary for such cancellations and the corresponding reductions in the share capital, to amend the Company's bylaws accordingly and to carry out all formalities required.

**EXPLANATORY STATEMENT****17<sup>TH</sup> RESOLUTION: DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO THE SHARE CAPITAL WITH PREFERENTIAL SUBSCRIPTION RIGHTS, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITH PREFERENTIAL SUBSCRIPTION RIGHTS**

The renewal of the authorization in the 17<sup>th</sup> resolution would grant the Board of Directors its authority to increase the share capital by issuing ordinary shares or securities giving access to the share capital with preferential subscription rights. This delegation of authority granted to the Board of Directors gives it the necessary flexibility to proceed, if necessary, with the issues best suited to market possibilities.

This delegation of authority relates to issues with preferential subscription rights, of ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company issued for consideration or free of charge, governed by Articles L. 228-91 et seq. of the *French Commercial Code*.

This authorization would be granted for a period of twenty-six months as of this General Meeting and, consequently would cancel, from that same date, all previous delegations of authority with the same purpose.

In the event of an issue of securities giving future access to new shares, the decision of the General Meeting would entail a waiver by the shareholders of the subscription of shares likely to be obtained from the securities initially issued.



This authorization would be renewed for a maximum nominal amount of six million euros (i.e. based on the current par value of the Company's shares of €0.06, 100 million shares), for capital increases carried out immediately or in the future under this authorization, it being specified that the nominal amount of capital increases carried out under the 18<sup>th</sup> to 22<sup>nd</sup> resolutions would be deducted from this amount.

To this ceiling would be added, where applicable, the nominal amount of any additional shares to be issued in the event of new financial transactions, in order to preserve, in accordance with the law and any contractual provisions providing for other cases of adjustment, the rights of holders of stock options and/or securities giving access to the capital.

The present delegation of authority would also cover the authorization to issue, under the conditions specified above, securities giving access to debt securities for a maximum nominal amount of two billion euros, it being specified that the nominal amount of debt securities issued under the 18<sup>th</sup> to 22<sup>nd</sup> resolutions would be deducted from this amount.

On this basis, the Board of Directors would be authorized to carry out these issues, on one or more occasions, in the best interests of the Company and its shareholders, and could, in accordance with the law, institute a reducible subscription right in favor of shareholders.

The Board of Directors would be authorized to issue warrants for Company shares by subscription offer, but also by free allocation to the owners of existing shares.

Lastly, the Board of Directors would be empowered to deduct all costs incurred in connection with the issue of shares carried out under this resolution from the corresponding share premium account, and to deduct from this account the sums necessary to fund the legal reserve.

## SEVENTEENTH RESOLUTION

**Delegation of authority to be given to the Board of Directors to decide to issue, with preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, duration of the delegation, maximum nominal amount of the capital increase, option to limit to the amount of the subscriptions, to distribute or offer unsubscribed securities to the public**

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the *French Commercial Code* and, in particular, to Articles L. 225-129-2, L. 22-10-49, L. 228-91, L. 228-92 and L. 225-132 et seq.:

1. delegates to the Board of Directors, with the option to subdelegate under the conditions set by law, its authority to issue, on one or more occasions, in the proportions and at the times it sees fit, shares or share equivalents denominated in euros, foreign currencies or any other unit of account calculated by reference to a basket of currencies, with preferential subscription rights for existing shareholders, the issue of ordinary shares and/or equity securities giving access to other equity securities (including through the free allocation of warrants) or giving entitlement to the allocation of debt securities, and/or securities giving access to equity securities to be issued by the Company, the subscription of which may be effected by offsetting liquid and due debts:

2. sets the following limits on the amounts of the issues authorized in the event of use by the Board of Directors of this delegation of authority:

- the total amount of capital increases that may be carried out, immediately or in the future, under this delegation is limited to a nominal amount of six million euros (i.e. based on the current nominal value of the Company's shares of €0.06, 100 million shares) or at the equivalent value of this amount on the date of the decision to issue in another currency or in a unit of account set by reference to several currencies, it being specified that this amount will be deducted from the nominal amount of the capital increases carried out pursuant to the 18<sup>th</sup> to 22<sup>nd</sup> resolutions, subject to their adoption by the General Meeting,

- to this ceiling will be added, where applicable, the nominal amount of any additional shares to be issued in the event of new financial transactions, in order to preserve, in accordance with the law and any contractual provisions providing for other cases of adjustment, the rights of holders of stock options and/or securities giving access to the capital,

- the total amount of debt securities on the Company that may result from this delegation will be limited to a nominal amount of two billion euros or the equivalent value of this amount on the date to issue the equivalent value in foreign currencies, it being specified that this amount will be deducted from the nominal amount of debt securities issued pursuant to the 18<sup>th</sup> to 22<sup>nd</sup> resolutions of this Meeting, subject to their adoption by the Meeting;

3. sets the period of validity of this delegation at twenty-six months from the date of this Meeting and duly notes that this delegation cancels any previous delegation having the same purpose as of this date;

4. if the Board of Directors uses this delegation:

- resolves that shareholders may exercise their preferential subscription rights under the conditions pursuant to the law; in addition, the Board of Directors may institute for the benefit of shareholders a subscription right on a reducible basis which will be exercised in proportion to the subscription rights they have within the limit of their requests,
- resolves that, if the subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may use, in the order it sees fit, any or all of the options offered by Article L. 225-134 of the *French Commercial Code*,
- notes, as necessary, that this aforementioned delegation automatically entails, in favor of the holders of securities giving future access to the Company's shares that may be issued pursuant to this resolution, the waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement;

5. resolves that the amount due or due to the Company for each of the shares issued under this delegation shall be at least equal to the par value of the share on the date of issue of said shares;

6. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law, to implement this delegation and, in particular, to set the conditions for the issue, subscription and payment terms, to record the completion of the resulting capital increases and to amend the bylaws accordingly, and to:

- with regard to the preferential subscription rights attached to treasury shares, decide to disregard these shares for the purpose of determining the preferential subscription rights attached to the other shares, allocate the preferential subscription rights attached to the treasury shares among the shareholders, *pro rata* to the rights of each, or sell them on the stock market,
- set, where applicable, the terms and conditions for exercising the rights attached to shares or securities giving access to the share capital or to debt securities to be issued, determining the terms and conditions for exercising rights, where applicable, in particular, conversion, exchange, redemption, including by delivery of Company assets such as securities already issued by the Company,
- decide, in the event of the issue of debt securities, including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the *French Commercial Code*, whether or not they are subordinated and, where applicable, their subordination ranking in accordance with the provisions of Article L. 228-97 of the *French Commercial Code*, set their interest rate, in particular fixed or

variable rate or zero coupon or indexed interest, their term, either fixed or perpetual, and the other terms of issue, set the conditions under which these securities will give access to the Company's share capital,

- at its sole initiative, deduct the costs incurred by the capital increase from the corresponding share premium account, and to deduct from this account the sums necessary to fund the legal reserve to one-tenth of the new capital after each capital increase,
- set and make any adjustments to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, allocations of free shares, stock splits or reverse splits, distribution of reserves or any other assets, redemption of capital or any other transaction affecting shareholders' equity, and set the terms on which any rights of holders of securities giving access to the capital will be preserved, and amend the bylaws accordingly,
- and, in general, enter into any agreement, in particular to successfully complete the proposed issues, take all measures and decisions, carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation and the exercise of the rights attached thereto or subsequent to the capital increases carried out.

## EXPLANATORY STATEMENT

### 18<sup>TH</sup> RESOLUTION: DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL BY ISSUING ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES OR ENTITLING THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

The renewal of the authorization provided for in the 18<sup>th</sup> resolution would give the Board of Directors the power to issue, without preferential subscription rights, on one or more occasions, ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, by public offer excluding the offers referred to in 1<sup>o</sup> of Article L. 411-2 of the *French Monetary and Financial Code*, up to a maximum nominal amount of six million euros, (i.e. on the basis of the current par value of the Company's shares of €0.06, 100 million shares), it being specified that this amount would be deducted from the nominal amount of the capital increases carried out under the 17<sup>th</sup> and 19<sup>th</sup> to 22<sup>nd</sup> resolutions.

To this ceiling would be added, where applicable, the nominal amount of any additional shares to be issued in the event of new financial transactions, in order to preserve, in accordance with the law and any contractual provisions providing for other cases of adjustment, the rights of holders of stock options and/or securities giving access to the capital.

This resolution would also allow the Board of Directors to issue, under the conditions specified above, securities giving access to debt securities for a maximum nominal amount of two billion euros, it being specified that this amount would be deducted from the nominal amount of the debt securities issued under the 17<sup>th</sup> and 19<sup>th</sup> to 22<sup>nd</sup> resolutions and under the same terms and conditions as those provided for in the 19<sup>th</sup> resolution.

The Board of Directors would have the power to freely set the issue price of the securities and, where applicable, the terms of remuneration of the debt securities, in the best interests of the Company and the shareholders, taking into account all the parameters involved.

The Board of Directors could deduct the costs incurred by the capital increases from the related premiums and make the necessary deductions from these premiums to fund the legal reserve.

Pursuant to Article L. 22-10-51 of the *French Commercial Code*, the Board of Directors may grant shareholders a priority subscription right not creating a negotiable right for all or part of an issue carried out and in proportion to the number of shares held by each shareholder, for a period and on terms and conditions to be determined by the Board in accordance with applicable laws and regulations.

The decision of the Meeting would automatically entail a waiver by the shareholders of the subscription of shares that may be obtained from the securities giving access to the share capital.

If an issue of securities is intended to be contributed as part of a public exchange offer, the Board of Directors would have, within the limits set above, the powers necessary to draw up the list of securities to exchange, set the issue conditions, the exchange ratio and, where applicable, the amount of the cash balance to be paid, and determine the issue terms and conditions.

This authorization would be granted for a period of twenty-six months as of this General Meeting and, consequently would cancel, from that same date, all previous delegations of authority with the same purpose.



## EIGHTEENTH RESOLUTION

Delegation of authority to be given to the Board of Directors to decide to issue, without preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, by public offering, excluding the offers referred to in 1° of Article L. 411-2 of the *French Monetary and Financial Code* duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit to the amount of subscriptions

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the *French Commercial Code* and in particular its Articles L. 225-129-2, L. 22-10-49, L. 22-10-52, L. 22-10-54 and L. 228-92:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to the issue, on one or more occasions, in the proportions and at the times it deems appropriate, either in euros or in foreign currencies or in any other unit of account established by reference to a basket of currencies, without preferential subscription rights, and by public offering excluding the offers referred to in 1° of Article L. 411-2 of the *French Monetary and Financial Code*, ordinary Company shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities, and/or securities giving access to equity securities to be issued by the Company, the subscription of which may be made by offsetting against liquid and payable receivables; the public offers decided under this resolution may be combined under the same issue or several issues carried out simultaneously, with the offers referred to in 1° of Article L. 411-2 of the *French Monetary and Financial Code*, decided pursuant to the 19<sup>th</sup> resolution submitted to this General Meeting;

2. sets the limits for the amounts of the issues authorized if the Board of Directors uses this delegation of authority:

- the total amount of capital increases that may be carried out, immediately or in the future, under this delegation is limited to a nominal amount of six million euros (i.e. based on the current nominal value of the Company's shares of €0.06, 100 million shares) or at the equivalent value of this amount on the date of the decision to issue in another currency or in a unit of account set by reference to several currencies, it being specified that this amount will be deducted from the nominal amount of the capital increases carried out pursuant to the 17<sup>th</sup> and 19<sup>th</sup> to 22<sup>nd</sup> resolutions subject to their adoption by the General Meeting,
- to this ceiling will be added, where applicable, the nominal amount of any additional shares to be issued in the event of new financial transactions, in order to preserve, in accordance with the law and any contractual provisions providing for other cases of adjustment, the rights of holders of stock options and/or securities giving access to the capital,
- the total amount of debt securities of the Company that may result from this delegation will be limited to a nominal amount of two billion euros or its equivalent value in foreign currencies on the date of the decision to issue, it being specified that this amount will be deducted from the nominal amount of the debt securities issued pursuant to the 17<sup>th</sup> and 19<sup>th</sup> to 22<sup>nd</sup> resolutions of this Meeting, subject to their adoption by the Meeting;

