

**GETLINK SE**  
**European Company with a share capital of €220,000,000**  
**Registered office: 37-39, rue de la Bienfaisance - 75008**  
**Paris**  
**483 385 142 Paris Trade and Companies Register**  
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**Report of the Board**

Dear Shareholders

The Combined General Meeting of Getlink SE (the “Company”) will be held on 27 May 2026 at 10.00 am at “Châteaufort” le 28 George V”, 28, avenue George V, 75008 Paris. The General Meeting is called upon to deliberate on the following agenda and draft resolutions:

**AGENDA**

**RESOLUTIONS WITHIN THE COMPETENCE OF THE ORDINARY GENERAL**

**MEETING**

- Management report of the Board, including the Board’s report on corporate governance and the sustainability report;
- Reports of the Board to the Ordinary General Meeting;
- Reports of the Statutory Auditors on the financial statements for the financial year ended 31 December 2025;
- 1. Review and approval of the company’s financial statements for the financial year ended 31 December 2025;
- 2. Allocation of the profit for the financial year ended 31 December 2025; setting of the dividend and its payment date;
- 3. Review and approval of the consolidated financial statements for the financial year ended 31 December 2025;
- 4. Authorisation granted to the Board for 18 months to enable the Company to buy back and deal in its own shares;
- 5. Special report by the Statutory Auditors on regulated agreements;
- 6. Renewal of Jacques Gounon’s term of office as a Director;
- 7. Renewal of the term of office of Elisabetta de Bernardi di Valserra as a Director;
- 8. Approval of the co-optation of Andréa Mangoni as a Director;
- 9. Renewal of the term of office of Andréa Mangoni as a Director;
- 10. Renewal of Brune Poirson’s term of office as a Director;
- 11. Renewal of Peter Ricketts’ term of office as a Director;
- 12. Renewal of the term of office of Corinne Bach as a Director;
- 13. Renewal of the term of office of Bertrand Badré as a Director;
- 14. Approval of the information relating to the remuneration of corporate officers paid during the financial year ending 31 December 2025 or allocated in respect of that financial year, as referred to in I of Article L. 22-10-9 of the French Commercial Code;
- 15. Approval of the remuneration paid during or allocated in respect of the financial year ended 31 December 2025 to Yann Leriche, Chief Executive Officer;
- 16. Approval of the remuneration paid during or awarded in respect of the financial year ended 31 December 2025 to Jacques Gounon, Chairman of the Board;
- 17. Approval of the remuneration policy applicable to corporate officers for the 2026 financial year, pursuant to Article L. 22-10-8-II of the French Commercial Code;

18. Approval of the elements of the remuneration policy: principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components comprising the total remuneration and benefits of any kind payable to the Chief Executive Officer for the 2026 financial year;
19. Approval of the elements of the remuneration policy: principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components making up the total remuneration and benefits of any kind payable to the Chairman of the Board for the 2026 financial year;
20. Setting of the maximum total annual amount allocated to Directors as remuneration for their term of office.

## RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

- Report of the Board to the Extraordinary General Meeting;
  - Reports of the Statutory Auditors;
21. Delegation of authority granted for 12 months to the Board to carry out a collective free allotment of shares to all non-executive employees of the Company and of companies directly or indirectly linked to it, within the meaning of Article L. 225-197-2 of the French Commercial Code; entailing the shareholders' waiver of their pre-emptive subscription rights
  22. Authorisation granted to the Board for a period of 12 months to carry out free allocations of the Company's ordinary shares, whether existing or to be issued, for the benefit of the Group's employees and/or corporate officers, entailing the automatic waiver by shareholders of their pre-emptive subscription rights;
  23. Delegation of authority granted to the Board for a period of 26 months to carry out capital increases with the cancellation of shareholders' pre-emptive subscription rights through the issue of ordinary shares or securities giving access to the Company's capital, reserved for employees participating in a business savings scheme;
  24. Authorisation granted to the Board for a period of 18 months to reduce the share capital by cancelling treasury shares;
  25. Amendments to the Articles of Association resulting from the Order of 15 October 2024 on a better gender balance amongst Directors of listed companies and related measures;
  26. Powers for formalities.

