

GETLINK SE
European company with share capital of 220,000,000
euros Registered office: 37-39, rue de la Bienfaisance -
75008 Paris
483 385 142 RCS Paris

Report of the Board of Directors

Ladies and Gentlemen

The Combined General Meeting of Getlink SE (the "Company") will be held on 14 May 2025 at 10:00 a.m., Hôtel George V, 28, avenue George V, 75008 Paris. The General Meeting will be asked to consider the following agenda and draft resolutions:

AGENDA RESOLUTIONS

SUBMITTED TO THE ORDINARY GENERAL MEETING

- Management report of the Board of Directors, including the Board's report on corporate governance and sustainability report;
 - Reports of the Board of Directors to the General Meeting;
 - Statutory auditors' reports on the financial statements for the year ended 31 December 2024;
1. Review and approval of the parent company financial statements for the year ended 31 December 2024;
 2. Appropriation of financial result for the year ended 31 December 2024; setting of dividend and payment date;
 3. Review and approval of the consolidated financial statements for the year ended 31 December 2024;
 4. Authorisation granted to the Board of Directors for a period of 18 months to allow the Company to buy back and trade in its own shares;
 5. Statutory Auditors' special report on regulated agreements;
 6. Renewal of the term of office of Yann Leriche as Director;
 7. Certification of the financial statements - appointment of Forvis Mazars SA as statutory auditors;
 8. Certification of the financial statements - appointment of Deloitte & Associés as statutory auditors;
 9. Certification of sustainability information - appointment of Forvis Mazars SA as statutory auditors in charge of certifying sustainability information;
 10. Certification of sustainability information - appointment of Deloitte & Associés as statutory auditors in charge of certifying sustainability information;
 11. Approval of the information relating to the remuneration of the Chief Executive Officer, Chairman and Board members paid during the financial year ended 31 December 2024 or awarded in respect of the same financial year, as referred to in I of Article L. 22-10-9 of the French Commercial Code;
 12. Approval of the remuneration paid during or awarded in respect of the financial year ended 31 December 2024 to Yann Leriche, Chief Executive Officer;
 13. Approval of the remuneration paid during or awarded in respect of the year ended 31 December 2024 to Jacques Gounon, Chairman of the Board;
 14. Approval of the remuneration policy applicable to members of the Board of Directors for the 2025 financial year, pursuant to Article L. 22-10-8-II of the French Commercial Code;
 15. Approval of the remuneration policy: principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the total remuneration and benefits of any kind, attributable to the Chief Executive Officer for the 2025 financial year;
 16. Approval of the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind, attributable to the Chairman of the Board for the 2025 financial year.

RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

- Report of the Board of Directors to the Extraordinary General Meeting;
 - Statutory auditors' reports;
17. Delegation of authority granted to the Board of Directors for a period of 12 months, for the purpose of making a collective free allocation of shares to all non-executive employees of the Company and of companies directly or indirectly affiliated to it, within the meaning of Article L. 225-197-2 of the French Commercial Code; entailing the waiver by shareholders of their preferential subscription rights.
 18. Authorisation granted to the Board of Directors to allocate free ordinary shares in the Company, whether existing or to be issued, for the benefit of Group's employees and/or executive officers, automatically waiving shareholders' preferential subscription rights;
 19. Renewal of the authorisation granted to the Board of Directors for a period of 26 months to issue ordinary shares in the Company or securities giving access to ordinary shares in the Company or in companies in the Company's Group, with preferential subscription rights for existing shareholders (up to a maximum of 40% of the share capital);
 20. Delegation of authority granted for 26 months to the Board of Directors to issue shares or securities giving access to the share capital, up to a limit of 10% of the share capital, as remuneration for contributions in kind relating to shares or securities giving access to the share capital;
 21. Aggregate limit on authorisations to issue shares and securities with or without preferential subscription rights;
 22. Authorisation given to the Board for 18 months to reduce the share capital by cancelling treasury shares;
 23. Delegation of authority granted for 26 months to the Board to carry out capital increases without shareholders' preferential subscription rights by issuing ordinary shares or securities giving access to the Company's capital reserved for employees belonging to a Company savings plan;
 24. Amendment to Article 19 of the Articles of Association relating to the age limit for the Chairman of the Board of Directors;
 25. Amendment of the articles of association into line with legal and regulatory provisions;
 26. Powers for formalities

RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING RESOLUTION

RESOLUTION 1

Review and approval of the parent company financial statements for the year ended 31 December 2024

The purpose of the first resolution is to approve the financial statements of Getlink SE for the year ended December 31, 2024.

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, is asked to approve the Company's financial statements for the year ended 31 December 2024, as presented and showing a **profit of 201,725,414.30 euros**, together with the transactions reflected in these financial statements and summarised in these reports, including the non-deductible expenses (article 39-4 of the General Tax Code) mentioned in the management report (**15,945.79 euros**).

RESOLUTION 2

Appropriation of net profit for the year ended 31 December 2024

The purpose of the second resolution is to appropriate net income for the year ended 31 December 2024. It is proposed that the General Meeting, voting under the quorum and majority conditions required for ordinary general meetings,

- having noted that the parent company financial statements for the year ended 31 December 2024, as approved in the first resolution of this General Meeting, show a **profit of 201,725,414.30 euros** ;
- the legal reserve is fully funded,

- and having noted that, taking into account the balance of retained earnings from previous years (€23), **distributable profit amounts to €201,725,437.**
- resolves, on the recommendation of the Board, to pay a dividend of **319,000 000** euros, i.e. a dividend of €0.58 for each of the 550 000 000 ordinary shares making up the share capital and entitled to dividends (excluding treasury shares);
- resolves to deduct the proposed 319,000,000 euros as a priority from distributable profit (i.e. €201,725,437) and the balance of €117,274,563 from the distributable reserve "Redemption of NRS".
- As a result, the "retained earnings" account would be reduced to 0 euros and the "NRS distributable reserve - Redemption of NRS" account would be reduced from 429,435,285 euros to 312,160,722 euros.
- The total payout of 319,000,000 euros has been determined on the basis of the 550,000,000 shares comprising the share capital at 5 March 2025; it will be reduced by the treasury shares held by the Company on the dividend payment date and, as the legal reserve has been fully funded, resolves to allocate the balance to retained earnings from previous years.

It is proposed that the General Meeting appropriate the net profit for the year ended 31 December 2024 as follows:

In euros	
Retained earnings at 31 December 2023	23.01
Profit for the 2023 financial year	201,725,414.30
Distributable profit	201,725,437.31
Dividend for the 2023 financial year ⁽¹⁾	319,000,000.00
Balance carried forward	0
Legal reserve	22 422 885.00
NRS "ORA redemption" reserve balance	312,160,722.31
<i>(1) Based on the number of shares making up the share capital at 5 March 2025, i.e. 550,000,000 ordinary shares.</i>	

The dividend will be detached from the share on the Euronext Paris market on 2 June 2025 and will be payable in cash on 6 June 2025 on the basis of positions closed on the evening of 3 June 2025.