3. sets the period of validity of this delegation at twenty-six months from the date of this Meeting and duly notes that this delegation cancels any previous delegation having the same purpose as of this date;

4. resolves to cancel shareholders' preferential subscription rights to the securities covered by this resolution, while leaving the Board of Directors, pursuant to Article L. 22-10-51 of the *French Commercial Code*, the right to grant shareholders, for a

period and on terms and conditions to be determined by the Board in accordance with the applicable laws and regulations, and for all or part of an issue, a priority subscription period which does not create negotiable rights and which must be exercised in proportion to the number of shares held by each shareholder and may be supplemented by a reducible subscription;

5. resolves that, if the subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entire issue of shares or securities as defined above and if the Board of Directors has decided to do so, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received;

6. notes, to the extent necessary, that this delegation automatically entails, in favor of the holders of securities giving future access to the Company's shares that may be issued under this delegation, the waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement;

7. resolves, in accordance with Article L. 22-10-52 of the *French Commercial Code*, to delegate to the Board of Directors all powers to freely set the issue price of the equity securities that may be issued under this delegation of authority;

8. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law, to implement this delegation of authority and, in particular, to set the conditions for the issue, subscription and payment terms, to record the completion of the resulting capital increases and to amend the bylaws accordingly, and to:

- set, where applicable, the terms and conditions for exercising the rights attached to shares or securities giving access to the share capital or to debt securities to be issued, determining the terms and conditions for exercising rights, where applicable, in particular, conversion, exchange or redemption, including by delivery of Company assets such as securities already issued by the Company,
- decide, in the event of the issue of debt securities, including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the *French Commercial Code*, whether they should be subordinated or not and, if so, their subordination ranking in accordance with the provisions of Article L. 228-97 of the *French Commercial Code*, set their interest rate, in particular fixed or variable interest rates or zero coupon or indexed interest rates, their term, either fixed or perpetual, and the other terms of issue, set the conditions under which these securities will give access to the Company's share capital, or that of companies in which it directly or indirectly owns more than half of the capital,
- at its sole initiative, deduct the costs incurred by the capital increase from the corresponding share premium account, and to deduct from this account the sums necessary to fund the legal reserve to one-tenth of the new capital after each capital increase,
- set and make any adjustments to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, allocations of free shares, stock splits or reverse splits, distribution of reserves or any other assets, redemption of capital or any other transaction affecting shareholders' equity, and set the terms on which any rights of holders of securities giving access to the capital will be preserved, and amend the bylaws accordingly,
- and, in general, enter into any agreement, in particular to successfully complete the proposed issues, take all measures and decisions, carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation and the exercise of the rights attached thereto or subsequent to the capital increases carried out.

## EXPLANATORY STATEMENT

### 19<sup>TH</sup> RESOLUTION: DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS BY WAY OF AN OFFER REFERRED TO IN 1<sup>O</sup> OF ARTICLE L. 411-2 OF THE *FRENCH MONETARY AND FINANCIAL CODE*

The renewal of the authorization referred to in the 19<sup>th</sup> resolution would give the Board of Directors the power to issue, without preferential subscription rights, in one or more installments, ordinary shares and/or equity securities granting access to other equity securities or securities giving entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, through an offer referred to in 1<sup>o</sup> of Article L. 411-2 of the *French Monetary and Financial Code*, up to a maximum nominal amount of two million euros (i.e. based on the current nominal value of the Company's shares of €0.06, 33,333,333 shares) it being specified that this amount would be deducted from the nominal amount of the capital increases carried out pursuant to the 17<sup>th</sup>, 18<sup>th</sup> and 20<sup>th</sup> to 22<sup>nd</sup> resolutions.

To this ceiling would be added, where applicable, the nominal amount of any additional shares to be issued in the event of new financial transactions, in order to preserve, in accordance with the law and any contractual provisions providing for other cases of adjustment, the rights of holders of stock options and/or securities giving access to the capital.

This resolution would also allow the Board of Directors to issue, under the conditions specified above, securities giving access to debt securities for a maximum nominal amount of seven hundred and fifty million euros, it being specified that of this amount would be deducted from the nominal amount of the debt securities issued under the 17<sup>th</sup>, 18<sup>th</sup> and 20<sup>th</sup> to 22<sup>nd</sup> resolutions and according to the same methods as those provided for in the 18<sup>th</sup> resolution.

The Board of Directors would have the authority to freely set the issue price of the securities and, where applicable, the terms and conditions of remuneration of the debt securities, in the best interests of the Company and the shareholders taking into account all the parameters involved.

The Board of Directors could deduct the costs incurred by the capital increases from the related premiums and make the necessary deductions from these premiums to fund the legal reserve.

The decision of the Meeting would automatically entail a waiver by the shareholders of the subscription of shares that may be obtained from the securities giving access to the share capital.

This authorization would be granted for a period of twenty-six months as of this General Meeting and, consequently would cancel, from that same date, all previous delegations of authority with the same purpose.

## NINETEENTH RESOLUTION

**Delegation of authority to be given to the Board of Directors to decide to issue, without preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, by an offer referred to in 1<sup>o</sup> of Article L. 411-2 of the *French Monetary and Financial Code*, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit to the amount of subscriptions**

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the *French Commercial Code* and in particular its Articles L. 225-129-2, L. 22-10-52 and L. 228-92:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to issue, on one or more occasions, in the proportions and at the times that it deems appropriate, either in euros or in foreign currencies or in any other unit of account established by reference to a basket of currencies, without preferential subscription rights, and by a public offering referred to in 1<sup>o</sup> of Article L. 411-2 of the *French Monetary and Financial Code*, ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities, and/or securities giving access to equity securities to be issued by the Company, the subscription for which may be effected by offsetting against liquid and payable receivables. The offers referred to in 1<sup>o</sup> of Article L. 411-2 of the *French Monetary and Financial Code* decided under this resolution may be combined, in the context of one issue or several issues

carried out simultaneously, with public offers decided pursuant to the 18<sup>th</sup> resolution submitted to this Shareholders' Meeting;

2. sets the limits for the amounts of the issues authorized if the Board of Directors uses this delegation of authority:

- the total nominal amount of capital increases that may be carried out under this delegation is limited to a nominal amount of two million euros (i.e. based on the current nominal value of the Company's shares, €0.06 euros, 33,333,333 shares), or at the equivalent value of this amount on the date of the decision to issue in another currency or in a unit of account set by reference to several currencies, it being specified that this amount will be deducted from the nominal amount of the capital increases carried out pursuant to the 17<sup>th</sup>, 18<sup>th</sup> and 20<sup>th</sup> to 22<sup>nd</sup> resolutions, subject to their adoption by the General Meeting,
- to this ceiling will be added, where applicable, the nominal amount of any additional shares to be issued in the event of new financial transactions, in order to preserve, in accordance with the law and any contractual provisions providing for other cases of adjustment, the rights of holders of stock options and/or securities giving access to the capital,
- the total amount of the debt securities of the Company that may result from this resolution may not exceed the ceiling of seven hundred and fifty million euros or its equivalent in foreign currencies at the date of the decision to issue, it being specified that this amount will be deducted from the nominal amount of the debt securities that will be issued pursuant to the 17<sup>th</sup>, 18<sup>th</sup> and 20<sup>th</sup> to 22<sup>nd</sup> resolutions of this Meeting, subject to their adoption by the Meeting;

In addition, in accordance with the provisions of Article L. 225-136 2<sup>o</sup> of the *French Commercial Code*, the issue of equity securities will be limited, in any event, to 30% of the share capital over a period of 12 months, assessed on the issue date;

3. sets the period of validity of this delegation at twenty-six months from the date of this Meeting and duly notes that this delegation cancels any previous delegation having the same purpose as of this date;

4. resolves to cancel shareholders' preferential subscription rights to the securities issued under this resolution;

5. notes, to the extent necessary, that this delegation automatically entails, in favor of the holders of securities giving future access to the Company's shares, the waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement;

6. resolves, in accordance with Article L. 22-10-52 of the *French Commercial Code*, to delegate to the Board of Directors all powers to freely set the issue price of the equity securities that may be issued under this delegation of authority;

7. resolves that, if subscriptions have not absorbed the entire issue of securities, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received;

8. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law, to implement this delegation of authority and, in particular, to set the conditions for the issue, subscription and payment terms, to record the completion of the resulting capital increases and to amend the bylaws accordingly, and to:

- set, where applicable, the terms and conditions for exercising the rights attached to shares or securities giving access to the share capital or to debt securities to be issued, determining the terms and conditions for exercising rights, where applicable, in particular, conversion, exchange, redemption, including by delivery of Company assets such as securities already issued by the Company,

- decide, in the event of the issue of debt securities, including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the *French Commercial Code*, whether or not they are subordinated and, where applicable, their subordination ranking in accordance with the provisions of Article L. 228-97 of the *French Commercial Code*, set their interest rate, in particular fixed or variable rate or zero coupon or indexed interest, their term, either fixed or perpetual, and the other terms of issue, set the conditions under which these securities will give access to the Company's share capital,
- at its sole initiative, deduct the costs incurred by the capital increase from the corresponding share premium account, and to deduct from this account the sums necessary to fund the legal reserve to one-tenth of the new capital after each capital increase,
- set and make any adjustments to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, allocations of free shares, stock splits or reverse splits, distribution of reserves or any other assets, redemption of capital or any other transaction affecting shareholders' equity, and set the terms on which any rights of holders of securities giving access to the capital will be preserved, and amend the bylaws accordingly,
- and, in general, enter into any agreement, in particular to successfully complete the proposed issues, take all measures and decisions, carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation and the exercise of the rights attached thereto or subsequent to the capital increases carried out.

## EXPLANATORY STATEMENT

### 20<sup>TH</sup> RESOLUTION: DELEGATION OF AUTHORITY TO BE GIVEN TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, CARRIED OUT PURSUANT TO THE 17<sup>TH</sup> TO 19<sup>TH</sup> RESOLUTIONS, UP TO A LIMIT OF 15% OF THE INITIAL ISSUE

As permitted by law, the 20<sup>th</sup> resolution would allow the Board of Directors to decide, as part of capital increases with or without preferential subscription rights decided under the terms of the 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions, to increase the number of securities to be issued at the same price as that used for the initial issue, within the deadlines and limits pursuant to the applicable regulations.

This option would enable the Board of Directors to increase the number of shares to be issued by a maximum of 15% within thirty days of the close of the subscription period, at the same price and within the same nominal limits as set out in the 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions.

This new authorization for a period of twenty-six months from this General Meeting would cancel, from that same date, all previous delegations of authority with the same purpose.

## TWENTIETH RESOLUTION

**Delegation of authority to be given to the Board of Directors to increase the number of securities to be issued when a securities issue with or without preferential subscription rights is carried out pursuant to the 17<sup>th</sup> to 19<sup>th</sup> resolutions up to a maximum of 15% of the initial issue**

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' report and in accordance with the provisions of Article L. 225-135-1 of the *French Commercial Code*:

1. resolves that the Board of Directors, with the option of subdelegation under the conditions set by law, may increase the number of securities to be issued in issues decided pursuant to the 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions by a maximum of 15%, at the same price as that used for the initial issue under the conditions pursuant to Articles L. 225-135-1 and R. 225-118 of the *French Commercial Code* and within the deadlines and limits provided for by the regulations applicable on the date of the initial issue (to date, within thirty days of the closing of the subscription) and subject to the ceilings provided for in the resolution pursuant to which the issue is decided;

2. sets the period of validity of this delegation at twenty-six months from the date of this Meeting and duly notes that this delegation cancels any previous delegation having the same purpose as of this date.