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## RESOLUTIONS WITHIN THE COMPETENCE OF THE ANNUAL GENERAL MEETING

### RESOLUTION 1

#### Consideration and approval of the company accounts for the financial year ended 31 December 2025

The purpose of the first resolution is to examine and approve the company accounts for the financial year ended 31 December 2025.

It is proposed that the General Meeting approve the Company's annual accounts as at 31 December 2025, as presented, which show a **profit of €435,323,045.34**, as well as the transactions reflected in these accounts and summarised in these reports, including the non-deductible expenses (Article 39-4 of the General Tax Code) mentioned in the management report (€37,099.45).

### RESOLUTION 2

#### Allocation of the profit for the financial year ended 31 December 2025, setting of the dividend and its payment date

The purpose of the second resolution is the appropriation of the profit for the financial year ended 31 December 2025. It is proposed to the General Meeting:

- having noted that the company accounts for the financial year ended 31 December 2025, as approved by the first resolution of the General Meeting, show a **profit of €435,323,045.34**; and
- having noted that the statutory reserve is fully funded,
  - resolve, on the proposal of the Board, to distribute a dividend of €0.80 per share, representing a total amount of € **440,000,000** for the 550,000,000 ordinary shares comprising the share capital;
  - **to** resolve to draw **the** proposed **€440,000,000** primarily from distributable profit (i.e. up to €435,323,045.34) and the balance from the 'Other reserves – ORA redemption' account, amounting to €4,676,954.66.

Consequently, the “Retained earnings” account would amount to €0 and the “Other reserves – ‘ORA Redemption Reserve’” account would be reduced from €316,746,858.92 to €312,069,904.26.

The total distribution amount of **€440,000,000** has been determined on the basis of 550,000,000 shares comprising the share capital as at 25 February 2026; it will be reduced, in particular, by the treasury shares held by the Company on the dividend payment date.

It is therefore proposed to the General Meeting that the profit for the financial year ended 31 December 2025 be appropriated as follows:

<i>(in euros)</i>	
Retained earnings as at 31 December 2025	-/-
Profit for the 2025 financial year	435,323,045.34
<b>Distributable profit</b>	435,323,045.34
<b>Dividend for the 2025 financial year <sup>(1)</sup></b>	440,000,000.00
Balance of retained earnings	-
Statutory reserve	22,422,885.16
Balance of other reserves ‘ORA repayment’	312,069,904.26
<i>(1) Based on the number of shares comprising the share capital as at 25 February 2026, i.e. 550,000,000 ordinary shares.</i>	

The dividend will be ex-dividend on the Euronext Paris market on 2 June 2026 and payable in cash on 5 June 2026 on positions recorded on the evening of 3 June 2026.

Dividends received by an individual resident in France for tax purposes are taxed under a single flat-rate withholding scheme (PFU) comprising income tax at a single flat rate of 12.8% and social security contributions amounting to 18.6%, representing a total tax rate of 31.4%. This flat-rate tax applies automatically unless an express, comprehensive and irrevocable election is made in respect of all revenue, net gains and receivables falling within the scope of the PFU, to be taxed at the progressive revenue tax rate. If such an option is exercised, this dividend is eligible for the 40% allowance provided for in Article 158-3-2° of the General Tax Code; the dividend is also subject to social security contributions at an overall rate of 18.6%.

The table below sets out the amount of dividends distributed in respect of the three previous financial years, the amount of revenue distributed in respect of those same financial years eligible for the 40% allowance, and the revenue not eligible for that allowance:

Financial year	Amount allocated for distribution <i>(in euros)</i> <sup>(a)</sup>	Number of shares concerned <sup>(b)</sup>	Dividend per share <i>(in euros)</i>
<b>2022</b>			
Dividend	275,000,000	550,000,000	0.50
<b>2023</b>			
Dividend	302,500,000	550,000,000	0.55
<b>2024</b>			
Dividend	319,000,000	550,000,000	0.58
<i>(a) Theoretical figures.</i>			
<i>(b) Number of shares in historical data: the adjustment results from the existence of treasury shares.</i>			
<i>– Financial year 2022: €270,507,984 for 541,015,968 shares.</i>			
<i>– Financial year 2023: €297,732,782 for 541,332,782 shares.</i>			
<i>– Financial year 2024: €314,413,863.44 for 542,092,868 shares.</i>			