Dividends received by an individual domiciled in France for tax purposes are taxed under a single flat-rate withholding tax (PFU), comprising income tax at a single flat rate of 12.8% and social security contributions of 17.2%, giving an overall tax rate of 30%. This flat-rate taxation applies automatically, except where there is an express, comprehensive and irrevocable option for all income, net gains and receivables falling within the scope of the PFU to be subject to income tax on a progressive scale. If this option is chosen, the dividend is eligible for the 40% allowance provided for in article 158-3-2° of the French General Tax Code; the dividend is also subject to social security deductions at the overall rate of 17.2%.

The following table shows the amount of dividends distributed in respect of the previous three financial years, the amount of revenue distributed in respect of the same financial years that is eligible for the 40% allowance, and the revenue that is not eligible for this allowance:

Exercise	Amount appropriated for distribution (in euros) ^(a)	Number of shares concerned ^(b)	Dividend per share (in euros)
2021			
Dividend	55 000 000	550 000 000	0,10
2022			
Dividend	275 000 000	550 000 000	0,50
2023			
	302 500	550 000 000	0,55
<p><i>(a) Theoretical values.</i></p> <p><i>(b) Number of shares based on historical data: the adjustment results from the existence of treasury shares.</i></p> <p>- 2021 financial year: 54,057,255.80 euros for 540,572,558 shares;</p> <p>- 2022 financial year 2022: 270,507,984 euros for 541,015,968 shares.</p> <p>- 2023 Financial year 2023: 297,732,782 euros for 541,332,782 shares.</p>			

As part of the financial restructuring in 2007, part of the debt was converted into bonds redeemable in shares (ORA) issued by an English company in the Group (EGP) and redeemable in shares of the French parent company (Getlink SE). The nominal value of the bonds was higher than the nominal value of GET shares. The amounts corresponding to the difference between the total nominal amount of the ORAs redeemed and the total nominal value of the Getlink ordinary shares issued in this connection were recorded in the "ORA redemption reserve". The ORAs have been redeemed in full; EGP has been absorbed by Getlink. The reserve is freely distributable

RESOLUTION 3

Review and approval of the consolidated financial statements for the year ended 31 December 2024

The purpose of the third resolution is to review and approve the consolidated financial statements for the year ended 31 December 2024.

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, is asked to approve the Group's consolidated financial statements for the year ended 31 December 2024, as presented and showing a profit of 316,911,087.85 euros, together with the transactions reflected in these financial statements and summarised in these reports.

RESOLUTION 4

Authorisation granted to the Board for 18 months to enable the Company to buy back and trade in its own shares

The purpose of the fourth resolution is to authorise the Board, for a period of 18 months, to buy back and trade in the Company's shares.

It is proposed that the General Meeting, under the conditions required for Ordinary General Meetings as to quorum and majority, having been informed of the report of the Board of Directors drawn up pursuant to Article L. 22-10-9 of the French Commercial Code, to authorise the Board, with the option of sub-delegation, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code, European Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse, and the General Regulation of the Autorité des marchés financiers (AMF), to buy or sell shares in the Company under the conditions and within the limits provided for by the texts, and to this end:

1. authorises the Company's Board of Directors, for a period of eighteen months from the date of this General Meeting, to purchase or arrange for the purchase of the Company's ordinary shares on the following terms:
 - the number of shares purchased under this resolution may not represent more than 5% of the Company's share capital as at the date of this General Meeting (it being specified that when shares are purchased for market-making purposes under a liquidity contract in accordance with the conditions set out below, the number of shares taken into account for the calculation of this 5% limit corresponds to the number of shares purchased, less the number of shares resold during the term of this resolution),
 - the maximum unit purchase price must not exceed €24, it being specified that the Board may adjust the above purchase price in the event of a transaction giving rise either to an increase in the par value of the ordinary shares or to the creation and free allocation of shares, or to a division of the par value of the ordinary shares or a reverse split of ordinary shares, or to any other transaction affecting shareholders' equity, to take account of the impact of the transaction concerned on the value of the ordinary shares,
 - the maximum amount of funds earmarked for the purchase of ordinary shares under this resolution may not, on the basis of the number of shares in issue at 5 March 2025, exceed €660,000,000 (corresponding to a total of 27,500,000 ordinary shares at the maximum unit price of €24, as referred to above),
 - purchases of ordinary shares made by the Company under this authorisation may under no circumstances result in the Company holding, directly or indirectly, more than 5% of the shares comprising the share capital,
 - these ordinary shares may be acquired or sold at any time, excluding periods of public offers for the Company's shares, under the conditions and within the limits, in particular as regards volumes and prices, laid down by the laws in force on the date of the transactions in question, by any means, including on the market or over-the-counter, including through block trades, by using derivative financial instruments traded on a regulated or over-the-counter market, under the conditions set out by the market authorities and at the times the Board of Directors or the person acting on behalf of the Board of Directors deems appropriate,
 - the ordinary shares bought back and kept by the Company will be deprived of voting rights and will not give right to the payment of the dividend;

2. resolves that these purchases of ordinary shares may be made for any purpose permitted by law or which may in the future be permitted by law, and in particular with a view to :
 - the delivery of shares in the Company to eligible employees and/or corporate officers of companies in the Getlink Group, under savings plans or any other share ownership plan governed by French or foreign law, including (i) stock option plans or (ii) free share allocation plans, or (iii) employee share ownership plans reserved for members of a business savings plan, carried out under the terms of Articles L. 3331-1 et seq. of the French Labour Code through the sale of shares previously acquired by the Company under this resolution, or providing for the free allocation of such shares as part of a matching contribution in Company shares, in particular for the purposes of a "Share Incentive Plan" in the United Kingdom, or (iv) the allocation of shares to employees and/or corporate officers of the Company and its affiliates, in accordance with applicable laws and regulations, or any other form of allocation, assignment or transfer to current and former employees and corporate officers of the Company and its Group,
 - delivery or exchange transactions on the exercise of rights attached to securities giving entitlement by redemption, conversion, exchange, presentation of a warrant or in any other way to the allocation of ordinary shares in the Company,
 - making the market in the Company's shares under a liquidity contract that complies with a code of conduct recognised by the Autorité des marchés financiers,
 - retention and subsequent remittance, either as payment in connection with external growth transactions, or in exchange in connection with mergers, demergers or asset-for-share exchanges, up to a limit of 5% of the share capital,
 - cancelling all or some of the Company shares thus purchased, in accordance with the conditions set out in Article L. 22-10-62 of the French Commercial Code, pursuant to the eighteenth resolution (subject to its adoption) or any other similar authorisation,
 - to implement any market practice that may be permitted by the Autorité des marchés financiers and, more generally, to carry out any other transaction that complies with the regulations in force.
3. grants full powers to the Board, with powers to subdelegate within the law, to implement this share buyback programme, to determine the terms and conditions, to make any adjustments required as a result of transactions affecting the Company's share capital or shareholders' equity, to place any stock market orders and to enter into any agreements, in particular for the keeping of registers of purchases and sales of shares, to draw up and amend all documents, in particular information documents, to carry out all formalities, including allocating or reallocating the ordinary shares acquired for the various purposes, and to make all declarations to the Autorité des marchés financiers and all other bodies and, in general, to do all that is necessary;
4. notes that the Board will inform the General Meeting each year of the transactions carried out under this resolution, in accordance with the legal and regulatory provisions in force at the time;
5. resolves that the Board may sub-delegate the powers required to carry out the transactions provided for in this resolution, in accordance with the applicable laws and regulations;
6. formally notes that this resolution cancels and replaces the authorisation granted by the fourth resolution of the Ordinary General Meeting of 7 May 2024. It is granted for a period of eighteen months from the date of this General Meeting.