## EXPLANATORY STATEMENT

### 21<sup>ST</sup> RESOLUTION: DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL TO REMUNERATE CONTRIBUTIONS IN KIND OF EQUITY SECURITIES OR SECURITIES GIVING ACCESS TO THE CAPITAL OF OTHER COMPANIES GRANTED TO THE COMPANY

The General Meeting is asked to delegate authority to the Board of Directors to increase the Company's capital in order to remunerate contributions in kind made to the Company in the form of equity securities or securities giving access to the capital of other companies, outside of a public exchange offer, in order to carry out any external growth transactions.

The Board will approve the report of the Contribution Auditor(s) relating in particular to the value of the contributions, if necessary.

The amount of the capital increase(s) that may be carried out in this respect would be limited to a maximum nominal amount of two million euros and would be deducted from the overall cap on capital increases.

This resolution would also allow the Board of Directors to issue, under the conditions specified above, securities giving access to debt securities for a maximum nominal amount of seven hundred and fifty million euros, it being specified that of this amount the nominal amount of the debt securities issued under the 17<sup>th</sup> to 20<sup>th</sup> and 22<sup>nd</sup> resolutions would be deducted.

The Board of Directors would have the authority, under the conditions set by law, to set the issue price of the securities and, where applicable, the terms and conditions of remuneration of the debt securities, in the best interests of the Company and the shareholders taking into account all the parameters involved.

If the subscriptions, including, where applicable, those of shareholders, have not absorbed the entire issue, the Board of Directors would be authorized, in the order it shall determine, (i) to limit the amount from the issue to the amount of subscriptions, it being specified that in the event of an issue of ordinary shares or securities whose primary security is a share, the amount of subscriptions should reach at least three quarters of the issue decided, (ii) freely distribute all or part of the unsubscribed shares.

The Board of Directors could deduct the costs incurred by the capital increases from the related premiums and make the necessary deductions from these premiums to fund the legal reserve.

The decision of the Meeting would automatically entail a waiver by the shareholders of the subscription of shares that may be obtained from the securities giving access to the share capital.

This authorization would be granted for a period of twenty-six months as of this General Meeting and, consequently would cancel, from that same date, all previous delegations of authority with the same purpose.

## TWENTY-FIRST RESOLUTION

Delegation of authority to be given to the Board of Directors to decide to issue, without preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities of the Company or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, in consideration for contributions in kind consisting of equity securities or securities giving access to the capital, duration of the delegation, maximum nominal amount of the capital increase

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the *French Commercial Code* and, in particular, to Articles L. 225-129-2, L. 225-147, L. 225-147-1, L. 22-10-53 and L. 228-92:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to issue, on one or more occasions, in the proportions and at the times it deems appropriate, i.e. in euros, either in foreign currencies or in any other unit of account established by reference to a set of currencies, without preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities or securities giving entitlement to the allocation of debt securities, and/or securities giving access to equity securities to be issued by the Company as consideration for contributions in kind granted to the Company and consisting of equity securities or securities giving access to capital, when the provisions of Article L. 22-10-54 of the *French Commercial Code* are not applicable;

2. sets the limits for the amounts of the issues authorized if the Board of Directors uses this delegation of authority:

- the total nominal amount of capital increases that may be carried out under this delegation is limited to a nominal amount of two million euros (i.e. based on the current nominal value of the Company's shares, €0.06 euros, 33,333,333 shares), or at the equivalent value of this amount on the date of the decision to issue in another currency or in a unit of account set by reference to several currencies, it being specified that this amount will be deducted from the nominal amount of the capital increases carried out pursuant to the 17<sup>th</sup> to 20<sup>th</sup> and 22<sup>nd</sup> resolutions, subject to their adoption by the Meeting,
- to this ceiling will be added, where applicable, the nominal amount of any additional shares to be issued in the event of new financial transactions, in order to preserve, in accordance with the law and any contractual provisions providing for other cases of adjustment, the rights of holders of stock options and/or securities giving access to the capital,
- the total amount of the debt securities of the Company that may result from this resolution may not exceed the ceiling of seven hundred and fifty million euros or its equivalent in foreign currencies at the date of the decision to issue, it being specified that this amount will be deducted from the nominal amount of the debt securities that will be issued pursuant to the 17<sup>th</sup> to 20<sup>th</sup> and 22<sup>nd</sup> resolutions of this Meeting, subject to their adoption by the Meeting.
- In addition, in accordance with the provisions of Article L. 22-10-53 of the *French Commercial Code*, the issue of equity securities will be limited, in any event, to 20% of the share capital over a period of 12 months, assessed on the issue date;

3. sets the period of validity of this delegation at twenty-six months from the date of this Meeting and duly notes that this delegation cancels any previous delegation having the same purpose as of this date;

4. resolves to cancel shareholders' preferential subscription rights to the securities issued under this resolution;

5. notes, to the extent necessary, that this delegation automatically entails, in favor of the holders of securities giving future access to the Company's shares, the waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement;

6. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law, to implement this delegation and, in particular, to set the conditions for the issue, subscription and payment terms, to record the completion of the resulting capital increases and to amend the bylaws accordingly, and to:

- approve the list of securities contributed, approve or reduce the valuation of the contributions, grant special benefits and set, where applicable, the amount of the cash balance to be paid and record the number of securities contributed,
- set, where applicable, the terms and conditions for exercising the rights attached to shares or securities giving access to the share capital or to debt securities to be issued, determining the terms and conditions for exercising rights, where applicable, in particular, conversion, exchange, redemption, including by delivery of Company assets such as securities already issued by the Company,
- decide, in the event of the issue of debt securities, including securities giving entitlement to the allocation of debt

securities referred to in Article L. 228-91 of the *French Commercial Code*, whether or not they are subordinated and, where applicable, their subordination ranking in accordance with the provisions of Article L. 228-97 of the *French Commercial Code*, set their interest rate, in particular fixed or variable rate or zero coupon or indexed interest, their term, either fixed or perpetual, and the other terms of issue, set the conditions under which these securities will give access to the Company's share capital,

- at its sole initiative, deduct the costs incurred by the capital increase from the corresponding share premium account, and to deduct from this account the sums necessary to fund the legal reserve to one-tenth of the new capital after each capital increase,
- set and make any adjustments to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, allocations of free shares, stock splits or reverse splits, distribution of reserves or any other assets, redemption of capital or any other transaction affecting shareholders' equity, and set the terms on which any rights of holders of securities giving access to the capital will be preserved, and amend the bylaws accordingly,
- and, in general, enter into any agreement, in particular to successfully complete the proposed issues, take all measures and decisions, carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation and the exercise of the rights attached thereto or subsequent to the capital increases carried out.

## EXPLANATORY STATEMENT

### 22<sup>ND</sup> RESOLUTION: DELEGATION OF AUTHORITY TO BE GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, TO REMUNERATE CONTRIBUTIONS OF SECURITIES AS PART OF A PUBLIC EXCHANGE OFFER

The General Meeting is asked to delegate authority to the Board of Directors to increase the Company's share capital intended to remunerate the shares that would be contributed to the Company as part of a public exchange offer initiated by the Company and carried out in accordance with the provisions of Articles L. 225-129-2, L. 225-147, L. 22-10-54 and L. 228-92 of the French Commercial Code.

The maximum nominal amount of capital increases that may be carried out under this delegation of authority may not exceed a ceiling of €6 million or its equivalent value in foreign currency and will be deducted from the total amount of the capital increases.

The total nominal amount of the securities representing debt securities giving access to the share capital that may be issued under this delegation of authority may not exceed seven hundred and fifty million euros, it being specified that this amount would be deducted from the nominal amount of debt securities issued under the 17<sup>th</sup> to 21<sup>st</sup> resolutions.

The Board of Directors would have the authority to set the issue price of the securities and, where applicable, the terms of remuneration of the debt securities, in the best interests of the Company and the shareholders, taking into account all the parameters involved.

The Board of Directors could deduct the costs incurred by the capital increases from the related premiums and make the necessary deductions from these premiums to fund the legal reserve.

The decision of the Meeting would automatically entail a waiver by the shareholders of the subscription of shares that may be obtained from the securities giving access to the share capital.

This authorization would be granted for a period of twenty-six months as of this General Meeting and, consequently, would cancel, from that same date, all previous delegations of authority with the same purpose.



## TWENTY-SECOND RESOLUTION

Delegation of authority to be given to the Board of Directors to decide to issue, without preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, as consideration for equity securities or securities giving access to the capital contributed as part of a public exchange offer initiated by the Company, duration of the delegation, maximum nominal amount of the capital increase

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' report and in accordance with the provisions of the *French Commercial Code* and in particular its Articles L. 225-129-2, L. 225-147, L. 22-10-54 and L. 228-92:

1. delegates to the Board of Directors, with the option of sub-delegation under the conditions set by law, its authority to issue, on one or more occasions, in the proportions and at the times it deems appropriate, i.e. in euros, either in foreign currencies or in any other unit of account established by reference to a set of currencies, without preferential subscription rights, ordinary shares and/or equity securities giving access to other equity securities or securities giving entitlement to the allocation of debt securities, and/or securities giving access to equity securities to be issued by the Company as consideration for equity securities or securities giving access to capital contributed as part of a public exchange offer initiated by the Company, and decide as required, to cancel the preferential subscription right of shareholders to these ordinary shares and securities to be issued, for the benefit of holders of these securities;

2. sets the limits for the amounts of the issues authorized if the Board of Directors uses this delegation of authority:

- the total nominal amount of capital increases that may be carried out under this delegation is limited to a nominal amount of six million euros (i.e. based on the current nominal value of the Company's shares of €0.06 euros, 100 million shares), or at the equivalent value of this amount on the date of the decision to issue in another currency or in a unit of account set by reference to several currencies, it being specified that this amount will be deducted from the nominal amount of the capital increases carried out pursuant to the 17<sup>th</sup> to 21<sup>st</sup> resolutions, subject to their adoption by the Meeting,
- to this ceiling will be added, where applicable, the nominal amount of any additional shares to be issued in the event of new financial transactions, in order to preserve, in accordance with the law and any contractual provisions providing for other cases of adjustment, the rights of holders of stock options and/or securities giving access to the capital,
- the total amount of the debt securities of the Company that may result from this resolution may not exceed the ceiling of seven hundred and fifty million euros or its equivalent in foreign currencies at the date of the decision to issue, it being specified that this amount will be deducted from the nominal amount of the debt securities that will be issued pursuant to the 17<sup>th</sup> to 21<sup>st</sup> resolutions of this Meeting, subject to their adoption by the Meeting;

3. sets the period of validity of this delegation at twenty-six months from the date of this Meeting and duly notes that this delegation cancels any previous delegation having the same purpose as of this date;

4. resolves to cancel shareholders' preferential subscription rights to the securities issued under this resolution;

5. notes, to the extent necessary, that this delegation automatically entails, in favor of the holders of securities giving future access to the Company's shares, the waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement;

6. resolves that the Board of Directors shall have full powers, with the option of sub-delegation under the conditions set by law, to implement this delegation of authority and, in particular, to set the conditions for the issue, subscription and payment terms, to record the completion of the resulting capital increases and to amend the bylaws accordingly, and to:

- approve the list of securities tendered to the public exchange offer, set the exchange ratio, if applicable, the amount of the cash balance to be paid and record the number of securities contributed to the offer,
- set, where applicable, the terms and conditions for exercising the rights attached to shares or securities giving access to the share capital or to debt securities to be issued, determining the terms and conditions for exercising rights, where applicable, in particular, conversion, exchange, redemption, including by delivery of Company assets such as securities already issued by the Company,
- decide, in the event of the issue of debt securities, including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the *French Commercial Code*, whether or not they are subordinated and, where applicable, their subordination ranking in accordance with the provisions of Article L. 228-97 of the *French Commercial Code*, set their interest rate, in particular fixed or variable rate or zero coupon or indexed interest, their term, either fixed or perpetual, and the other terms of issue, set the conditions under which these securities will give access to the Company's share capital,
- at its sole initiative, deduct the costs incurred by the capital increase from the corresponding share premium account, and to deduct from this account the sums necessary to fund the legal reserve to one-tenth of the new capital after each capital increase,
- set and make any adjustments to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, free share allocations, stock splits or reverse splits, distribution of reserves or any other assets, redemption of capital or any other transaction affecting shareholders' equity, and set the terms on which any rights of holders of securities giving access to the capital will be preserved, and amend the bylaws accordingly,

and, in general, enter into any agreement, in particular to successfully complete the proposed issues, take all measures and decisions, carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation and the exercise of the rights attached thereto or subsequent to the capital increases carried out.