\* As part of the 2007 financial restructuring, part of the debt had been converted into bonds redeemable in shares (ORA) issued by a UK company within the Group (EGP) and redeemable in shares of the French parent company (Getlink SE). The nominal value of the bond was higher than the nominal value of the GET share. The amounts corresponding to the difference between the total nominal amount of the redeemed ORAs and the total nominal value of the Getlink ordinary shares issued in this context had been recorded in the “ORA redemption reserve”. The ORAs have been fully redeemed; EGP has been absorbed by Getlink. The reserve is freely distributable.

### RESOLUTION 3

#### **Consideration and approval of the consolidated financial statements for the financial year ended 31 December 2025**

The purpose of the third resolution is to consider and approve the consolidated financial statements for the financial year ending 31 December 2025.

It is proposed that the General Meeting approve the Group's consolidated financial statements as at 31 December 2025, as presented, which show a profit of €319,867,964.37, as well as 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 deal in its own shares**

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

It is proposed that the General Meeting authorise the Board, with the power to sub-delegate, 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 Regulations of the French Financial Markets Authority (AMF), to buy or sell shares in the Company under the conditions and within the limits provided for by the relevant legislation, and to that end:

1. to authorise, for a period of eighteen months from the date of the General Meeting, the Company's Board to purchase or arrange for the purchase of the Company's ordinary shares under the following conditions:
  - the number of shares acquired pursuant to this resolution may not exceed 5% of the Company's share capital as at the date of the General Meeting,
  - the maximum purchase price per share shall not exceed €24,
  - the maximum amount of funds allocated to the purchase of ordinary shares pursuant to this resolution may not, based on the number of shares in issue as at 25 February 2026, exceed €660,000,000 (corresponding to a total of 27,500,000 ordinary shares at the maximum unit price of €24 referred to above),
  - purchases of ordinary shares made by the Company pursuant to this authorisation shall in no event result in the Company holding, directly or indirectly, more than 5% of the shares comprising the share capital,
  - the acquisition or disposal of such ordinary shares may be carried out at any time, excluding periods during which a public offering of the Company's securities is in progress, subject to the conditions and limits, in particular regarding volumes and prices, provided for by the legislation in force on the date of the transactions in question, by any means,
  - the ordinary shares repurchased and held by the Company shall be non-voting and shall not carry dividend rights;
2. to resolve that such purchases of ordinary shares may be carried out for any purpose permitted by law or which may in future be permitted by law, and in particular for the purpose of:
  - the implementation of share grants by the Company to eligible employees and/or corporate officers of Getlink Group companies, under savings plans or any share ownership scheme governed by French or foreign law,
  - discount or exchange transactions in connection with the exercise of rights attached to securities entitling the holder, by way of redemption, conversion, exchange, presentation of a voucher or in any other manner, to the allocation of ordinary shares in the Company,
  - market-making in the Company's shares under a liquidity agreement in accordance with a code of conduct recognised by a financial market's authority,
  - holding and subsequent delivery, either as payment in connection with external growth transactions, or in exchange in connection with mergers, demergers or contributions, up to a limit of 5% of the share capital,
  - the cancellation of all or part of the Company's shares thus repurchased, under the conditions set out in Article L. 22-10-62 of the French Commercial Code pursuant to the twenty-fourth resolution (subject to its adoption) or any other similar authorisation,
  - the implementation of any market practice that may be authorised by the French Financial Markets Authority (AMF) and, more generally, with a view to carrying out any other transaction in accordance with

the regulations in force.