RESOLUTION 5

Statutory Auditors' special report on regulated agreements

The fifth resolution concerns the statutory auditors' special report. It is proposed that the General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, having been informed of the Statutory Auditors' special report on agreements governed by Articles L. 225-38 et seq. of the French Commercial Code, notes that no new regulated agreements were entered into during the year and approves the said report.

RESOLUTION 6

Renewal of the appointment of Yann Leriche as Director

The purpose of the sixth resolution is to renew the term of office of Yann Leriche as a member of the Board Director, which expires at the close of this General Meeting. It is proposed that the General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the report of the Board of Directors drawn up in accordance with Article L. 22-10-10 of the French Commercial Code and having noted that the term of office of Yann Leriche expires at the close of this General Meeting, decide to renew the appointment

of Yann Leriche for a term of four years, to expire at the close of the General Meeting called to approve the financial statements for the year ending 31 December 2028.

RESOLUTION 7

Statutory audit engagement - appointment of Forvis Mazars SA as statutory auditors.

The purpose of the seventh resolution is to the appointment as Statutory Auditors of Forvis Mazars, whose registered office is at 61, rue Henri Regnault - Tour Exaltis - 92400 Courbevoie, France, registered in the Nanterre Trade and Companies Register under number 784 824 153, whose term of office expires at the close of this General Meeting. This six (6) year term of office will expire at the end of the General Meeting to be held in 2031 to approve the financial statements for the year ending 31 December 2030.

The statutory auditors have informed the Company in advance that they will accept this mandate.

RESOLUTION 8

Statutory audit engagement - Appointment of Deloitte & Associés as statutory auditors.

In the eighth resolution, it is proposed that the General Meeting, resolves to appoint Deloitte & Associés, whose registered office is at 6 place de la Pyramide 92908 PARIS LA DEFENSE CEDEX, registered in the Nanterre Trade and Companies Register under number 572 028 041, as statutory auditors to replace KPMG SA, whose term of office expires at the close of this General Meeting. This appointment, for a term of six (6) financial years, will expire at the end of the General Meeting held in 2031 to approve the financial statements for the year ending 31 December 2030.

The statutory auditors have informed the Company in advance that they will accept this mandate.

RESOLUTION 9

Certification of sustainability information - Renewal of Forvis Mazars as statutory auditors in charge of certifying sustainability information.

In the ninth resolution, it is proposed that the General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, and having considered the report of the Board of Directors drawn up pursuant to Article L. 22-10-9 of the French Commercial Code, to reappoint Forvis Mazars SA, whose registered office is at 61, rue Henri Regnault - Tour Exaltis - 92400 Courbevoie, France, registered with the Nanterre Trade and Companies Registry under number 784 824 153, as statutory auditors responsible for certifying the consolidated sustainability information.

This mandate, for a term of six (6) financial years, will expire at the end of the General Meeting to be held in 2031 to approve the financial statements for the year ending 31 December 2030. Forvis Mazars has informed the Company in advance that it will accept this mandate and has confirmed that, at the time of signing its report, it will have natural persons, employees and/or partners, duly registered on the list referred to in II of Article L. 821-13 of the French Commercial Code, maintained by the High Audit Authority, which lists the Statutory Auditors who meet the conditions referred to in Article L. 821-18 of the French Commercial Code for carrying out the task of providing assurance on sustainability.

RESOLUTION 10

Certification of sustainability information - Appointment of Deloitte & Associés as statutory auditors in charge of sustainability reporting

In the tenth resolution, it is proposed that the General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, and having considered the report of the Board of Directors drawn up pursuant to Article L. 22-10-9 of the French Commercial Code, to appoint Deloitte & Associés, whose registered office is at 6 place de la Pyramide 92908 PARIS LA DEFENSE CEDEX, registered with the Nanterre Trade and Companies Registry under number 572 028 041, as statutory auditors responsible for certifying the consolidated sustainability information.

This mandate, for a period of six (6) financial years, will expire at the end of the General Meeting to be held in 2031 to approve the financial statements for the year ending 31 December 2030. Deloitte & Associés has informed the Company in advance that it will accept this mandate and has confirmed that, at the time of signing its report, it will have natural persons, employees and/or partners, duly registered on the list referred to in II of Article

L. 821-13 of the French Commercial Code, maintained by the High Audit Authority, which lists the statutory auditors who meet the conditions referred to in Article L. 821-18 of the French Commercial Code for carrying out the task of providing assurance on sustainability.

RESOLUTION 11

Approval of the information relating to the remuneration of corporate officers paid during the financial year ended 31 December 2024 or awarded in respect of the same financial year, as referred to in Article L 22-10-9 of the French Commercial Code

In the eleventh resolution, it is proposed that the General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, and having considered the report of the Board of Directors drawn up pursuant to Article L. 22-10-9 of the French Commercial Code, approve, pursuant to Article L. 22-10-34 of the French Commercial Code, the information relating to the remuneration applicable to all corporate officers, paid during the financial year ended 31 December 2024 or awarded in respect of the same financial year, as referred to in Article L. 22-10-9 of the same Code, as this information is presented in the report contained in the Getlink SE 2024 Universal Registration Document and recalled in the convening brochure

RESOLUTION 12

Approval of the remuneration paid during or awarded in respect of the financial year ended 31 December 2024 to Yann Leriche, Chief Executive Officer

In the twelfth resolution, it is proposed that the General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the report of the Board of Directors drawn up pursuant to Article L 22-10-9 of the French Commercial Code, approves, pursuant to Article L. 22-10-34-II of the French Commercial Code, the fixed and variable components of the total remuneration and benefits of any kind paid during the financial year ended 31 December 2024 or awarded in respect of the same financial year to Yann Leriche, Chief Executive Officer, as presented in the report included in the Getlink SE 2024 Universal Registration Document and recalled in the convening brochure.

RESOLUTION 13

Approval of the remuneration paid to or awarded to Jacques Gounon, Chairman, in respect of the financial year ended 31 December 2024

In the thirteenth resolution, it is proposed that the General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the report of the Board of Directors drawn up pursuant to Article L. 22-10-9 of the French Commercial Code, approves, pursuant to Article L. 22-10-34-II of the French Commercial Code, the components of the total remuneration and benefits of any kind paid during the financial year ended 31 December 2024 or awarded in respect of the same financial year to Jacques Gounon, Chairman, as presented in the report included in the Getlink SE 2024 Universal Registration Document and recalled in the convening brochure

RESOLUTION 14

Approval of the remuneration policy applicable to members of the the executive officers and directors for the 2025 financial year, pursuant to Article L. 22-10-8-II of the French Commercial Code

In the fourteenth resolution, it is proposed that the General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the report of the Board of Directors drawn up pursuant to Article L. 22-10-8-II of the French Commercial Code, approve the remuneration policy applicable to the executive officers and directors in respect of 2025, as presented in the report on corporate governance, set out in Getlink SE's Universal Registration Document 2024 and referred to in the convening notice.