## EXPLANATORY STATEMENT

### 23<sup>RD</sup> RESOLUTION: DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE RESERVED FOR EMPLOYEES, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

It is proposed to the General Meeting, under the 23<sup>rd</sup> resolution, to delegate to the Board of Directors the power to decide on the capital increase for the benefit of the Group's employees who are members of the company savings plan.

In accordance with Article L. 3332-19 of the French Labor Code, the issue price may not be higher than the average of the last quoted prices for the twenty trading sessions preceding the date of the decision setting the opening date of the subscription. The issue price may not be more than 30% below this average, unless the shares are subject to a lock-up period of at least ten years, in which case the issue price may not be more than 40% below this average.

The General Meeting is therefore being asked to delegate authority to the Board of Directors to carry out this capital increase, up to a maximum par value of two hundred and fifty-nine thousand two hundred and thirty-nine euros and ninety cents.

This new delegation of authority, which is valid for twenty-six months from the date of this General Meeting, would therefore invalidate any previous delegation.

## TWENTY-THIRD RESOLUTION

Delegation of authority to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to the share capital without preferential subscription rights, for the benefit of the members of a Company savings plan pursuant to Articles L. 3332-18 et seq. of the *French Labor Code*, duration of the delegation, maximum nominal amount of the capital increase, issue price, possibility of allocating free shares pursuant to Article L. 3332-21 of the *French Labor Code*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' report, ruling pursuant to Articles L. 225-129-6 and L. 225-138-1 of the *French Commercial Code*, and Articles L. 3332-18 et seq. of the *French Labor Code*:

- authorizes the Board of Directors, if it deems it appropriate, at its sole discretion and with the option of subdelegation under the conditions set by law, to increase the share capital on one or more occasions by issuing ordinary shares or securities giving access to the Company's capital for the benefit of members of one or more company or group savings plans established by the Company and/or French or foreign companies related to it under the conditions of Article L. 225-180 of the *French Commercial Code* and Article L. 3344-1 of the *French Labor Code*;
- cancels in favor of these persons the preferential subscription rights to the shares that may be issued under this delegation;
- sets the period of validity of this delegation at twenty-six months from the date of this Meeting;
- the total nominal amount of capital increases that may be carried out under this delegation is limited to a nominal amount of two hundred and fifty-nine thousand two hundred and thirty-nine euros and ninety cents (i.e. based on the

current nominal value of the Company's shares of €0.06, 4,320,665 shares), or the equivalent of this amount on the date of the decision to issue if issued in another currency or in a unit of account set by reference to several currencies, this amount being independent of any other ceiling provided for capital increase delegations. To this amount will be added, where applicable, the additional amount of ordinary shares to be issued in order to preserve, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving entitlement to equity securities of the Company;

- resolves that the price of the shares to be issued under this authorization may not be more than 30% lower than the average opening price of the Company's shares over the twenty trading days preceding the Board of Directors' decision to carry out the capital increase and issue the corresponding shares, or 40% lower if the lock-up period provided for in the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the *French Labor Code* is ten years or more, nor may it be higher than this average.
- resolves, in accordance with the provisions of Article L. 3332-21 of the *French Labor Code*, that the Board of Directors may grant to the beneficiaries defined in the first paragraph above, free of charge, shares to be issued or previously issued or other securities giving access to the Company's share capital to be issued or already issued, in respect of (i) the matching contribution that may be paid pursuant to the regulations of company or group savings plans, and/or (ii), where applicable, the discount;
- acknowledges that this authorization cancels any prior authorization with the same purpose.

The Board of Directors may decide whether or not to implement this authorization and, with the option to sub-delegate authority in accordance with the law, to take all necessary measures and carry out all formalities.

**EXPLANATORY STATEMENT****24<sup>TH</sup>, 25<sup>TH</sup> AND 26<sup>TH</sup> RESOLUTIONS: AMENDMENT OF ARTICLE 12 "DELIBERATIONS OF THE BOARD OF DIRECTORS" OF THE COMPANY'S BYLAWS WITH FRENCH LAW NO. 2024-537 OF JUNE 13, 2024 AIMED AT INCREASING THE FINANCING OF COMPANIES AND THE ATTRACTIVENESS OF FRANCE AND SIMPLIFYING THE FUNCTIONING OF CORPORATE BODIES BY PROMOTING THE USE OF PAPERLESS PROCEDURES, KNOWN AS THE "ATTRACTIVENESS LAW"**

By the 24<sup>th</sup> to 26<sup>th</sup> resolutions, the General Meeting is asked harmonize Article 12 "Deliberation of the Board of Directors" of the Company's bylaws with recent provisions, in particular the Attractiveness Law no. 2024-537 of June 13, 2024.

The shareholders are asked to approve, separately:

- by voting on the 24<sup>th</sup> resolution, the amendment of the first paragraph of Article 12 of the bylaws, concerning the written consultation of the directors in order to provide for the terms and conditions;

Former wording:

.../...

Directors may be invited to Board meetings by any means, even verbally. Board meetings can be held wherever the convenor chooses. However, the Board may adopt decisions specified by current regulations by written consultation.

.../...

New wording:

.../...

*Directors are invited to Board meetings by any means, including verbally. Board meetings may be held at any place chosen by the convener. However, the Chairman of the Board of Directors may ask the Board to adopt its decisions by written consultation, unless one of the members of the Board objects. In the event of written consultation, the text of the proposed decisions as well as any information necessary for its decision-making is made available to each director by any means of written communication (including email). Unless there is a shorter deadline indicated in an emergency consultation, the directors have five (5) calendar days from the date on which the consultation is sent to cast their votes by any means of written communication (including by email) to the address indicated. Directors who do not respond by the deadline set are deemed not to be present for the calculation of the quorum and majority. The rules of quorum and majority relating to decisions taken in physical meetings are applicable mutatis mutandis to decisions made by written consultation.*

.../...

- by voting on the 25<sup>th</sup> resolution, amending the third paragraph of Article 12 of the bylaws, concerning the use of a means of telecommunication during meetings of the Board of Directors and removing the exception for the closing of the financial statements;

Former wording:

.../...

A director may be represented by another director at Board meetings. However, each director may have only one proxy for the same session. Directors can attend Board meetings by any videoconferencing or telecommunications means, in conditions compliant with regulations, unless the Commercial Code requires them to be physically in attendance or represented.

.../...

New wording:

.../...

*A director may be represented by another director at a meeting of the Board of Directors. However, no director may hold more than one such proxy at any one meeting.*

*For the purposes of calculating the quorum and majority, directors are deemed to be present if they attend the meeting by a means of telecommunication that enables them to be identified and guarantees their effective participation, in accordance with the regulations in force.*

.../...

- by voting on the 26<sup>th</sup> resolution, the addition of a paragraph, in order to provide the option for directors to vote by mail at meetings of the Board of Directors.

New paragraph:

.../...

*A director may also vote by post using a form under the conditions provided for by the applicable regulatory provisions.*



## TWENTY-FOURTH RESOLUTION

### Amendment of the first paragraph of Article 12 "Deliberation of the Board of Directors" of the Company's bylaws, concerning the written consultation of the directors

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, resolve:

- to amend the first paragraph of Article 12 of the by-laws concerning the written consultation of directors, in particular to provide the terms and conditions thereof, in accordance with Article L. 225-37 as amended by French Law No. 2024-537 of June 13, 2024;
- to amend the first paragraph of Article 12 of the bylaws accordingly:

*"Directors are invited to Board of Directors' meetings by any means, even verbally. Board meetings may be held at any place chosen by the convener. However, the Chairman of the Board of Directors may ask the Board to adopt its decisions by written consultation, unless one of the members of the Board objects. In the event of written consultation, the text of the proposed decisions as well as any information necessary for its decision-making is made available to each director by any means of written communication (including email). Unless there is a shorter deadline indicated in an emergency consultation, the directors have five (5) calendar days from the date on which the consultation is sent to cast their votes by any means of written communication (including by email) to the address indicated. Directors who do not respond by the deadline set are deemed not to be present for the calculation of the quorum and majority. The*

*rules of quorum and majority relating to decisions made in physical meetings are applicable mutatis mutandis to decisions taken by written consultation."*

The rest of the article remains unchanged.

## TWENTY-FIFTH RESOLUTION

### Amendment of the third paragraph of Article 12 "Deliberation of the Board of Directors" of the Company's Articles of Association, concerning the use of a means of telecommunication during Board meetings

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, resolve:

- to amend the last sentence of the third paragraph of Article 12 of the by-laws concerning the use of a means of telecommunication during Board of Directors' meetings, to harmonize with the provisions of Article L. 22-10-3-1 of the French Commercial Code, created by French Law No. 2024-537 of June 13, 2024;
- to amend the last sentence of the third paragraph of Article 12 of the bylaws accordingly:

*"Directors who take part in the meeting by a means of telecommunication that allows their identification and guarantees their effective participation, in accordance with the regulations in force, are deemed to be present for the calculation of the quorum and majority."*

The rest of the article remains unchanged.

## TWENTY-SIXTH RESOLUTION

### Amendment of Article 12 "Deliberations of the Board of Directors" of the Company's bylaws, to allow directors to vote by mail

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, resolve:

- to give directors the option to vote by mail in accordance with the provisions of Article L. 225-37 of the French Commercial Code, as amended by French Law No. 2024-537 of June 13, 2024;
- to add the following paragraph after the third paragraph of Article 12 of the bylaws:

*"A director may also vote by mail using a form under the conditions provided for by the applicable regulatory provisions."*

The rest of the article remains unchanged.

## EXPLANATORY STATEMENT

### 27<sup>TH</sup> RESOLUTION: POWERS FOR FORMALITIES

This resolution is intended to grant the necessary powers to carry out the formalities following the holding of the General Shareholders' Meeting.

## TWENTY-SEVENTH RESOLUTION

### Power for formalities

The General Meeting grants full powers to the bearer of an original, a copy or an extract of the minutes of the General Meeting to carry out any and all legal filings and formalities.



# Statutory Auditors' reports

## 6.1 Statutory Auditors' report on the annual financial statements

For the year ended 31 December 2024

*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report includes information specifically required by European regulations or French law, such as information about the appointment of Statutory Auditors. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

To the Annual General Meeting of OPmobility SE,

### Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying financial statements of OPmobility SE for the year ended December 31, 2024.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2024 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

### Basis for Opinion

#### Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Financial Statements* section of our report.

#### Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*) for the period from January, 1<sup>st</sup> 2024 to the date of our report, and specifically we did not provide any prohibited nonaudit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

### Justification of Assessments Key Audit Matters

In accordance with the requirements of Articles L. 821-53 and R. 821-180 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

## Measurement of equity investments

<b>Risk identified</b>	<p>Note 'Accounting Principles and Methods – Equity Investments and Related Receivables' and note 3 'Financial Assets' of the appendix to the annual accounts. Equity investments are recorded on your company's balance sheet for a net amount of €1,989 million as of December 31, 2024.</p> <ul style="list-style-type: none"> <li>As described in the note 'Accounting Principles and Methods – Equity Investments and Related Receivables' of the appendix to the annual accounts, a provision for impairment is established in the event of a sustained decline in utility value and when this value or the probable realizable value is less than the net book value. Your company evaluates the utility value of its equity investments at each annual closing. The utility value is determined using a multi-criteria approach, based on management's judgment, particularly taking into account the share of equity, and a business value approach based on discounted future cash flows. These expected cash flows are determined over a five-year horizon unless limited exceptions apply when the maturity of the addressed market or the subsidiary's situation justifies a longer duration. The cash flows are prepared by the management of the subsidiaries and validated by your company's management (Strat Plan). The terminal value, calculated based on the last year, takes into account a perpetual growth rate specific to the geographical areas in which the companies operate. Qualitative elements representative of the strategic value of the investment may also be considered.</li> <li>As described in note 3 'Financial Assets' of the appendix to the annual accounts, impairment tests have been conducted on the shares of the subsidiaries.</li> <li>The evaluation of equity investments is considered a key audit matter given the significance of equity investments on the balance sheet and due to the judgments that must be made by management, particularly in estimating the profitability prospects of the subsidiaries.</li> </ul>
<b>Our response</b>	<p>Our work primarily consisted of:</p> <ul style="list-style-type: none"> <li>Understanding the methodology adopted by your company to assess the utility value of each equity investment;</li> <li>Comparing the net book value of the equity investments with the share of the net assets of the subsidiaries;</li> <li>For evaluations based on forecast elements:</li> <li>Assessing the consistency of the assumptions made by management with the economic environment at the balance sheet and account preparation dates, particularly in the context of the current macroeconomic situation and its impacts on the profitability prospects of your company's subsidiaries;</li> <li>Comparing the discount rates and long-term growth rates used with external market data, with the assistance of our valuation specialists;</li> <li>Verifying the arithmetic accuracy of the utility value assessment calculations.</li> </ul>

## Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

### Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board of Directors' management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D. 4416 of the French Commercial Code (*Code de commerce*).

### Report on Corporate Governance

We attest that the Board of Directors' Report on Corporate Governance sets out the information required by Articles L. 225374, L. 221010 and L. 22109 of the French Commercial Code (*Code de commerce*).

Concerning the information given in accordance with the requirements of Article L. 22109 of the French Commercial Code (*Code de commerce*) relating to the remuneration and benefits received by, or allocated to the directors and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from companies controlled thereby, included in the consolidation scope. Based on these procedures, we attest the accuracy and fair presentation of this information.

### Other information

In accordance with French law, we have verified that the required information the controlling interests and the identity of the shareholders and holders of voting rights has been properly disclosed in the management report.

## Report on Other Legal and Regulatory Requirements

### Format of preparation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by statutory auditors regarding the annual and consolidated financial statements prepared in the European single electronic format, that the preparation of the financial statements intended to be included in the annual financial report mentioned in Article L. 45112, I of the French Monetary and Financial Code (Code monétaire et financier), prepared under the Chief Executive Officer's responsibility, complies with the single electronic format defined in Commission Delegated Regulation (EU) No. 2019/815 of 17 December 2018.

On the basis of our work, we conclude that the preparation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF (*Autorité des marchés financiers*) agree with those on which we have performed our work.

### Appointment of the Statutory Auditors

We were appointed Statutory Auditors of Compagnie Plastic Omnium SE by the Shareholders' Meeting held on 21 April 2022 for PricewaterhouseCoopers Audit and on 29 April 2010 for Ernst & Young et Autres.

At 31 December 2024, PricewaterhouseCoopers Audit was in the third consecutive year of its engagement and Ernst & Young et Autres in its fiveteenth year.

Previously, Ernst & Young Audit was the Statutory Auditor of Compagnie Plastic Omnium SE from 2001.

## Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

## Statutory Auditors' Responsibilities for the Audit of the Financial Statements

### Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

As specified in Article L. 82155 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the financial statements.

- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

## Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L. 82127 to L. 82134 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*). Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

*Neuilly-sur-Seine and Paris-La Défense, March 14, 2025*

The Statutory Auditors

*French original signed by*

PricewaterhouseCoopers Audit  
David Clairotte

Audit ERNST & YOUNG et Autres  
May Kassis-Morin

## 6.2 Statutory Auditors' report on the consolidated financial statements

(For the year ended 31 December 2024)

*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report includes information specifically required by European regulations or French law, such as information about the appointment of Statutory Auditors. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

To the General Meeting of Shareholders,

### Opinion

In compliance with the engagement entrusted to us by your Shareholders' Meeting, we have audited the accompanying consolidated financial statements of OPmobility SE for the year ended 31 December 2024.

In our opinion, the consolidated financial statements give a true and fair view of the results of operations for the past year, and of the assets and liabilities, and financial position at the end of the fiscal year of the Group comprising the persons and entities included in the consolidation, in accordance with IFRS as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

### Basis for opinion

#### Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are further described in the "Responsibilities of the Statutory Auditors relating to the audit of the consolidated financial statements" section of our report.

#### Independence

We conducted our audit engagement in compliance with the independence rules provided for in the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for Statutory Auditors for the period from 1 January 2024 to the date of our report, and, in particular, we did not provide any non-audit services prohibited by Article 5(1) of Regulation (EU) No. 537/2014.

### Justification of assessments – Key audit matters

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to the risks of material misstatement that, in our professional judgement, were the most significant in our audit of the consolidated financial statements, as well as how we addressed those risks.

These matters were addressed as part of our audit of the consolidated financial statements as a whole, and therefore contributed to the opinion we formed as expressed above. We do not provide a separate opinion on specific items of the consolidated financial statements.

### Measurement and recognition of revenue

Note 1.3.2 "Revenue/Revenue from contracts with customers" to the consolidated financial statements.

#### Description of risk:

Revenue of €10,484 million is reported in the consolidated income statement of OPmobility SE at 31 December 2024.

Sales of parts are recognised when control of the goods is transferred to the customer, usually upon delivery of the goods, and measured at the fair value of the consideration received, net of discounts, rebates and other taxes on sales and customs duties.

Regarding services and the creation of specific tooling: the accounting treatment applied is based on the identification by the Group in most cases of two performance obligations, distinct from the production of parts, under the Design business and the supply of certain specific tooling whose control is transferred to clients. Proceeds from the Design business, including those explicitly included in the part price, are recognised at the start of series production. Payments received before the start of series production are recorded in customer advances. The costs related to these two performance obligations are recognised in inventories during the project phase and then in expenses when their control is transferred to the client, i.e. when series production is launched.

We considered the recognition of "parts" revenue and the measurement of "services and creation of specific tooling" revenue to be a key audit matter, in light of:

- regular discussions between the Group and its customers on part prices, potential discounts, credit notes, discounts and rebates;
- the judgement required from the Group's Management to estimate the proceeds related to these performance obligations as these proceeds are not necessarily directly identifiable within the contracts and therefore require specific measurement by Management.

#### How our audit addressed this risk:

Our work consisted primarily in:

- reviewing the revenue measurement and recognition process and identifying the key controls that Management has in place regarding revenue recognition;
- in order to assess the recognition of revenue from the sale of parts, we carried out tests on a sample of transactions to:
  - compare the sales prices applied to parts deliveries with the contract prices;
  - examine any adjustments to the prices of products sold;
  - review the credit notes issued, discounts and rebates;
  - check that parts sales are attributed to the correct financial year.
- in order to assess the recognition of revenue related to Design services and the creation of specific tooling, we carried out tests on a sample of contracts to:
  - compare the sales prices applied and recognised at the start of series production with the valuation made by Management and the contract documents;
  - review the proceeds and costs attributed to performance obligations;
  - check that sales of Design services and tooling creation are attributed to the correct financial year.
- lastly, we examined the appropriateness of the disclosures in the notes to the consolidated financial statements.

## Measurement of goodwill

Notes 1.6.1 "Goodwill", 1.6.4 "Impairment tests on goodwill, property, plant and equipment and intangible assets", 2.3 "Asset impairment tests" and 1.11 "Estimates and judgements", section "Impairment tests on goodwill, property, plant and equipment and intangible assets" to the consolidated financial statements.

#### Description of risk:

At 31 December 2024, the net value of goodwill stood at €1,302 million, representing approximately 17% of total assets.

Goodwill is tested for impairment whenever an indication of impairment is identified, and at least annually to compare its carrying amount with its recoverable amount. These tests are performed for cash-generating units (CGU) or groups of CGUs.

As described in the "Impairment tests on goodwill, property, plant and equipment and intangible assets" section of Note 1.11, value in use is determined using the discounted cash-flow method, based on assumptions about future operating cash flows, discount rates and long-term growth.

We deemed the measurement of goodwill to be a key audit matter due to:

- its relative size in the consolidated financial statements;
- significant judgements and estimates involved in determining the parameters used for impairment testing, such as future cash flows, discount rates and perpetual growth rates;
- the sensitivity of annual impairment tests on certain groups of CGUs.

#### How our audit addressed this risk:

We reviewed the methodology used by the Company to test the impairment of goodwill. Our work consisted primarily in:

- assessing the compliance of the methodology applied by the Group with the provisions of IAS 36;
- reconciling the components of the carrying amount of each CGU tested for impairment with the consolidated financial statements;
- identifying the groups of CGUs for which the sensitivity of the goodwill impairment test is greatest in order to focus our work more specifically on these groups;
- analysing the consistency of the key data and assumptions on which the estimates used in determining the cash flow forecasts are based with the plans validated by Management;
- with the help of our valuation specialists, comparing discount rates and long-term growth rates used in the tests to external market data;
- verifying the mathematical accuracy of the models used to determine values in use;
- performing sensitivity analyses on the main assumptions used;
- assessing the appropriateness of the relevant information provided in the notes to the consolidated financial statements.

## Valuation of development assets and property, plant and equipment

Notes 1.6.2 "Intangible assets", 1.6.3 "Property, plant and equipment and right-of-use assets", 1.6.4 "Impairment tests on non-current assets", 2.3 "Asset impairment tests" and 1.11 "Estimates and judgements", section "Impairment tests on non-current assets" to the consolidated financial statements.

### Description of risk

At 31 December 2024, the net value of property, plant and equipment amounted to €1,988 million. Development assets are mainly recorded within intangible assets for a net amount of €675 million. These assets are representing approximately 35% of total assets.

- Note 1.6.2 to the consolidated financial statements describes how development costs incurred during the project phase and related to the execution of a contract with a customer, which are not subject to a performance obligation, are recognised as intangible assets. Note 1.6.3 describes the accounting treatment of property, plant and equipment and their depreciation period.
- As described in Note 1.6.4, the Group carries out impairment tests on these assets whenever there is evidence of signs of impairment and at least once a year for non-amortisable development assets.
- As described in Note 1.11, for the determination of the recoverable amount, the concepts of fair value net of disposal costs and value in use obtained by the discounted cash-flow method are used. These tests are based on assumptions about future operating cash-flows and discount rates.
- As described in Note 2.3, a review of signs of impairment and reversals of impairment on assets impaired in previous years was performed.
- We considered the valuation of development assets and property, plant and equipment to be a key audit matter owing to:
  - their relative size in the consolidated financial statements;
  - the judgement required from Management to assess whether there are any signs of impairment and the recoverable amount;
  - the timeline used to determine the recoverable amount.