3. to confer all powers on the Board, with the right to sub-delegate in accordance with the law, to implement this share buy-back programme, to determine its terms and conditions, to make any necessary adjustments in connection with transactions relating to the Company's share capital or equity, to place all stock market orders, enter into all agreements, in particular for the maintenance of share purchase and sale registers, draw up and amend all documents, in particular information documents, and carry out all formalities;
4. take note that this authorisation cancels and replaces the authorisation voted by the Ordinary General Meeting of 14 May 2025, in its fourth resolution. It is granted for a period of eighteen months from the date of the General Meeting.

## RESOLUTION 5

### Special Report by the Statutory Auditors on Regulated Agreements

The fifth resolution concerns the statutory auditors' special report. It is proposed to the General Meeting, having taken note of the statutory auditors' special report on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, that the General Meeting take note that no new regulated agreements were entered into during the financial year and approve the said report.

## RESOLUTIONS 6, 7, 8, 9, 10, 11, 12 and 13:

### Directors' terms of office

The purpose of the 8<sup>th</sup> resolution is to propose that you ratify the co-optation, by the Board at its meeting on 23 July 2025, of Andréa Mangoni as a Board Director for the remainder of Jean Mouton's term of office, who has resigned, i.e. until the General Meeting called to approve the financial statements for the financial year ending 31 December 2025.

By voting on the 6<sup>th</sup>, 7<sup>th</sup> and 9<sup>th</sup> to 13<sup>th</sup> resolutions, you are invited to renew the terms of office of certain Board Directors due to expire at the end of the next meeting. The duration of the terms of office would vary depending on the Directors in order to allow for a staggered renewal of terms.

Thus, the terms of office of the following directors would be renewed until the end of the General Meeting of Shareholders called to approve the financial statements for the financial year ending 31 December 2029:

- 6<sup>th</sup> resolution: Jacques Gounon;
- 7<sup>th</sup> resolution: Elisabetta de Bernardi di Valserra;
- 9<sup>th</sup> resolution: Andrea Mangoni;
- 10<sup>th</sup> resolution: Brune Poirson;
- 11<sup>th</sup> resolution: Peter Ricketts;

Corinne Bach's term of office would be renewed until the conclusion of the General Meeting of shareholders called to approve the financial statements for the financial year ending 31 December 2027 (12<sup>th</sup> resolution).

Bertrand Badré's term of office would be renewed until the conclusion of the General Meeting of shareholders called to approve the financial statements for the financial year ending 31 December 2028 (13<sup>th</sup> resolution).

## RESOLUTION 14

### Approval of the information relating to the remuneration of corporate officers paid during the financial year ended 31 December 2025 or awarded in respect of the same financial year, as referred to in Article L 22-10-9 of the French Commercial Code

Under the fourteenth resolution, it is proposed that the General Meeting, having taken note of the corporate governance report drawn up in accordance with Article L. 22-10-9 of the French Commercial Code, approve, in accordance with Article L. 22-10-34 I of the French Commercial Code, the information relating to the remuneration applicable to all corporate officers, paid during the financial year ended 31 December 2025 or awarded in respect of that financial year, as referred to in Article L. 22-10-9 I of the same Code, as such information is presented in the report contained in Getlink SE's 2025 Universal Registration Document and summarised in the notice of meeting.

## **RESOLUTION 15**

### **Approval of the remuneration paid during or awarded for the financial year ended 31 December 2025 to Yann Leriche, Chief Executive Officer**

Under the fifteenth resolution, it is proposed that the General Meeting, having taken note of the corporate governance report drawn up in accordance with Article L. 22-10-9 of the French Commercial Code, approve, in accordance with Article L. 22-10-34-II of the French Commercial Code, the fixed and variable components making up the total remuneration and benefits of any kind paid during the financial year ending 31 December 2025 or awarded in respect of that financial year to Yann Leriche, Chief Executive Officer, as set out in the report contained in Getlink SE's 2025 Universal Registration Document and summarised in the notice of meeting.