RESOLUTION 15

Approval of the components of the 2025 remuneration policy: principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the total remuneration and benefits of any kind, attributable to Yann Leriche, the Chief Executive Officer

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the report drawn up by the Board in accordance with Article L. 22-10-8-II of the French Commercial

Code, approves the principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the total remuneration and benefits of any kind to be awarded in respect of 2025 to the Chief Executive Officer by virtue of his office, as presented in the report, set out in Getlink SE's Universal Registration Document 2024 and recalled in the notice of meeting brochure.

RESOLUTION 16

Approval of the components of the 2025 remuneration policy: principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind, attributable to Jacques Gounon, the Chairman of the Board

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the report drawn up by the Board in accordance with Article L. 22-10-8-II of the French Commercial Code, approves the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind, attributable in respect of 2025 to the Chairman of the Board of Directors by virtue of his office, as presented in the report included in the Getlink SE 2024 Universal Registration Document and set out in the Notice of Meeting brochure.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING RESOLUTION

RESOLUTION 17

Delegation of authority granted to the Board for a period of 12 months to make a collective allocation of free shares to all non-executive employees of the Company and of companies directly or indirectly affiliated to it within the meaning of Article L 225-197-2 of the French Commercial Code.

Under the seventeenth resolution, it is proposed that the General Meeting, under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code:

- To authorise the Board of Directors to make free allocations, on one or more occasions, of ordinary shares in the Company, which will be existing shares in the Company purchased in advance by the Company in accordance with the conditions laid down by current legislation, to all employees (excluding Directors) of the Company and companies or groupings affiliated to it within the meaning of Article L. 225-197-2 of the French Commercial Code, including companies or groupings located outside France;
- To decide that the Board will allocate a fixed and uniform number of free shares to the beneficiaries referred to above;
- To decide that the total number of free shares allotted under this authorisation may not exceed **[380,000]** ordinary shares with a nominal value of 0.40 euro each, i.e. **[0.069%]** of the share capital at 5 March 2025, excluding any adjustments that may be made to preserve the rights of beneficiaries in the event of transactions involving the Company's share capital during the vesting period; in any event, the total number of free shares granted pursuant to (i) this authorisation and (ii) if applicable, the eighteenth resolution, (iii) any other prior authorisation or (iv) following the conversion of preference shares allocated free of charge, may not represent more than 10% of the Company's share capital on the date of the Board's decision to allocate them;
- To grant free shares to beneficiaries who are resident in France for tax purposes and to beneficiaries who are not resident in France for tax purposes:
 - Setting the minimum vesting period, at the end of which the shares will be definitively transferred to their beneficiaries, at one year from the date on which the allocation rights are granted by the Board. In the event of the beneficiary's disability corresponding to classification in the second or third of the categories provided for in Article L. 341-4 of the French Social Security Code, or within the meaning of the law applicable to the beneficiary or any equivalent provision in foreign law, the shares will be definitively allocated to the beneficiary before the end of the vesting period,
 - Setting at three years from the date of definitive acquisition of the shares, the minimum period

during which the shares must be held by their beneficiaries. However, the shares will be freely transferable in the event of the beneficiary's disability corresponding to classification in the second or third of the categories provided for in Article L. 341-4 of the French Social Security Code.

It is proposed that the General Meeting grant full powers to the Board, within the limits set above, to implement this authorisation and, in particular, to determine the terms and conditions of the plan and :

- For the allocation of existing shares, to buy back the Company's own shares in accordance with the legal provisions in force, up to the number of shares allocated;
- Set the dates on which the free shares will be allocated, in accordance with the conditions and limits laid down by law;
- To determine the identity of the beneficiaries and the number of ordinary shares allocated to each of them;
- To determine the conditions for the definitive allocation of free shares at the end of the vesting period;
- Determine the definitive length of the vesting period, at the end of which the shares will be transferred to the beneficiaries;
- Determine the definitive duration of the holding period for the shares thus allocated, under the conditions set out above;
- If necessary, in order to preserve the rights of beneficiaries, adjust the number of free shares allocated in the light of any financial transactions involving the Company's share capital during the vesting period, it being stipulated that any new free shares allocated will be deemed to have been allocated on the same day as the shares initially allocated;
- Provide for the possibility of temporarily suspending allotment rights, particularly in the event of financial transactions;
- Record the final allocation dates and, where applicable, the dates from which the shares may be sold, taking into account any legal restrictions;
- If necessary, make any changes required by mandatory rules applicable to beneficiaries or the Company.

The Board will inform the General Meeting each year of the transactions and allocations carried out under this resolution in accordance with Article L. 225-197-4 of the French Commercial Code.

This authorisation is given for a period of 12 months from the date of this General Meeting.

RESOLUTION 18

Authorisation granted to the Board of Directors to allocate free ordinary shares in the Company, whether existing or to be issued, to employees and/or executive officers of the Group, with an automatic waiver by shareholders of their preferential subscription right.

Under the eighteenth resolution, it is proposed that the General Meeting, under the conditions required for Extraordinary General Meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code :

1. To authorise the Board, in accordance with the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code, to make one or more free allocations of existing ordinary shares or shares to be issued, to a category of :
 - executives of the Company or of companies that are directly or indirectly affiliated to it within the meaning of Article L. 225-197-2 of the French Commercial Code, and/or
 - executive officers of the Company or affiliated companies who meet the conditions set out in article L. 225-197-1 of the French Commercial Code ;
2. To decide that the number of existing shares or shares to be issued allocated by virtue of this authorisation may not exceed **550,000** ordinary shares (representing, as at **5 March 2025**, **0.010%** of the share capital), it being specified that (i) the number of free shares allocated by virtue of this resolution, added to those allocated by virtue of the seventeenth resolution, may not exceed 10% of the Company's share capital existing on the day when the Board decides to allocate free shares, and that (ii) the total number of shares thus defined does not take into account any adjustments that may be made pursuant to legal, regulatory

or contractual provisions in the event of a transaction affecting the Company's share capital;