### How our audit addressed this risk:

Our work consisted primarily of:

- reviewing the mechanisms for identifying signs of impairment used by the Group;
- assessing the analyses and judgements made by the Group to identify whether there are any signs of impairment or reversal of impairment;
- checking that assets that show signs of impairment have been tested for impairment.
- as concerns the valuation of development assets:
  - reviewing the process for identifying capitalised development costs;
  - assessing the completeness of the programmes included in the analysis of signs of impairment or reversal of impairment, by reconciling the assets analysed to the consolidated financial statements;
  - examining the assumptions used in the analyses and impairment tests (forecast sales, gross margin, other fixed costs, etc.).
- as concerns the valuation of property, plant and equipment and where there are signs of impairment or reversal of impairment:
  - examining the compliance of the Group's methodology with IAS 36;
  - reconciling the file of assets subject to impairment testing with the consolidated financial statements;
  - reviewing the key inputs and assumptions used to determine the recoverable amount through discussions with the Business Group's Finance Department, the Group's Finance Department and the Group's Executive Management; and in particular in the context of (i) inflation in some of the Group's host countries, (ii) the geopolitical climate and (iii) regulations that may impact the automotive industry.
- lastly, as concerns the valuation of these assets, we also:
  - verified the mathematical accuracy of the models used to determine values in use;
  - compared discount rates and long-term growth rates to external market data, with the help of our valuation specialists;
  - performed sensitivity analyses on the main assumptions used.

## Specific verifications

As required by legal and regulatory provisions and in accordance with professional standards applicable in France, we have also verified the information pertaining to the Group presented in the Board of Directors' management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.



## Other verifications and information pursuant to legal and regulatory requirements

### Presentation of the consolidated financial statements to be included in the annual financial report

In accordance with professional standards applicable to the Statutory Auditors' procedures for annual and consolidated financial statements presented according to the European single electronic reporting format, we have verified that the presentation of the consolidated financial statements to be included in the annual financial report referred to in paragraph I of Article L.451-1-2 of the French Monetary and Financial Code (*Code monétaire et financier*) and prepared under the Chief Executive Officer's responsibility, complies with this format, as defined by European Delegated Regulation No. 2019/815 of 17 December 2018. As it relates to the consolidated financial statements, our work included verifying that the markups in the financial statements comply with the format defined by the aforementioned Regulation.

On the basis of our work, we conclude that the presentation of the consolidated financial statements to be included in the annual financial report complies, in all material respects, with the European single electronic reporting format.

It is not our responsibility to ensure that the consolidated financial statements to be included by the Company in the annual financial report filed with the AMF correspond to those on which we carried out our work.

### Appointment of the Statutory Auditors

We were appointed Statutory Auditors of OPmobility SE by the Shareholders' Meetings held on 21 April 2022 for PricewaterhouseCoopers Audit and on 29 April 2010 for Ernst & Young et Autres.

As at 31 December 2024, PricewaterhouseCoopers Audit and Ernst & Young et Autres were in the third year and the fifteenth year of total uninterrupted engagement, respectively.

Previously, Ernst & Young Audit was the Statutory Auditor of OPmobility SE from 2001.

## Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for preparing consolidated financial statements giving a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and for implementing the internal control procedures it deems necessary for the preparation of consolidated financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting, unless it expects to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, as well as, where applicable, any internal audit systems relating to accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

## Responsibilities of the Statutory Auditors relating to the audit of the consolidated financial statements

### Objective and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free of material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions taken by users on the basis of these consolidated financial statements.

As specified in Article L.821-55 of the French Commercial Code, our audit does not include assurance on the viability or quality of the Company's management.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgement throughout the audit.

They also:

- identify and assess the risks of material misstatement in the consolidated financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain audit evidence considered to be sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of the internal control procedures relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the related disclosures in the notes to the consolidated financial statements;

- assess the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditors conclude that a material uncertainty exists, they are required to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or a disclaimer of opinion;
- evaluate the overall presentation of the consolidated financial statements and assess whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The Statutory Auditors are responsible for the management, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed thereon.

## Report to the Audit Committee

We submit a report to the Audit Committee which includes, in particular, a description of the scope of the audit and the audit programme implemented, as well as the results of our audit. We also report any significant deficiencies in internal control that we have identified regarding the accounting and financial reporting procedures.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were the most significant for the audit of the consolidated financial statements and which constitute the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France, as defined in particular in Articles L.821-27 to L.821-34 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss any risks to our independence and the related safeguard measures with the Audit Committee.

*Neuilly-sur-Seine and Paris-La Défense, 14 March 2025*

The Statutory Auditors

PricewaterhouseCoopers Audit  
David Clairotte

ERNST & YOUNG et Autres  
May Kassis-Morin

## 6.3 Statutory Auditors' special report on related-party agreements

*This is a free translation into English of the Statutory Auditors' issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

To the Annual General Meeting of OPmobility SE,

In our capacity as statutory auditors of your Company, we hereby present to you our report on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code (*Code de commerce*), to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R. 225-31 of the French Commercial Code (*Code de commerce*) of the continuation of the implementation, during the year ended December 31, 2024, of the agreements previously approved by the Annual General Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

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### Agreements submitted for approval to the Annual General Meeting

In accordance with Article L. 225-40 of the French Commercial Code (*Code de commerce*), we have been notified of the following related party agreements which received prior authorization from your Board of Directors.

#### WITH BPO-B.PLAS PLASTIC OMNIUM OTOMOTIV PLASTIK VE METAL YAN SANAYI A.S., WHOSE 50% OF THE VOTING RIGHTS IS OWNED BY YOUR COMPANY

##### Royalty agreement for licensing and technical assistance

##### Nature and purpose

The agreement entered into on December 21, 2001, for an initial duration of five years with tacit annual renewal, aims at using designs, models, industrial processes, know-how, and related technical assistance services associated with your Company. The renewal of this agreement was authorized by your Board of Directors on February 21, 2024.

##### Conditions

The royalties will be billed by your Company at 1.5% of the net sales of the licensed products made by BPO-B.PLAS-Plastic Omnium Otomotiv Plastik A.S.

On December 31, 2024, your Company has recognized an income, in respect of the royalty to be charged to BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi A.S., amounting to of € 433,397.81.

##### Reasons justifying why the Company benefits from this agreement

Your Board of Directors gave the following reasons: This agreement was authorized in view of the benefits for your Company and after having examined the financial conditions attached thereto.

### Agreements previously approved by the Annual General Meeting

#### Agreements approved in prior years

##### a) Whose implementation continued during the year ended December 31, 2024

In accordance with Article R. 225-30 of the French Commercial Code (*Code de commerce*), we have been notified that the implementation of the following agreements, which were approved by the Annual General Meeting in prior years, continued during the year ended December 31, 2022.

#### WITH YANFENG PLASTIC OMNIUM AUTOMOTIVE SYSTEMS CO LTD., WHOSE 49.95% OF THE SHARE CAPITAL IS INDIRECTLY OWNED BY YOUR COMPANY.

##### Person concerned

M. Laurent Favre, Director and Managing Director of your Company and Director of Yanfeng Plastic Omnium Automotive Exterior SystemS CO Ltd.

### Royalty agreement for trademark concession

#### Nature and purpose

This agreement, concluded on April 11, 2007 for a period of thirty years, aims at using trademarks owned by your Company. It was authorized by the Board of Directors on February 26, 2013.

#### Conditions

The royalties will be billed by your Company at 0.25% of the benefits to the company receives from the agreement.

On December 31, 2024, your Company has recognized an income in respect of the royalty to be charged to Yanfeng Plastic Omnium Automotive Systems Exterior Systems CO Ltd. amounting to € 2,510,024.72

#### b) which were not implemented during the year ended

In addition, we have been notified that the following agreements, which were approved by the Annual General Meeting in prior years, were not implemented during the year ended December 31, 2024.

### WITH BURELLE S.A., WHICH DIRECTLY OWNS 60.63% OF YOUR COMPANY'S SHARE CAPITAL.

#### Persons concerned

Mr Laurent Burelle, President and Chief Executive Officer of Burelle S.A., Mr Paul Henry Lemarié and Mrs Eliane Lemarié and Félicie Burelle, directors of Burelle S.A.

### Supplementary retirement plan of the Group's General Management

#### Nature and purpose

This Agreement authorized by the Board of Directors on December 11, 2003, aims at re-invoicing, by Burelle S.A. to your company of the share of the cost for the supplementary retirement plan, which provides to directors performing salaried functions an additional retirement benefit of 10% of their current compensation. This share is proportional to compensations supported by Burelle S.A. invoiced to your company

As at December 31, 2024, no payments were made by Burelle S.A. under the supplementary pension plan. Your Company has therefore not recognized any expense in respect of this share of the pension plan expense.

*Neuilly-sur-Seine and Paris-La Défense, March 14, 2025*

The Statutory Auditors

PricewaterhouseCoopers Audit  
David Clairotte

Audit ERNST & YOUNG et Autres  
May Kassis-Morin

## 6.4 Statutory Auditors' report on the authorization to grant stock options

Annual General Meeting held to approve the financial statements for the year ended December 31, 2024

### COMBINED GENERAL MEETING OF 24 APRIL 2025

#### SIXTEENTH RESOLUTION

*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

To the General Meeting of Shareholders,

In our capacity as Statutory Auditors of OPmobility SE and in accordance with the provisions of Article L.22-10-62 of the French Commercial Code (*Code de commerce*), applicable in the event of a share capital reduction by cancellation of treasury shares, we hereby report to you on our assessment of the reasons for and conditions of the planned share capital reduction.

The Board of Directors is seeking, with the power to sub-delegate and for a 26-month period, the authority to cancel, for a up to a maximum of 10% of the share capital per period of 24 months, the treasury shares pursuant to an authorisation to buy back its own shares in accordance with the provisions of the aforementioned article.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this type of engagement. These procedures consisted in verifying that the reasons for and the terms and conditions of the proposed share capital reduction, which is not considered to affect shareholder equality, comply with the applicable legal provisions.

We have no matters to report on the reasons for and the terms and conditions of the proposed share capital reduction.

*Neuilly-sur-Seine and Paris-La Défense, 14 March 2025*

The Statutory Auditors

PricewaterhouseCoopers  
David Clairotte

Audit ERNST & YOUNG et Autres  
May Kassis-Morin

## 6.5 Statutory Auditors' report on the issue of shares and/or various securities with and/or without cancellation of the preferential subscription rights.

COMBINED GENERAL MEETING OF APRIL 24<sup>TH</sup>, 2025

### SEVENTEENTH, EIGHTEENTH, NINETEENTH, TWENTIETH, TWENTY-FIRST AND TWENTY-SECOND RESOLUTIONS.

*This is a free translation into English of the Statutory Auditors' issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Annual General Meeting of OPmobility SE,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 228-92 and L. 225-135 and seq. of the French Commercial Code (*Code de commerce*), we hereby report on the proposed issue of shares and/or securities, an operation upon which you are called to vote.