## **RESOLUTION 16**

### **Approval of the remuneration components paid during or awarded in respect of the financial year ended 31 December 2025 to Jacques Gounon, Chairman of the Board**

Under the sixteenth resolution, it is proposed that the General Meeting, having taken note of the corporate governance report drawn up in accordance with Article L. 22-10-9 of the French Commercial Code, approve, in accordance with 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 ending 31 December 2025 or awarded in respect of that financial year to Jacques Gounon, Chairman of the Board, as set out in the report contained in Getlink SE's 2025 Universal Registration Document and summarised in the notice of meeting

## **RESOLUTION 17**

### **Approval of the remuneration policy applicable to corporate officers for the 2026 financial year, pursuant to Article L. 22-10-8-II of the French Commercial Code**

Under the seventeenth resolution, it is proposed to the General Meeting, having taken note of the corporate governance report drawn up pursuant to Article L. 22-10-8-II of the French Commercial Code, to approve the remuneration policy applicable to corporate officers for 2026, as set out in the corporate governance report, included in Getlink SE's 2025 Universal Registration Document and summarised in the notice of meeting.

## **RESOLUTION 18**

### **Approval of the elements of the remuneration policy: principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components comprising the total remuneration and benefits of any kind payable to the Chief Executive Officer for the 2026 financial year**

Under the eighteenth resolution, it is proposed that the General Meeting, having taken note of the corporate governance report drawn up in accordance with Article L. 22-10-8-II of the French Commercial Code, approve the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components making up the total remuneration and benefits of any kind payable to the Chief Executive Officer for the 2026 financial year in respect of his term of office, as set out in the report, included in Getlink SE's 2025 Universal Registration Document and summarised in the notice of meeting.

## **RESOLUTION 19**

### **Approval of the elements of the remuneration policy: principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components comprising the total remuneration and benefits of any kind payable to the Chairman of the Board for the 2026 financial year**

Under the nineteenth resolution, it is proposed to the General Meeting, having taken note of the corporate governance report drawn up in accordance with Article L. 22-10-8-II of the French Commercial Code, to approve the principles and criteria for determining, allocating and awarding the components of the total remuneration and benefits of any kind payable to the Chairman of the Board for the 2026 financial year in respect of his term of office, as set out in the report contained in Getlink SE's 2025 Universal Registration Document and reiterated in the notice of meeting.

## **RESOLUTION 20**

### **Setting the maximum total annual amount allocated to Directors as remuneration for their term of office**

Under the twentieth resolution, it is proposed to the General Meeting that the maximum total annual amount allocated to Directors as remuneration for their term of office be set at €1,250,000 for the current financial year

and for each subsequent financial year, until further notice.

## RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

### RESOLUTION 21

**Delegation of authority to the Board for a period of 12 months to carry out a collective free allocation of shares to all non-executive employees of the Company and of companies directly or indirectly linked to it within the meaning of Article L 225-197-2 of the French Commercial Code, entailing the waiver by shareholders of their pre-emptive subscription rights**

Pursuant to the twenty-first resolution, it is proposed to the General Meeting, having taken note of the statutory auditors' report, and acting 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, that:

1. to authorise the Board to proceed, on one or more occasions, with the free allotment of ordinary shares of the Company, which shall be existing shares of the Company arising from purchases previously made by it under the conditions provided for by the applicable legal provisions, for the benefit of the Company's employees (excluding executive officers), of the Company and of companies or groups affiliated with it within the meaning of Article L. 225-197-2 of the French Commercial Code, including companies or groups located abroad;
2. to resolve that the Board shall allocate a fixed and uniform number of bonus shares to the beneficiaries referred to above;
3. to decide that the total number of shares allocated free of charge pursuant to this authorisation may not exceed **390,000** ordinary shares with a nominal value of €0.40 each, i.e. **0.071%** of the share capital as at 25 February 2026, 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; it is noted that, in any event, the total number of shares allotted free of charge pursuant to (i) this authorisation and, (ii) where applicable, the twenty-second resolution, (iii) any other prior authorisation or, (iv) following the conversion of preference shares, where applicable, 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;
4. to decide, in respect of the bonus share issue to beneficiaries who are tax residents of France, as well as to beneficiaries who are not tax residents of France:
  - to set at one year, from the date on which the allocation rights are granted by the Board, the minimum vesting period at the end of which these shares will be definitively transferred to their beneficiaries. 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 Social Security Code, or within the meaning of the law applicable to the beneficiary or any equivalent provision under foreign law, the shares shall be definitively allocated to them before the end of the vesting period,
  - to set the minimum mandatory holding period for the shares by their beneficiaries at three years, commencing from the date of definitive vesting of the shares. However, the shares shall 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 Social Security Code.