3. To decide that the shares allotted to each corporate officer of the Company under this authorisation may not represent more than **17%** of the number of shares allotted as indicated in paragraph 2 of this resolution, representing a maximum of **93,500** shares, or **0.02%** of the share capital;
4. To decide that the ordinary shares will be definitively allotted at the end of a three-year vesting period, with no obligation to retain them, and that the allotment of shares to their beneficiaries will become definitive before the expiry of the aforementioned vesting periods in the event of the beneficiary's disability corresponding to classification in the second or third categories provided for in Article L. 341-4 of the French Social Security Code (Code de la Sécurité Sociale) or the equivalent case abroad, and that the said shares will be freely transferable in the event of the beneficiary's disability corresponding to classification in the aforementioned categories of the French Social Security Code (Code de la Sécurité Sociale) or the equivalent case abroad;
5. To decide that allocation of performance shares will be subject to performance conditions assessed over a period of three years, specified by the Board according to the following conditions
 - the allocation of shares to executive officers and members of the COMEX will be subject to enhanced performance conditions based on the following criteria:
 - the performance of Getlink ordinary shares over a three-year period, both in relative terms (compared with the performance of the GPR Getlink Index) and in absolute terms (40%),
 - the business's economic performance, assessed by reference to the Group's average consolidated EBITDA growth rate over a three-year period covering the financial years 2025, 2026 and 2027, at comparable exchange rates and scope of consolidation (35%),
 - Climate 2026 performance assessed in relation to the Group's target for reducing direct greenhouse gas emissions (Scopes 1 and 2) (in tonnes of CO2 equivalent) on a like-for-like basis, compared with 2019 emissions (25%),
 - the allocation of shares to other beneficiaries will be subject to at least one performance condition defined and assessed over the plan period, set by the Board of Directors.
6. To give full powers to the Board of Directors, with the option to sub-delegate these powers in accordance with the applicable legal provisions, to implement this authorisation, to set the terms and conditions of the plan and, in particular, to :
 - Determine whether the free shares allocated are shares to be issued or existing shares, and if so, change this choice before the shares are definitively allocated,
 - To determine the identity of the beneficiaries of the share allocations in the category of beneficiaries indicated above, as well as the number of shares allocated to each of them,
 - draw up the rules for the plan, set the conditions and criteria for the allocation of shares, in particular the vesting period and the minimum holding period required, as well as the procedures for their application; it being specified that, in the case of shares granted free of charge to corporate officers, the Board must either (a) decide that the shares granted free of charge may not be sold by the persons concerned before they cease to hold office, or (b) set the quantity of shares granted free of charge that they are required to hold in registered form,
 - Provide for the possibility of temporarily suspending allocation rights in the event of financial transactions or technical adjustments,
 - Record the definitive allotment dates and the dates from which the shares may be freely transferred, taking into account any legal restrictions,
 - In the event of the issue of new shares, to deduct, where appropriate, from reserves, profits or share premium, the sums required to pay up said shares, to record the completion of the capital increases carried out pursuant to this authorisation, to make the corresponding amendments to the Articles of Association and, generally, to carry out all necessary acts and formalities;
7. To decide that the Company may, if necessary, adjust the number of free shares allotted in order to preserve the rights of beneficiaries, in the light of any transactions affecting the Company's share capital in the circumstances set out in Article L. 225-181 of the French Commercial Code. It is specified that the shares allocated in application of these adjustments will be deemed to have been allocated on the same day as the shares initially allocated;

8. To record that, in the event of the free allocation of new shares, this authorisation will entail, as and when the said shares are definitively allocated, a capital increase by incorporation of reserves, profits or issue premiums in favour of the beneficiaries of the said shares and a corresponding waiver by the shareholders of their preferential subscription rights in respect of the said shares in favour of the beneficiaries of the said shares;
9. To decide that the Board may not, without the prior authorisation of the General Meeting, make use of this authorisation from the date on which a third party makes a public offer for the Company's shares until the end of the offer period;
10. To record that, should the Board make use of this authorisation, it will inform the General Meeting each year of the transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 and L. 22-10-59 to L. 22-10-60 of the French Commercial Code, in accordance with the conditions set out in Article L. 225-197-4 of said Code;
11. To decide that this authorisation cancels with effect from this day any unused portion of any previous authorisation given to the Board of Directors to make free allocations of existing shares or shares to be issued to some or all of the Group's executives and corporate officers. This authorisation is given for a period of 12 months from today's date.

RESOLUTION 19

Renewal of the delegation of authority granted to the Board of Directors for a period of 26 months to issue ordinary shares of the Company or securities giving access to ordinary shares of the Company or companies in the Company's Group, with preferential subscription rights for shareholders (limit of 40% of capital)

Under the nineteenth resolution, it is proposed that, it is proposed that the General Meeting, under the conditions required for Extraordinary General Meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report prepared in accordance with Article L. 228-92 of the French Commercial Code:

1. To delegates to the Board, with the option of subdelegation under the legal conditions, for a period of twenty-six months from the date of this General Meeting, its authority to decide, in the proportions and at the times it sees fit, in France or elsewhere, to issue, for valuable consideration or free of charge, with shareholders' preferential subscription rights maintained: (i) ordinary shares in the Company (excluding preference shares), (ii) securities giving access by any means, immediately or in the future, to ordinary shares or other equity securities in the Company and/or giving access to debt securities in the Company, and/or (iii) securities giving access by any means, immediately or in the future, to ordinary shares or any other issue of securities within the remit of the Extraordinary General Meeting, including by the free allotment of warrants to subscribe for shares in a company in which the Company directly or indirectly owns more than half of the share capital (a Subsidiary), provided that such issues have been authorised by the Extraordinary General Meeting of the Subsidiary concerned, which may be subscribed for either in cash or by offsetting receivables;
2. To decide that the issue of preference shares and securities giving access to preference shares is expressly excluded;
3. To decide that the ceiling on the nominal amount of the immediate or future increase in the Company's share capital resulting from all the issues carried out under this authorisation shall be set at a nominal value of 88 million euros, i.e. 40% of the Company's share capital as at 5 March 2025, it being specified that this amount is to be deducted from the overall ceiling provided for in the twenty-first resolution of this General Meeting and that it does not include the nominal value of the shares in the Company to be issued, where applicable, in respect of adjustments made in accordance with applicable legal and contractual provisions, to protect the holders of rights attached to securities giving access to shares of the Company;
4. To decide that the securities giving access to ordinary shares in the Company or in a Subsidiary issued in this way may consist of debt securities or be associated with the issue of such securities, or enable them to be issued as intermediate securities. Debt securities issued under this authorisation may take the form of subordinated or unsubordinated securities, with or without a fixed term. The nominal amount of debt securities issued in this way may not exceed 900 million euros or the equivalent value of this amount in any other currency on the date of the decision to issue, it being specified (i) that this amount does not include the redemption premium(s) above par, if this was provided for, (ii) that this amount is common to all the debt securities whose issue is provided for by the seventeenth resolution of this General Meeting, (iii) but that this amount is autonomous and distinct from the amount of the debt securities whose issue would be decided or authorised by the Board in accordance with article L. 228-40 of the French Commercial Code. The term of borrowings, other than those represented by perpetual securities, may not exceed fifteen years. Borrowings may bear interest at a fixed or variable rate or, within the limits provided by law, with capitalisation, and may be subject to the granting of guarantees or sureties, to

redemption, with or without a premium, or to amortisation, and the securities may also be subject to repurchase on the stock market, or to a purchase or exchange offer by the Company;