Your Board of Directors proposes, on the basis of its report:

- that you delegate to it, with the option of sub-delegation, for a period of twenty-six months, the power to decide on the following operations and to set the final terms and conditions of these issues and proposes, where relevant, to cancel or maintain your preferential subscription rights:
  - issue – with preferential subscription rights (seventeenth resolution)– of ordinary shares and/or equity securities providing access to other equity securities or granting entitlement to the allocation of debt securities, and/or securities giving access to equity to be issued by the Company;
  - issue – with cancellation of preferential subscription rights - by way of a public offering excluding offers referred to 1° in Article L. 411-2 of the Monetary and Financial Code (eighteenth resolution), of ordinary shares and/or securities, which are equity securities providing access to other equity securities or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company;
  - issue – with cancellation of preferential subscription rights – through offerings in accordance with 1° of article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) for an amount that does not exceed 30% of the share capital per year (nineteenth resolution)– of ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities providing access to equity securities to be issued by the Company;
  - issue, in the event of a public exchange offer initiated by your company (twenty-second resolution), of ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities providing access to equity securities to be issued by the Company;
- that you delegate to it, for a period of twenty-six months, the necessary powers to proceed with the issuance of ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities providing access to equity securities to be issued by the company, with a view to compensating for contributions in kind made to your company consisting of equity securities or securities giving access to equity (twenty-first resolution), within the limit of 20% of the capital;

The global nominal amount of the capital increases that may be carried out immediately or in the future may not exceed a nominal amount of € 6,000,000 under the seventeenth, eighteenth and twenty-second resolutions and € 2,000,000 of the nineteenth and twenty-first resolutions; it being specified that the nominal amount of the capital increases that may be carried out pursuant to the seventeenth to nineteenth and twenty-first to twenty-second resolutions would be deducted from these amounts, subject to their adoption by this Assembly;

The global nominal amount of the debt securities that may be carried out immediately or in the future may not exceed a maximum nominal amount of € 2,000,000,000 under seventeenth and eighteenth resolutions and € 750,000,000 under the nineteenth, twenty-first and twenty-second; it being specified that the nominal amount of the debt securities that may be issued pursuant to the seventeenth to nineteenth and twenty-first to twenty-second resolutions would be deducted from these amounts, subject to their adoption by this Assembly;

These ceilings take into account the additional number of securities to be created within the framework of the implementation of the delegations referred to in the seventeenth, eighteenth and nineteenth resolutions, in accordance with Article L. 225-135-1 of the French Commercial Code, if you adopt the twentieth resolution.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113 and seq. of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the issue provided in the report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to these operations and the methods used to determine the issue price of the equity securities to be issued.

We have the following matters to report on the Board of Directors' report:

Your board of directors proposes that you delegate all powers to it to freely set the issue price of equity securities in accordance with Article L. 22-10-52 of the Commercial Code. Furthermore, the provisions of Article R. 225-114 of the Commercial Code require that the Board of Directors' report indicates, along with their justification, the issue price or the methods of its determination. The Board of Directors' report does not include this information. Consequently, we are not able to give our opinion on the choice of the elements used to calculate this issue price.

Furthermore, since this report does not specify the method of determining the issue price of the equity securities to be issued as part of the implementation of the seventeenth and twenty-first resolutions, we are not able to give our opinion on the choice of computational elements of this issue price.

As the final conditions for the issues have not yet been determined, we cannot report on these conditions, and, consequently, on the proposed cancellation of preferential subscription rights made under the eighteenth and nineteenth resolutions.

In accordance with Article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, on the use of these delegations by the Board of Directors in the case of issues of equity securities giving access to other equity securities or debt securities, in the case of issues of securities giving access to equity securities to be issued and in the case of issues of shares without preferential subscription rights.

*Neuilly-sur-Seine and Paris-La Défense, March 14<sup>th</sup> 2025*

The Statutory Auditors

PricewaterhouseCoopers Audit  
David Clairotte

ERNST & YOUNG et Autres  
May Kassis-Morin

## 6.6 Statutory Auditors' report on the authorization to grant free shares, whether existing or to be issued

COMBINED GENERAL MEETING OF 24 APRIL 2025

### TWENTY-THIRD RESOLUTION

*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

To the General Meeting of Shareholders,

In our capacity as Statutory Auditors of OPmobility SE and in accordance with the requirements of Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposal to issue ordinary shares and/or securities that are equity securities granting access to other equity securities, and/or securities granting access to equity securities to be issued with cancellation of pre-emptive subscription rights, reserved for members of the Company savings plan, which is submitted for your approval.

The total nominal amount of share capital increases that may be carried out is limited to a nominal amount of €259,239.90 (i.e., on the basis of the current par value of the Company's shares of €0.06, 4,320,665 shares), or to the equivalent value of this amount on the date of the issue decision in the event of an issue in another currency or in a unit of account set by reference to several currencies, with this amount being independent of any other ceiling provided for in any delegation of authority for share capital increases. Where applicable, this amount shall be increased by the additional amount of ordinary shares to be issued to protect, pursuant to the law or any contractual stipulations providing for any other adjustments, the rights of holders of securities granting access to the Company's equity securities.

This operation is submitted to you for approval pursuant to the provisions of Article L.225129-6 of the French Commercial Code and Articles L.3332-18 *et seq.* of the French Labour Code (*Code de travail*).

On the basis of its report, the Board of Directors proposes that you grant it the authority, for a 26-month period, to set the terms and conditions of this transaction and that you waive your pre-emptive subscription rights to the equity securities to be issued.

It is the Board of Directors' responsibility to prepare a report in accordance with the provisions of Articles R. 225-113 *et seq.* of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancellation of pre-emptive subscription rights and on certain other information relating to this issue, presented in this report.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying the information contained in the Board of Directors' report relating to the transaction and the methods used to set the issue price of the equity securities to be issued.

Subject to a subsequent examination of the terms and conditions of the proposed issue, we have no matters to report as regards the methods used to set the issue price of the securities to be issued given in the Board of Directors' report.

Since the final terms and conditions of the issue have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancellation of pre-emptive subscription rights.

In accordance with Article R.225116 of the French Commercial Code, we will prepare an additional report when the Board of Directors uses this delegation.

*Neuilly-sur-Seine and Paris-La Défense, 14 March 2025*

The Statutory Auditors

PricewaterhouseCoopers Audit  
David Clairotte

ERNST & YOUNG et Autres  
May Kassis-Morin





# Draft company bylaws updated on April 24, 2025

## ARTICLE 1 - FORM

The Company, initially formed as a *Société anonyme* ( $\approx$  public limited company), was converted into a *Societas Europaea* (SE) by a decision of the extraordinary general meeting of shareholders on 25 April 2019.

It is governed by current community and national provisions (hereafter the "Law"), as well as by these articles of association.

## ARTICLE 2 - NAME

The company's corporate name is: OPmobility SE

This name must be preceded or followed legibly by "SE" and the amount of the share capital on all deeds and documents issued by the company.

## ARTICLE 3 - OBJECTS OF THE COMPANY

The company's objects include:

- the treatment and processing of any plastic, metal or other raw materials, with a view to manufacturing any products and articles for any uses, industrial uses in particular;
- managing its immovable and movable assets;
- acquiring, constructing, leasing, fitting out, developing and operating any land, buildings and constructions;
- acquiring any interests and stakes in any French or foreign companies, enterprises and businesses, whatever their objects, and in any manner whatsoever, including acquisition and subscription of any transferable securities, partnership shares and other ownership interests;
- managing its portfolio of equity investments and holdings;
- carrying out any works and services relating to common services and building maintenance (other than management thereof);
- and generally speaking, any commercial, industrial, property, movable and financial transactions directly or indirectly related to or useful for these objects or facilitate the implementation thereof.

In France and abroad, the Company may create, acquire, exploit or cause to be exploited, any manufacturing, commercial or service trademarks, models and drawings, patents and manufacturing processes related to the aforementioned objects.

The Company may directly or indirectly operate in any country, either on its own behalf or on behalf of third parties, through partnerships, holdings, groupings or companies, with all individuals or companies, and make any transaction within the scope of its objects in any form whatsoever.

## Article 4 - Head office

The head office is fixed at: Lyon (69007) 19, boulevard Jules-Carteret.

It can be transferred anywhere in France by a decision of the Board, subject to ratification thereof by the next general shareholders' meeting. It can be transferred to another member state of the European Union by a decision of the extraordinary shareholders' meeting; and where necessary any mandatory general shareholders' meetings, subject to the provisions of the Law.

## ARTICLE 5 - TERM OF THE COMPANY

The term of the company, initially set at 99 years from the time of registration at the Trade & Companies Register, was extended by 99 years further to a decision of the combined shareholders' meeting on 25 April 2013. Accordingly, the company's term will expire on 24 April 2112, barring early dissolution or extension.

## ARTICLE 6 - SHARE CAPITAL

The share capital is fixed at the sum of €8,641,329.18. It is divided into 144,022,153 shares each worth €0.06, all of the same category.

## ARTICLE 7 - FORM OF THE SHARES

1. Shares may be registered or bearer shares, as the shareholder chooses.
2. As provided for by law, the Company is authorized to request at any time the information required by law concerning the identity of the owners of bearer shares conferring immediately or at term the voting right at shareholder's meetings, as well as the number of shares held by each of them and where relevant any restrictions applying to the said shares.

The Company is additionally entitled, as provided for by law, to request the identity of shareholders and the number of shares they each hold when it deems that certain holders whose identity has been disclosed to it hold shares on behalf of third parties.

The Company may ask any legal entity owning more than 2.5% of the share capital or voting rights to reveal the identity of persons directly or indirectly holding more than one third of the share capital of the said legal entity or the voting rights at its general shareholders' meetings.

## ARTICLE 8 - RIGHTS ATTACHED TO EACH SHARE

1. The rights and obligations attached to shares remain attached to them, regardless of their holder.
2. Each share entitles its holder to a share of the company's assets, profits and final dividend proportional to the number and value of existing shares.
3. Whenever a certain number of shares is required to exercise a right, it is up to the owners not having the said number to pool the required number.
4. Voting rights attached to shares belong to the usufructuary in ordinary general meetings and to the bare owner in extraordinary general meetings.
5. All shares making up the share capital are treated equally with regard to tax liability. Accordingly, all direct or indirect taxes that may be payable for any reason whatsoever in the event of repayment of the capital, either during the lifetime of the Company or on its liquidation, will be apportioned uniformly between all the shares making up the capital, in such a way that the sum allotted to each share is the same for them all, allowance made however for the nominal value of each of them.

**ARTICLE 9 - TRANSFER OF SHARES**

Shares can be freely transferred.

**ARTICLE 10 - FULL PAYMENT OF SHARES**

1. The amount of shares issued for a capital increase and payable in cash is payable under the conditions laid down by the Board of Directors.
2. Subscribers and shareholders are informed of calls for funds at least fifteen days before the date set for each payment, by registered letter with acknowledgement of receipt addressed to each shareholder or by a notice in a paper that publishes legal notices in the *département* of the head office.
3. In case of late payment of amounts outstanding on the not fully paid-up amount of the shares, interest will be charged from their due date on any amounts outstanding in this respect at the rate of 5% per day of delay, *ipso jure* and without any formalities, without prejudice to any personal action the Company may bring against the defaulting shareholder and any enforcement measures provided for by law.

**ARTICLE 11 - ADMINISTRATION**

The Company is administered by a Board of Directors, which lays down guidelines for the Company's business and ensures they are followed, in accordance with its corporate interest, taking into consideration the social and environmental aspects of its business.

Subject to the powers expressly conferred on shareholders' meetings and within the limits of the company's objects, the Board examines any question in connection with the smooth running of the company and through its deliberations settles matters concerning it.

The Board of Directors' prior approval is required for the following transactions:

- collateral security, sureties and guarantees given by the Company, under the conditions of article L.225-35 of the Commercial Code;
- regulated agreements, under the conditions of article 13 herein.

The Board of Directors may carry out any checks and verifications it sees fit.

The Board of Directors, appointed as required by law, is made up of three to eighteen members, who may be natural persons or legal entities, the number thereof may be increased under the conditions laid down by law.

During their term of office, all directors must own at least 900 shares. Directors are appointed for three years and are re-eligible.

A director's term of office expires at the end of the general shareholders' meetings ruling on the accounts of the past year convened in the year in which the term of office of the director in question expires.

The number of directors who are natural persons and permanent representative of legal-entity directors over the age of seventy-five cannot exceed half (rounded up to the nearest integer) the directors in office.

Even after their term of office ends, members of the Board of Directors shall not disclose any information on the Company that if disclosed would harm its interests, unless such disclosure is required or accepted by current statutory or regulatory provisions or is in the public interest.

**ARTICLE 11A - DIRECTOR REPRESENTING EMPLOYEES**

Pursuant to article L.22-10-7 of the Commercial Code, the Board of Directors also includes two directors representing the Group's employees. If the number of directors appointed by the general meeting, apart from directors representing shareholder employees appointed under article L.22-10-5 of the Commercial Code, were to fall to eight or less, the number of directors representing employees would be reduced to one at the end of their term of office.

