

8. General Meeting

8.1	AGENDA	424
8.1.1	Ordinary resolutions	424
8.1.2	Extraordinary resolutions	424
8.2	EXPLANATORY STATEMENT AND DRAFT RESOLUTIONS SUBMITTED TO THE COMBINED GENERAL MEETING OF APRIL 24, 2025	426
8.2.1	Ordinary resolutions	426
8.2.2	Extraordinary resolutions	439
8.3	RAPPORT DES COMMISSAIRES AUX COMPTES	452
8.4	STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES AND/OR VARIOUS SECURITIES WITH AND/OR WITHOUT CANCELLATION OF THE PREFERENTIAL SUBSCRIPTION RIGHTS.	453
8.5	STATUTORY AUDITORS' REPORT ON THE ISSUANCE OF ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL, RESERVED FOR MEMBERS OF AN EMPLOYEE SAVINGS PLAN	455
8.6	DRAFT BYLAWS OF OPMOBILITY SE AS OF APRIL 24, 2025	456

8.1 Agenda

8.1.1 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

8.1.2 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 17th to 19th 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

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

8.2.1 Ordinary resolutions

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

1ST, 2ND AND 3RD 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
TOTAL APPROPRIATED	2,003,866,840

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
TOTAL APPROPRIATED	2,003,866,840

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**4TH RESOLUTION: APPROVAL OF A NEW AGREEMENT PURSUANT TO ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE**

In the 4th 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**5TH 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

6TH 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

6th 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

7TH, 8TH, 9TH, 10TH, 11TH, 12TH, 13ST AND 14TH 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 7th to 10th 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 7th 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 8th 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 9th 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 10th 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 11th 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 12th, 13th and 14th 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 (12th resolution), Mr. Laurent Favre, Chief Executive Officer (13th resolution) and Ms. Félicie Burelle, Managing Director (14th 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"> weighting of 70% for the quantifiable part and 30% for the qualitative part; 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. <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"> For the financial part, the criteria used are: <ul style="list-style-type: none"> change in operating margin (20%), change in free cash flow (20%), change in net profit (loss) - Group share (15%), change in the Group's debt reduction (15%). <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"> The non-financial portion includes: <ul style="list-style-type: none"> 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%), ESG criteria relating to FR2 safety: environment (carbon neutrality roadmap), compliance (compliance indicators), diversity (according to objectives) (15%). <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"> noted that the achievement rate of the financial criteria was 102%, broken down as follows: <ul style="list-style-type: none"> free cash flow: 107%, net profit (loss) - Group share: 100%, debt reduction: 95%, operating margin: 105%; decided that the achievement rate for the non-financial criteria met the expectations and targets at 122%: <ul style="list-style-type: none"> strategy and development: 120%, ESG: 125%. <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 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"> • for 25% on the level of the Group's cumulative free cash flow • for 25% on the level of net profit (loss) • for 25% on the level of Debt/Ebitda • for 25% of the percentage of women, progress in the reduction of scope 3 CO₂ emissions and safety at work compared to the FR2 target. <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 2023 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"> weighting of 70% for the quantifiable part and 30% for the qualitative part; 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%. <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"> For the financial part, the criteria used are: <ul style="list-style-type: none"> change in operating margin (20%), change in free cash flow (20%), change in net profit (loss) - Group share (15%), change in the Group's debt reduction (15%). <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"> The non-financial portion includes: <ul style="list-style-type: none"> 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%), 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%). <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"> noted that the achievement rate of the financial criteria was 102%, broken down as follows: <ul style="list-style-type: none"> free cash flow: 107%, net profit (loss) - Group share: 100%, debt reduction: 95%, operating margin: 105%; decided that the achievement rate for the non-financial criteria met the expectations and targets at 122%: <ul style="list-style-type: none"> strategy and development: 120%, ESG: 125%. <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"> • for 25% on the level of the Group's cumulative free cash flow • for 25% on the level of net profit (loss) • for 25% on the level of Debt/Ebitda • for 25% of the percentage of women, progress in the reduction of scope 3 CO₂ emissions and safety at work compared to the FR2 target. <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 <i>French Social Security Code</i>) €46,860 (under the defined-benefit pension plan with uncertain rights under Article L. 137-11 of the <i>French Social Security Code</i>)	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**15TH RESOLUTION: COMPENSATION ALLOCATED TO MEMBERS OF THE BOARD OF DIRECTORS AND CENSORS**

The 15th 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.

8.2.2 Extraordinary resolutions**EXPLANATORY STATEMENT****16TH 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**17TH 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, WITH PREFERENTIAL SUBSCRIPTION RIGHTS**

The renewal of the authorization in the 17th 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 18th to 22nd 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 18th to 22nd 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 18th to 22nd 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 18th to 22nd 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

18TH 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 18th 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^o 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 17th and 19th to 22nd 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 17th and 19th to 22nd resolutions and under the same terms and conditions as those provided for in the 19th 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 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 19th 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 17th and 19th to 22nd 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 17th and 19th to 22nd 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

19TH 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^O OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE

The renewal of the authorization referred to in the 19th 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^o 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 17th, 18th and 20th to 22nd 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 17th, 18th and 20th to 22nd resolutions and according to the same methods as those provided for in the 18th 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° 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° 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° 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 18th 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 17th, 18th and 20th to 22nd 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 17th, 18th and 20th to 22nd resolutions of this Meeting, subject to their adoption by the Meeting;

In addition, in accordance with the provisions of Article L. 225-136 2° 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 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**20TH 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 17TH TO 19TH RESOLUTIONS, UP TO A LIMIT OF 15% OF THE INITIAL ISSUE**

As permitted by law, the 20th 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 17th, 18th and 19th 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 17th, 18th and 19th 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 17th to 19th 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 17th, 18th and 19th 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**21ST 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 17th to 20th and 22nd 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 17th to 20th and 22nd 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 17th to 20th and 22nd 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

22ND 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 17th to 21st 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 17th to 21st 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 17th to 21st 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

23RD 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 23rd 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

24TH, 25TH AND 26TH 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 24th to 26th 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 24th 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 convener 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 25th 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 26th 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**27TH 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.

8.3 Statutory Auditors' report on the share capital reduction

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

8.4 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 24TH, 2025

SEVENTEENTH, EIGHTEENTH, NINETEENTH, TWENTIETH, TWENTY-FIRST AND TWENTY-SECOND RESOLUTIONS.

This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users.

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 14th 2025

The Statutory Auditors

PricewaterhouseCoopers Audit

David Clairotte

ERNST & YOUNG et Autres

May Kassis-Morin

8.5 Statutory Auditors' report on the issuance of ordinary shares and/or securities giving access to the Company's share capital, reserved for members of an employee savings plan

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

8.6 Draft bylaws of OPmobility SE as of 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



General Meeting

Draft bylaws of OPmobility SE as of April 24, 2025