5. within the framework of the present delegation : a) to note that shareholders have, in proportion to the number of shares they hold, a preferential subscription right to subscribe for ordinary shares and securities issued pursuant to this resolution. The Board of Directors may create, in favor of the shareholders, a right to subscribe for ordinary shares or securities issued on a reducible basis, which shall be exercised in proportion to their subscription rights and within the limit of their requests, b) to notes that if the subscriptions on an irreducible basis and, where applicable, on a reducible basis have not absorbed the entire issue, the Board of Directors may use, in the order it determines, some or all of the options set out below: (i) limit the issue to the amount of subscriptions received, provided that at least three-quarters of the issue is taken up, (ii) freely allocate some or all of the unsubscribed securities, or (iii) offer some or all of the unsubscribed securities to the public, on the French or international market or abroad;
6. To notes, in the event that the Board of Directors makes use of this delegation, that this delegation automatically entails the waiver by the shareholders of their preferential subscription rights to subscribe to the shares to which the securities issued under this authorisation may give entitlement, in favour of the holders of securities giving access to the Company's capital issued pursuant to this resolution, in accordance with the provisions of Article L. 225-132 of the French Commercial Code;
7. To decide that the Board of Directors shall determine the characteristics, amount and terms and conditions of any issue carried out on the basis of this delegation as well as the securities issued. In particular, it shall determine the category of securities issued and shall set, taking into account the information contained in its report, their subscription price, with or without premium, the terms and conditions of their payment, their dividend date, which may be retroactive, the terms and conditions by which the securities issued will give access to ordinary shares in the Company or in a Subsidiary and, in the case of debt securities, their subordination ranking. The Board of Directors will have the power to decide to charge the costs of the issues to the amount of the related premiums and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase;
8. To decide that the Board of Directors may, if necessary, suspend the exercise of rights attached to securities giving access, directly or indirectly, immediately or in the future, to the Company's share capital, for a maximum period of three months and shall take all useful measures in respect of adjustments to be made in accordance with the law or regulations in force and, as the case may be, with the applicable contractual stipulations, to protect the holders of rights attached to securities giving access to Company's ordinary shares;
9. To decide that the Board of Directors shall have, in accordance with the provisions of Article L. 225-129-2 of the French Commercial Code, all powers to implement the present resolution, in particular by entering into any agreement for this purpose, in particular with a view to the successful completion of any issue, and to carry out the above issues, on one or more occasions, in the proportions and at the times it sees fit, in France or, where applicable, abroad or on the international market, to carry out the aforementioned issues, as well as to postpone them, record their completion and amend the Articles of Association accordingly, and to carry out any formalities and declarations and apply for any authorisations that may prove necessary for the completion and proper performance of these issues;
10. To authorise the Board of Directors to sub-delegate to the Chief Executive Officer or, with the Chief Executive Officer's agreement, to one or more Deputy Chief Executive Officers the powers conferred on it by this resolution, in accordance with the conditions laid down by law and within the limits that it shall have set beforehand;
11. To note that if the Board of Directors uses this delegation of authority, it will report to the next Ordinary General Meeting on the use made of this delegation of authority in accordance with the legal and regulatory provisions in force at the time, and in particular those of Article L. 225-129-5 of the French Commercial Code;
12. to formally note that this resolution cancels and replaces the authorisation granted by the sixteenth resolution of the Extraordinary General Meeting of 27 April 2023. It is valid for a period of twenty-six months from the date of this General Meeting;
13. the Board may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date on which a third party makes a public offer for the Company's shares until the end of the offer period.

RESOLUTION 20

Delegation of authority granted for 26 months to the Board to issue ordinary shares or securities giving access to the share capital, up to a limit of 10% of the share capital, as consideration for contributions in kind relating to equity securities or securities giving access to the share capital

Under the twentieth resolution, it is proposed that the General Meeting, under the conditions required for Extraordinary General Meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Article L. 22-10-53 of said Code :

1. To delegates to the Board of Directors, with the option of subdelegation under the legal conditions, authority to carry out a capital increase on one or more occasions, up to a maximum nominal amount of 22 million euros, representing 10% of the share capital as at 5 March 2025 (it being specified that the nominal amount of the capital increases that may be carried out under this authorisation will count towards the overall ceiling and the sub-ceiling provided for in the twenty-first resolution), in order to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply, by issuing shares on one or more occasions.
2. To decide that the Board shall have full powers, which it may further delegate in accordance with the law, to implement this resolution, and in particular to :
 - resolve on the capital increase and determine the securities to be issued,
 - determine the list of the securities contributed, approve the valuation of the contributions, set the terms and conditions of the issue of the securities remunerating the contributions and, if applicable, the amount of the balancing cash payment to be made, approve the granting of special benefits, and reduce, if the contributors so agree, the valuation of the contributions or the remuneration for the special benefits,
 - determine the characteristics of the securities remunerating the contributions, the terms and conditions of their issue and set the terms and conditions according to which the rights of holders of securities giving access to the capital will be preserved, where applicable,
 - at its sole initiative, charge the costs of the capital increases against the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve,
 - record the completion of each capital increase and amend the Articles of Association accordingly,
 - in general, take all measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorisation and for the exercise of the rights attached thereto;
3. To decide to waive shareholders' preferential subscription rights to the shares and securities to be issued under this delegation;
4. To decide that the securities giving access to ordinary shares may consist of debt securities, within the limits of the twenty-first resolution;
5. To notes that this resolution cancels and replaces the authorisation granted by the seventeenth resolution of the Extraordinary General Meeting of 27 April 2023 and that the delegation of authority granted by this resolution is valid for a period of 26 months;
6. To notes that, should the Board of Directors make use of this delegation of authority, the Board of Directors will report to the next Ordinary General Meeting on the use made of this delegation of authority in accordance with the legal and regulatory provisions in force at the time;
7. the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a public offer for the Company's shares until the end of the offer period.

RESOLUTION 21

Aggregate limit on authorisations to issue shares and share equivalents with or without preferential subscription rights being waved

Under the twenty-first resolution, it is proposed that the General Meeting, under the conditions required for Extraordinary General Meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report, and as a consequence of the adoption of the nineteenth and twentieth resolutions of this General Meeting:

1. To decide to set at a nominal amount of 88 million euros, i.e. 40% of the share capital as at 5 March 2025, the

maximum nominal amount of the immediate or future share capital increases that may be carried out under the delegations of authority granted by the said resolutions, it being specified that to this nominal amount shall be added, where applicable, the nominal amount of the Company shares to be issued in respect of adjustments made, in accordance with the law and with the applicable contractual provisions, to protect the holders of rights attached to securities giving access to shares;

2. To decide that this overall ceiling includes a sub-ceiling of 22 million euros in nominal value, i.e. 10% of the Company's share capital, for immediate or future increases in the Company's share capital that may be carried out without preferential subscription rights pursuant to the twentieth resolution of this General Meeting;
3. To decide to set the nominal amount of the debt securities whose issue is provided for in the nineteenth and twentieth resolutions at 900 million euros, it being specified (i) that this amount does not include the redemption premium(s) above par, if any, (ii) that this amount is common to all the debt securities whose issue is provided for in the nineteenth and twentieth resolutions of this General Meeting;
4. To note that this resolution cancels and replaces the authorisation granted by the eighteenth resolution of the Extraordinary General Meeting of 27 April 2023.

RESOLUTION 22

Authorisation given to the Board for 18 months to reduce the share capital by cancelling treasury shares

In support of the fourth resolution, the Board has decided to propose to the General Meeting, in the nineteenth resolution, that it delegate full powers to the Board to cancel, on one or more occasions, up to the overall limit of 10% of the Company's share capital, all or some of the Company shares acquired under the share buyback programmes authorised by the General Meeting.