The term of office of directors representing employees is 3 years.

If the seat of a director representing employees falls vacant for any reason whatsoever, the vacant seat will be filled as provided for by article L.225-34 of the Commercial Code.

Notwithstanding the rule stated in article 11 "Administration" herein for directors appointed by the general meeting, directors representing employees are not required to own a minimum number of shares.

Appointment procedures:

Directors representing employees are appointed under the following procedure:

1. one of them is appointed by the Group Works Council France;
2. the other by the staff representative body of the Societas Europaea.

Directors representing employees must meet the conditions of appointment specified by the statutory and regulatory requirements on the subject.

**ARTICLE 12 - DELIBERATIONS OF THE BOARD OF DIRECTORS**

Directors are invited to Board meetings by any means, including verbally. Board meetings may be held at any place chosen by the convener. However, the Chairman of the Board of Directors may ask the Board to adopt its decisions by written consultation, unless one of the members of the Board objects. In the event of written consultation, the text of the proposed decisions as well as any information necessary for its decision-making is made available to each director by any means of written communication (including email). Unless there is a shorter deadline indicated in an emergency consultation, the directors have five (5) calendar days from the date on which the consultation is sent to cast their votes by any means of written communication (including by email) to the address indicated. Directors who do not respond by the deadline set are deemed not to be present for the calculation of the quorum and majority. The rules of quorum and majority relating to decisions taken in physical meetings are applicable *mutatis mutandis* to decisions made by written consultation.

The Board of Directors meets as often as the company's interests so require and at least once every three months.

A director may be represented by another director at a meeting of the Board of Directors. However, no director may hold more than one such proxy at anyone meeting. For the purposes of calculating the quorum and majority, directors are deemed to be present if they attend the meeting by a means of telecommunication that enables them to be identified and guarantees their effective participation, in accordance with the regulations in force.

A director may also vote by post using a form under the conditions provided for by the applicable regulatory provisions.

The Board of Directors can only validly deliberate if at least half its members are in attendance or represented. Decisions are made by majority vote of the members in attendance or represented. In the event of an equal division of votes, the Chairman of the Board has the casting vote.

The minutes are drawn up and copies or extracts of the deliberations are issued and certified as required by law.

The Board can appoint Committees and fix their composition and remit. The members of these Committee are tasked with examining the questions submitted to them for an opinion by the Chair or the Board.

#### ARTICLE 13 - REGULATED AGREEMENTS

Pursuant to article L.229-7 subsection 6 of the Commercial Code, the provisions of articles L.225-35, L.225-38 and L.22-10-12 to L.22-10-13 of the Commercial Code apply to agreements entered into by the Company.

#### ARTICLE 14 - CHAIR AND MANAGING DIRECTORS

The Board of Directors elects one of its members as Chair. The Chair organizes and directs the Board of Directors' work and reports on it to the general shareholders' meeting. He sees to the smooth running of the company's bodies and more particularly ensures that the directors are in a position to carry out their duties.

General Management of the company is conducted, under his or her own responsibility, either by the Chair of the board or by another natural person appointed by the board of directors as Managing Director.

The Board of Directors freely chooses its members by a majority between two terms of office of the General Management and may at any time modify its choice by a majority of its members.

The Board of Directors may legally appoint one or more natural persons as Deputy Managing Directors to assist either the Chair, if he assumes the duties of managing director, or the Managing Director. There can be no more than five Deputy Managing Directors.

The powers of the Chair of the Board of Directors, if he acts as Managing Director, and those of the Managing Director, are those laid down by law. With regard to the Company's internal organization, his powers may be restricted by a decision of the Board of Directors.

The Board of Directors legally fixes the scope and term of the powers vested in the Deputy Managing Directors. Deputy Managing Directors hold the same powers as the Managing Director vis-à-vis third parties.

The age limit for the Chair of the Board of Directors is eighty.

The age limit for the Managing Director and Deputy Managing Directors is seventy-five.

#### ARTICLE 15 - REMUNERATION OF DIRECTORS AND NON-VOTING BOARD MEMBERS

The Board of Directors freely apportions between its members, and where applicable the non-voting board members, the remuneration that may be allocated to them by the general meeting. A higher proportion than that awarded to other directors may be awarded to directors who are members of the Committees provided for in article 12. The Board of Directors can award directors exceptional remunerations in the cases and under the conditions laid down by law.

#### ARTICLE 16 - STATUTORY AUDITORS

The general shareholders' meeting confers on one or more statutory auditors the duties laid down by law. He or they are engaged for six financial years, in compliance with the conditions of eligibility laid down by law. They are re-eligible.

The Statutory Auditor(s) engaged may be natural or legal persons. They must be registered with the French association of chartered accountants.

The general shareholders' meeting may engage one or more substitute auditors under the same conditions and for the same period. The latter will be engaged in lieu of the statutory auditor in the event of refusal, impediment, resignation or death of the latter. Engagement of a substitute auditor is mandatory (in France) if the incumbent statutory auditor is a natural person or a single-owner company, as required by law.

#### ARTICLE 17 - OBSERVERS (NON-VOTING BOARD MEMBERS)

The Board of Directors can appoint up to three observers, who may be natural or legal persons and may be chosen from among the shareholders.

They are appointed for a term of three years ending at the end of the general shareholders' meeting ruling on the accounts of the last financial year and convened in the year in which their term expires.

Observers are called to attend meetings of the Board of Directors and take part in the deliberations in an advisory role, their absence not affecting the validity of the deliberations.

The Board of Directors can award observers remuneration commensurate with their activity. The Board determines their share of remuneration and apportions it among them. This share is deducted from the total directors' remuneration package as fixed by the general shareholders' meeting.

#### ARTICLE 18 - SHAREHOLDERS' MEETINGS

1. Shareholders' meetings are convened and deliberate under the conditions laid down by law, it being recalled that to calculation the majority quorum, votes cast do not include those attached to shares for which the shareholder did not vote, abstained or cast a blank or spoiled vote.
2. The meetings are held at the head office or any other place specified in the notice of meeting.
3. Any owner of shares may attend meetings in person or through a proxy holder, subject to providing proof of identity and to the said shares being registered in the person's name or that of the intermediary registered on their own account pursuant to the seventh subsection of article L.228-1 of the Commercial Code, on the second working day preceding the meeting at midnight Paris time, either in the Company's account of registered shares or in the accounts of bearer securities held by an authorized intermediary, such registration in the bearer securities accounts being proven by a sworn statement of attendance within the same deadline and in the place stated in the notice of meeting.
4. Meetings are chaired by the Chair of the Board of Directors, or in his absence by a director specially empowered so to do by the Board. Failing which, the meeting elects its own Chair.
5. The minutes of meetings are drawn up and copies thereof are certified and issued as laid down by law.

Postal voting, electronic voting and voting by proxy:

6. All shareholders can vote by post as provided for by law. To be taken into account, a postal voting form must be received by the Company at least two days before the day of the meeting, together with proof of registration of shares or a sworn statement of attendance as stated above.

However, shareholders can use the electronic voting form available on the Company's site for that purpose, if they vote no later than 3 pm Paris time the day before the general meeting. This electronic form must bear the voter's digital signature as provided for by this article.

7. Shareholders may be represented by another shareholder, their spouse or civil partner. They may also be represented by any natural or legal person of their choosing. A proxy can be named and withdrawn by electronic means.
8. The remote voting form and proxy given by a shareholder are signed by the latter, where necessary by a secure electronic signature process as defined by article 1367 of the Civil Code, or by a digital signature process decided by the Board of Directors

Attendance at meetings by teletransmission means:

9. If the Board of Directors so allows at the time of convening the meeting, shareholders may attend by any means of telecommunication, including the Internet, that ensure they can be duly identified under the conditions and according to the procedures laid down by current regulations.
10. Shareholders attending by such means are deemed to be in attendance when determining the quorum and majority.
11. Each member of the meeting has as many votes as they own or represent. However, a double voting right with respect to the share of capital they represent compared with voting rights attached to other shares is awarded to all fully paid-up shares that can be proved to have been registered in the name of the same shareholder for at least two years. This right is attached when the shares are issued, in the event of a capital increase through incorporation of reserves, profits or share premiums, to registered shares awarded free of charge to shareholders for former shares for which they benefit from this right. Any shares transferred freehold lose this double voting right; however, transfer further to inheritance, liquidation of community of property between spouses or donation *inter vivos* in favour of a spouse or legal heir, does not withdraw this vested right and does not interrupt the two-year period if it is in progress. Merger of the Company has no effect on a double voting right, which can be exercised in the acquiring company if the latter benefits from it.

**ARTICLE 19 - INDIVIDUAL FINANCIAL STATEMENTS**

1. Each accounting year starts on 1st January and ends on 31 December every year.
2. The accounting year's profit or loss is the difference between the period's revenue and expenses after deduction of amortization and provisions, as attested to by the profit and loss statement.
3. A mandatory charge of at least five percent, less prior losses where applicable, is deducted from the period's profits and allocated to a reserve fund called "legal reserve". This deduction ceases to be mandatory when the reserve fund equals one tenth of the share capital.
4. If there is a cash balance, the general shareholders' meeting may decide to distribute it, post it to retained earnings or allocate it to one or more reserve accounts the allocation or use of which it controls.
5. After noting the existence of reserves at its disposal, the general meeting may decide to distribute sums deducted from such reserves. In that case, the decision must expressly state the reserve accounts from which distributions are made.
6. For some or all of the distributed dividend or interim dividend, the general meeting can award shareholders the choice between payment of the dividend or interim dividend in cash or in shares.

**ARTICLE 20 - DISSOLUTION**

1. On dissolution of the Company as decided by the extraordinary general meeting, one or more liquidators are appointed under the same conditions of quorum and majority as for ordinary general meetings. These appointments terminate the terms of office of the directors and the engagements of statutory auditors.
2. The liquidator represents the Company. He has full power to sell the assets, including amicably. He is empowered to pay the creditors and to share out the cash balance.
3. After reimbursement of the par value of the shares, the remaining net worth is shared between the shareholders in proportion to their stake in the capital.

**ARTICLE 21 - DISPUTES**

Any disputes arising between the company and the shareholders, or between shareholders themselves about corporate matters during the company's lifetime or on its liquidation will be brought before the courts having jurisdiction over the registered office.

Articles of Association updated on April 24, 2025



## Request for documents and information

### Combined General Meeting of shareholders of OPmobility

**Thursday 24 April 2025 - 5 PM**

Pavillon Dauphine  
2, Place du Maréchal de Lattre de Tassigny  
75116 Paris  
FRANCE



Request to be returned to:



**Shareholders' Department**  
**1 allée Pierre-Burelle**  
**92593 Levallois-Perret Cedex**  
**France**

I, the undersigned: .....  
(Acting as a representative of the Company)

Residing at: .....  
.....

Owner of: ..... shares in the company OPmobility SE, would like to request copies of the documentation and information covered in Article R. 225-83 of the French Commercial Code, including, in particular, the 2024 Universal Registration Document, for the Company's closed Combined General Meeting, which is due to take place on Thursday April 24, 2025 at 17:00, at Pavillon Dauphine, 2 place Maréchal de Lattre-de-Tassigny 75016 Paris - France.

Signed in: ..... On : ..... 2025

Signature :

Registered shareholders may submit a single request to the Company to obtain copies of the documentation and information covered in Articles R. 225-81 and R. 225-83 of the French Commercial Code for all future General Meetings. Shareholders who wish to benefit from this option should stipulate their wish on the present request form.





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Information and questions – Shareholders:  
**[investor.relations@opmobility.com](mailto:investor.relations@opmobility.com)**



Information – Shareholders:  
**0 800 777 889 - Toll-free number**  
(toll-free service and call)



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