In the eighteenth resolution, it is proposed that the General Meeting, under the conditions required for Extraordinary General Meetings as to quorum and majority, and in accordance with the legal and regulatory provisions in force, in particular those of Article L. 22-10-62 of the French Commercial Code, having been informed of the Board of Directors' report and the Statutory Auditors' report:

1. Delegates to the Board, for a period of 18 months from the date of this Extraordinary General Meeting, full powers to cancel, on one or more occasions, up to the overall limit of 10% of the Company's share capital per 24-month period, all or some of the Company shares acquired under the share buyback programme authorised by the fourth resolution of this General Meeting, or under share buyback programmes authorised prior to or subsequent to the date of this General Meeting;
2. Resolves that the excess of the purchase price of the shares over their par value will be deducted from "Additional paid-in capital" or from any available reserve account, including the legal reserve, subject to the overall ceiling of 10% of the capital reduction carried out;
3. delegates to the Board full powers to reduce the share capital by cancelling the shares and making the aforementioned charge, and to amend the Articles of Association accordingly;
4. authorises the Board, within the limits it has previously set, to delegate to the Chief Executive Officer or, in agreement with the latter, to one or more Deputy Chief Executive Officers, the powers conferred on it by virtue of this resolution;
5. Notes that, should the Board of Directors decide to use this delegation of authority, it will report to the next Ordinary General Meeting on the use made of this delegation of authority in accordance with the legal and regulatory provisions in force at the time;
6. this resolution cancels and replaces, on this date, the unused portion of the previous authorisation granted by the Extraordinary General Meeting of 27 April 2023 in its nineteenth resolution

RESOLUTION 23

Delegation of authority granted for 26 months to the Board of Directors to carry out capital increases, with withdrawal of the shareholders' preferential subscription rights, by the issue of ordinary shares or securities giving access to the Company's capital reserved for employees belonging to a company savings plan

Under the twenty-third resolution, it is proposed that the General Meeting, under the conditions required for Extraordinary General Meetings as to quorum and majority and in accordance with the legal provisions in force, in particular Articles L. 225-129-2, L. 225-129-6, L. 225-138, L. 225-138-1 and L. 228-92 of the French Commercial

Code and Articles L. 3332-1 et seq. of the French Employment Code, having noted that the Company's share capital was fully paid up and having been informed of the following:

- from the report of the Board of Directors ;
 - the Statutory Auditors' special report, prepared in accordance with Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code;
1. To delegates to the Board of Directors, for a period of twenty-six months from the date of this General Meeting, its authority to decide to increase the Company's share capital, on one or more occasions, at such times and on such terms as it shall determine, by the issue of ordinary shares of the Company or securities giving access to existing or future ordinary shares of the Company, reserved for employees and former employees of the Company and of French or foreign companies or entities affiliated to it within the meaning of the regulations in force, who are members of one or more company savings plans (or other plans to whose members articles L. 3332-18 to L. 3332-24 of the French Labour Code or any similar law or regulation would allow a capital increase to be reserved under equivalent conditions);
 2. to this end, to authorise the Board of Directors to set up a company savings plan under the conditions set out in Articles L. 3332-1 to L. 3332-8 of the French Labour Code or any similar plan;
 3. To decide that the Board of Directors, within the framework set by this resolution, may allocate, free of charge, to the beneficiaries indicated in 1 above, in addition to the ordinary shares or securities giving access to the capital to be subscribed for in cash, ordinary shares or securities giving access to the capital to be issued or already issued as a substitute for all or part of the discount mentioned in 8 below and as a contribution, it being understood that the benefit resulting from this allocation may not exceed the applicable legal or regulatory limits;
 4. To decide that the ceiling on the nominal amount of the increase in the Company's share capital resulting from all the issues carried out pursuant to this authorisation, including by incorporation of reserves, profits or additional paid-in capital under the conditions and within the limits set by Articles L. 3332-1 et seq. of the French Labour Code, is set at 2 million euros, it being specified that this ceiling does not include the nominal value of the Company shares to be issued, where applicable, in respect of adjustments made in accordance with the law and applicable contractual stipulations, to protect the holders of rights attached to securities giving access to Company shares;
 5. To decide that if subscriptions do not absorb the entire issue, the capital increase will only be carried out up to the amount of shares subscribed;
 6. To decide to withdraw, in favour of the employees and former employees referred to in 1. of this resolution, shareholders' preferential subscription rights to ordinary shares in the Company or securities giving access to ordinary shares in the Company to be issued under this authorisation, and to waive all rights to ordinary shares in the Company or other securities allocated free of charge on the basis of this delegation;
 7. To note that, in accordance with the provisions of Article L. 225-132 of the French Commercial Code, this delegation entails the waiver by shareholders of their preferential subscription right to the ordinary shares to which the securities issued pursuant to this delegation may give entitlement;
 8. To decide that the subscription price of the new ordinary shares shall be equal to the average of the prices quoted over the twenty (20) trading days preceding the date of the decision setting the opening date of the subscription period, less the maximum discount provided for by law on the date of the Board's decision, it being specified that the Board may reduce this discount if it deems this appropriate, in particular in the event of an offer to members of a company savings plan or similar plan of shares on the international market or abroad in order to satisfy the requirements of the applicable local laws;
 9. To decide that the Board of Directors shall have full powers, which it may in turn delegate in accordance with the law, to implement this resolution and in particular:
 - to determine that subscriptions may be made directly by the beneficiaries or through a Collective Investment scheme for transferable securities (UCITS) or by any entity governed by French or foreign law, with or without legal personality, whose exclusive purpose is to subscribe, hold and sell shares in the Company or other financial instruments as part of the implementation of one of the employee share ownership schemes,
 - to set, in accordance with the law, the list of companies or groups of companies whose employees and former employees may subscribe to the ordinary shares or securities issued and, where applicable, receive the ordinary shares or securities allocated free of charge,
 - to determine the terms and conditions of any issue of ordinary shares or securities giving access to ordinary shares that may be carried out pursuant to this authorisation, and in particular their dividend

entitlement date and the terms and conditions of their payment in full,

- to determine the nature and terms and conditions of the capital increase, as well as the terms and conditions of the issue or free allocation,
- to set the subscription price for ordinary shares and the duration of the subscription period,
- to set the length of service conditions to be met by the beneficiaries of the ordinary shares or new securities to be issued as a result of the capital increase(s) or of the securities covered by each free allocation, as set out in this resolution,
- to determine the opening and closing dates for subscriptions, collect subscriptions and determine the reduction rules applicable in the event of oversubscription,
- in the event of the free allotment of ordinary shares or securities giving access to the capital, to set the number of ordinary shares or securities giving access to the capital to be issued, the number to be allotted to each beneficiary, and to set the dates, deadlines, the number of ordinary shares or securities giving access to the capital to be issued, the number to be allotted to each beneficiary, and to set the dates, deadlines, terms and conditions for allotting these ordinary shares or securities giving access to the capital within the legal and regulatory limits in force and, in particular, to choose either to fully or partially substitute the allotment of these ordinary shares or securities giving access to the capital for the discount referred to in paragraph 8 of this resolution, or to deduct the equivalent value of these ordinary shares or securities from the total amount of the employer's contribution, or to combine these two possibilities,
- to record the completion of the capital increase by the issue of ordinary shares up to the amount of the ordinary shares actually subscribed,
- to determine, if applicable, the nature of the shares allocated free of charge, as well as the terms and conditions of this allocation,
- to determine, if applicable, the amount of the sums to be incorporated into the capital within the limit set above, the shareholders' equity item(s) from which they are to be deducted and the date from which the ordinary shares created in this way will carry dividend rights,
- at its sole discretion and if it deems appropriate, deduct the costs of the capital increases from the amount of the premiums relating to these increases and deduct from this amount the sums necessary to bring the legal reserve up to one tenth of the new capital after each increase,
- to take all necessary steps to ensure the definitive completion of the capital increases, carry out all formalities subsequent thereto, in particular those relating to the listing of the shares created, amend the Articles of Association to reflect the capital increases, and generally do all that is necessary;

10. authorises the Board of Directors, within the limits it has previously set, to delegate to the Chief Executive Officer or, in agreement with the latter, to one or more Deputy Chief Executive Officers the powers conferred on it by virtue of this resolution;

11. formally notes that, should the Board decide to use this delegation of authority, it will report to the next Ordinary General Meeting on the use made of this delegation of authority in accordance with the legal and regulatory provisions, in particular those set out in Article L. 225-129-5 of the French Commercial Code;

12. delegates to the Board the power to replace the capital increase by a transfer of ordinary shares to employees in accordance with the provisions of Articles L. 3332-18 to L. 3332-24 last paragraph of the French Labour Code. The conditions set out in this resolution shall apply in the event of such a transfer;

13. formally notes that this resolution cancels and replaces the authorisation granted by the twentieth resolution of the Extraordinary General Meeting of 7 May 2024. It is valid for a period of 26 months from the date of this General Meeting.

RESOLUTION 24

Amendment to Article 19 of the Articles of Association relating to the age limit for the Chairman of the Board of Directors

The twenty-fourth resolution proposes an amendment to Article 19 of the Articles of Association, relating to the age limit for the Chairman of the Board of Directors

The purpose of the proposed amendment is to raise the Chairman's statutory age limit to 75. This amendment is proposed by the Board, on the recommendation of the Nomination and Remuneration Committee, which wishes

to reserve the necessary flexibility to organise the succession of the Chairman, whose term of office expires at the end of the Annual General Meeting called in 2026 to approve the accounts for the year ending 31 December 2025. This proposed amendment to the Articles of Association aims to reconcile the issues related to the necessary stability and visibility of the Group's governance in a period of major transformation of the Group and to re-establish a staggering of the terms of office of the Board Directors.

- Amendment to the first paragraph of Article 19 of the Articles of Association, with the rest of the article remaining unchanged:

Former wording	New wording
<p>Article 19 – Organisation of the Board</p> <p>1° – The Board of Directors appoints a Chairman from among its members, who holds office for the duration of his directorship, unless the Board sets a shorter term. The Chairman must be a natural person.</p> <p>The Chairman represents the Board of Directors. He directs and organises the work of the Board, on which he reports to the General Meeting. He ensures that the Company’s governing bodies function properly and, in particular, that the directors are able to fulfil their duties.</p> <p>The age limit for the performance of the duties of Chairman of the Board of Directors is set at 70 years. The duties of Chairman will cease on the date of the Ordinary General Meeting called to approve the accounts for the financial year in which the age limit is reached. However, in the case of a current term of office, the Chairman’s duties may continue, by decision of the Board of Directors, until the end of his term of office as director during which the age limit set by the Articles of Association was reached.</p>	<p>Article 19 – Organisation of the Board</p> <p>1° – The Board of Directors appoints a Chairman from among its members, who holds office for the duration of his directorship, unless the Board sets a shorter term. The Chairman must be a natural person.</p> <p>The Chairman represents the Board of Directors. He directs and organises the work of the Board, on which he reports to the General Meeting. He ensures that the Company’s governing bodies function properly and, in particular, that the directors are able to fulfil their duties.</p> <p>The age limit for the performance of the duties of Chairman of the Board of Directors is set at 75 years. The duties of Chairman will cease on the date of the Ordinary General Meeting called to approve the accounts for the financial year in which the age limit is reached. However, in the case of a current term of office, the Chairman’s duties may continue, by decision of the Board of Directors, until the end of his term of office as director during which the age limit set by the Articles of Association was reached.</p>

RESOLUTION 25

Amendment of the articles of association into line with legal and regulatory provisions

It is proposed under the twenty-fifth resolution to amend Articles 20 of the Articles of Association in order to comply with legal or regulatory developments introduced in particular by Law No. 2024-537 of 13 June 2024 aimed at increasing the financing of businesses and the attractiveness of France (the ‘Attractiveness Law’), applicable from 14 September 2024.

These amendments to the Articles of Association relate to the updating of Article 20 (‘Deliberations of the Board’) with the new wording of Article L. 225-37 and the new Article L. 22-10-3-1 of the French Commercial Code, which have simplified the procedures for the Board to make decisions by written consultation. To this end, it is proposed to amend Article 20 of the Company's Articles of Association, relating to the deliberations of the Board, to provide for the possibility for any Director to object to the use of written consultation and to specify the terms of this consultation. These amendments are presented in the twenty-fifth resolution submitted for the approval of the General Meeting in accordance with the new article L. 22-10-3-1 of the French Commercial Code and article L. 225-37 of the same Code, as amended by the Attractiveness Act.

Former wording	New wording
<p>Article 20 - Deliberations of the Board</p> <p>(...)</p> <p>5° - bis - The Board may also take written decisions under the conditions set out in the third paragraph of Article L. 225-37 of the French Commercial Code. Accordingly, at the Chairman's initiative, the Board may adopt certain decisions, by way of written consultation, provided that they form part of the list provided for by law, namely :</p>	<p>Article 20 - Deliberations of the Board</p> <p>(...)</p> <p>5° - bis - The Board may also take decisions by means of written consultation, including by electronic means under the conditions set out in the third paragraph of Article L. 225-37 of the French Commercial Code. At the Chairman's initiative, a proposed decision accompanied by the background information required to understand the subject will be sent to all Directors</p>

<ul style="list-style-type: none"> – the provisional appointment of Board members : <ul style="list-style-type: none"> - in the event of a vacancy arising from the death or resignation of a Director ; - when the number of Directors is below the legal minimum or the minimum required by the Articles of Association; - when the composition of the Board no longer complies with the proportion of each sex required by law; – the authorisation of sureties, endorsements and guarantees given by the Company; – bringing the Articles of Association into line with legal and regulatory provisions, by delegation from the Extraordinary General Meeting; – convening the General Meeting; – the transfer of the registered office within the same département; <p>and, more generally, any decision falling within its own remit that is expressly provided for by the law or regulations in force.</p> <p>For the purposes of these provisions, Directors who reply in writing within the allotted time shall be deemed to be "present or represented".</p> <p style="text-align: center;">(...)</p>	<p><i>in writing, including by electronic means.</i></p> <p><i>This proposal must allow each Director to reply "for", "against, to abstain or to make any comments. The time limit for the Directors to respond may not exceed [3] working days or any shorter period set by the Chairman if the context and nature of the decision so require.</i></p> <p><i>Any Director may object to this method of decision-making within the period indicated in the above-mentioned proposal.</i></p> <p>For the purposes of these provisions, Directors who reply in writing within the allotted time shall be deemed to be "present or represented".</p> <p style="text-align: center;">(...)</p>
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RESOLUTION 26

Powers

In the twenty-sixth resolution, it is proposed that the General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, grant full powers to the bearer of an original, extract or copy of the minutes of this General Meeting to carry out all filing, publication or other formalities required.

The Board of Directors