It is proposed that the General Meeting grant full powers to the Board, within the limits set out 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 proceed with the repurchase by the Company of its own shares in accordance with the legal provisions in force, and within the limit of the number of shares allocated;
- to set, in accordance with the legal conditions and limits, the dates on which the free share allocations will take place
- 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 the shares granted free of charge, at the end of the vesting period;
- to determine the final duration of the vesting period, at the end of which the shares will be transferred to the beneficiaries;

- to determine the final duration of the holding period for the shares thus granted, subject to the conditions set out above;
- to proceed, where necessary, in order to preserve the rights of the beneficiaries, with an adjustment of the number of shares allocated free of charge in accordance with any financial transactions carried out on the Company's share capital during the vesting period, it being specified that any new shares allocated free of charge shall be deemed to have been allocated on the same day as the shares initially allocated;
- to provide for the option to temporarily suspend allocation rights, in particular in the event of financial transactions;
- to determine the final grant dates and, where applicable, the dates from which the shares may be transferred, taking into account any legal restrictions;
- to make, where necessary, any amendments required by a mandatory rule applicable to the beneficiaries or to the Company.

The Board shall inform the Annual 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 would be granted for a period of 12 months from the date of this Meeting.

## **RESOLUTION 22**

### **Authorisation granted for 12 months to the Board to make free allocations of the Company's ordinary shares, existing or to be issued, to the Group's employees and/or corporate officers, entailing the automatic waiver by shareholders of their pre-emptive subscription rights**

Pursuant to the twenty-second resolution, it is proposed to the General Meeting, having taken note of the statutory auditors' report, 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, within the framework of the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code, to proceed, on one or more occasions, with the free allotment of existing or to-be-issued ordinary shares to a category of:
  - executives of the Company or of companies directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code, and/or
  - executive officers of the Company or of affiliated companies who meet the conditions set out in Article L. 225-197-1 of the French Commercial Code;
2. to resolve that the number of existing or to-be-issued shares allocated pursuant to this authorisation shall not exceed 600,000 ordinary shares (representing, as at 25 February 2026, 0.11% of the share capital), without taking into account any adjustments that may be made pursuant to legal, regulatory or contractual provisions in the event of a transaction involving the Company's share capital; it is noted that, in any event, the total number of shares allotted free of charge pursuant to (i) this resolution, and (ii) where applicable, the twenty-first resolution, (iii) any other prior authorisation, or (iv) any other prior authorisation, or (v) following the conversion of preference shares, where applicable, allocated free of charge, may not exceed 10% of the Company's share capital existing on the date on which the Board decides to decide that the shares allocated to each executive officer of the Company pursuant to this authorisation may not represent more than 25% of the number of shares allocated as indicated in paragraph 2 above, which represents a maximum of 150,000 shares, or 0.027% of the share capital;
3. to decide that the ordinary shares shall be definitively granted at the end of a three-year vesting period, without any obligation to hold them, and that the grant of the shares to their beneficiaries shall become definitive prior to the expiry of the aforementioned vesting periods in the event of the beneficiary's disability corresponding to classification in the second or third category provided for in Article L. 341-4 of the Social Security Code or an equivalent case abroad; and that said shares shall be freely transferable in the event of the beneficiary's disability corresponding to classification in the aforementioned categories of the Social Security Code, or an equivalent case abroad;
4. to decide that the definitive allocation of performance shares shall be subject to performance conditions assessed over a three-year period, as specified by the Board in accordance with the following terms:
  - the allocation of shares to executive officers and members of the Executive Committee (COMEX)

shall be subject to enhanced performance conditions based on the following criteria:

- the performance of the Getlink ordinary share over a three-year period, both in relative terms (compared with the performance of the GPR Getlink Index sector index) and in absolute terms (60%),
  - the business's financial performance, assessed by reference to the average consolidated EBITDA margin of the Group over a three-year period covering the financial years 2026, 2027 and 2028, at comparable exchange rates and scope (20%),
  - the 2028 Climate Performance, assessed against 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 (20%),
- the allocation of shares to other beneficiaries shall be subject to at least one performance condition defined and assessed over the plan period, as determined by the Board.
5. to grant full powers to the Board, with the right to sub-delegate in accordance with the conditions set out in the applicable legislation, to implement this authorisation, to set the terms and conditions of the plan and, in particular, to:
    - Determine whether the shares granted free of charge are to be newly issued or existing shares, and, as the case may be, amend this choice prior to the final grant of the shares,
    - Determine the identity of the beneficiaries of the share allocations within the category of beneficiaries indicated above, as well as the number of shares allocated to each of them,
    - adopt the plan rules, 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, with regard to shares granted free of charge to corporate officers, the Board must either (a) decide that the shares granted free of charge may not be transferred by the relevant parties before the termination of their duties, or (b) set the number of shares granted free of charge that they are required to hold in registered form,
    - Provide for the option to temporarily suspend allocation rights in the event of financial transactions or technical adjustments,
    - Record the final grant dates and the dates from which the shares may be freely transferred, taking into account legal restrictions,
    - In the event of a new share issue, to charge, where applicable, to reserves, profits or share premium the sums required to pay up such shares, to record the completion of capital increases carried out pursuant to this authorisation, to make the corresponding amendments to the Articles of Association and, generally, to perform all necessary acts and formalities;
  6. to decide that the Company may, where necessary, make adjustments to the number of bonus shares allocated in order to preserve the rights of beneficiaries, in light of any transactions relating to the Company's share capital in the circumstances provided for in Article L. 225-181 of the French Commercial Code. It is specified that the shares allocated pursuant to such adjustments shall be deemed to have been allocated on the same day as the shares initially allocated;
  7. to note that in the event of the free allotment of new shares, this authorisation shall entail, as and when such shares are definitively allotted, a capital increase through the capitalisation of reserves, profits or share premium in favour of the beneficiaries of such shares and a corresponding waiver by the shareholders in favour of the beneficiaries of such shares of their pre-emptive subscription rights in respect of such shares;
  8. to resolve that the Board may not, unless authorised in advance by the General Meeting, make use of this authorisation from the time a third party lodges a public offer for the Company's shares, and this until the end of the offer period;
  9. to take note of the fact that, in the event that the Board should make use of this authorisation, it shall 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 the said Code;
  10. to resolve that this authorisation shall, with effect from the General Meeting, render null and void—to the extent, if any, of the portion not yet utilised—any previous authorisation granted to the Board to make free allocations of existing or future shares to the Group's senior executives and corporate officers, or to certain of them. It would be granted for a period of 12 months from the General Meeting.

## RESOLUTION 23

### **Delegation of authority granted to the Board for 26 months to carry out capital increases with the cancellation of shareholders' pre-emptive subscription rights through the issue of ordinary shares or securities giving access to the Company's capital reserved for employees participating in a business savings plan**

Under the twenty-third resolution, it is proposed to the General Meeting, and in accordance with the legal provisions in force, in particular those of 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 and seq. of the Labour Code, having noted that the Company's share capital has been fully paid up and having taken note of the statutory auditors' report, drawn up in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code:

1. to delegate to the Board, for a period of twenty-six months from the date of the Meeting, its power to decide to increase the Company's share capital, on one or more occasions, at such times and in such manner as it may 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 groups affiliated with it within the meaning of the regulations in force, who are members of one or more company savings schemes (or any other scheme whose members, under Articles L. 3332-18 to L. 3332-24 of the Labour Code or any similar law or regulation, would be entitled to a capital increase on equivalent terms);
2. to this end, to authorise the Board to set up a company savings scheme under the conditions provided for in Articles L. 3332-1 to L. 3332-8 of the Labour Code or any equivalent scheme;
3. to resolve that the Board, within the framework set out in this resolution, may allocate, free of charge, to the beneficiaries referred to 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 share capital to be issued or already issued, in lieu of all or part of the discount referred to in 8 below and as a matching 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 Company's capital increase resulting from all issues carried out pursuant to this delegation, including through the capitalisation of reserves, profits or premiums under the conditions and within the limits set by Articles L. 3332-1 and seq. of the Labour Code and their implementing regulations, is set at €2 million, it being specified that this amount is to be deducted from the overall ceiling provided for in paragraph 1 of the twenty-first resolution of the General Meeting of 14 May 2025 and that this ceiling does not include the nominal value of the Company's shares to be issued, where applicable, in respect of adjustments made in accordance with the law and applicable contractual provisions, to protect the holders of rights attached to securities giving access to shares in the Company;
5. to resolve that if subscriptions have not fully subscribed to an issue of securities, the capital increase shall be carried out only up to the amount of securities subscribed;
6. to decide to waive, in favour of the employees and former employees referred to in paragraph 1 of this resolution, the shareholders' pre-emptive subscription rights to the Company's ordinary shares or securities giving access to the Company's ordinary shares to be issued under this delegation, and to waive any rights to the Company's ordinary shares 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 authorisation entails the shareholders' waiver of their pre-emptive subscription rights to the ordinary shares to which the securities issued pursuant to this authorisation may give entitlement;
8. to resolve that the subscription price for the new ordinary shares shall be equal to the average of the prices quoted during the twenty (20) trading sessions preceding the date of the resolution setting the opening date for the subscription, 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 it appropriate, in particular in the event of an offer to members of a business savings plan or similar scheme of securities on the international market or abroad in order to satisfy the requirements of applicable local laws;
9. to resolve that the Board shall have full powers, with the right to sub-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 undertaking (UCITS) or by any entity governed by French or foreign law, whether or not it has legal personality,

whose sole purpose is to subscribe for, hold and dispose of shares in the Company or other financial instruments in the context of implementing one of the employee share ownership schemes,

- determine, in accordance with the law, the list of companies or groups whose employees and former employees may subscribe for ordinary shares or securities issued and, where applicable, receive ordinary shares or securities allocated free of charge,
  - determine the terms and conditions of any issue of ordinary shares or securities giving access to ordinary shares to be carried out pursuant to this delegation, and in particular their date of entitlement and the terms of their payment,
  - determine the nature and terms of the capital increase, as well as the terms of the issue or free allotment,
  - set the subscription price for ordinary shares and the duration of the subscription period,
  - to determine the holding period requirements to be met by the beneficiaries of the ordinary shares or new securities to be issued pursuant to the capital increase(s) or the securities forming the subject of each bonus issue covered by this resolution,
  - to set the opening and closing dates for subscriptions, to collect subscriptions and to set the reduction rules applicable in the event of oversubscription,
  - in the event of a bonus issue of ordinary shares or securities giving access to the share capital, to determine the number of ordinary shares or securities giving access to the share capital to be issued, the number to be allocated to each beneficiary, and to set the dates, time limits, terms and conditions for the allocation of such ordinary shares or securities giving access to the share capital within the limits of the laws and regulations in force, and in particular to choose either to substitute, in whole or in part, the allocation of such ordinary shares or securities giving access to the share capital for the discount referred to in paragraph 8 of this resolution, or to set off the equivalent value of these ordinary shares or securities against the total amount of the Company's contribution, or to combine these two options,
  - to record the completion of the capital increase through the issue of ordinary shares up to the amount of the ordinary shares that will actually be subscribed for,
  - determine, where applicable, the nature of the shares allocated free of charge, as well as the terms and conditions of such allocation,
  - determine, where applicable, the amount of sums to be capitalised within the limit set out above, the item(s) of equity from which they are drawn, and the date on which the ordinary shares so created become entitled to dividends,
  - at its sole discretion and if it deems it appropriate, to charge the costs of the capital increases against the amount of the premiums relating to such increases and to deduct from that amount the sums necessary to bring the statutory reserve up to one-tenth of the new capital following each increase,
  - to take all necessary measures for the definitive implementation of the capital increases, to carry out the formalities arising therefrom, in particular those relating to the listing of the securities created, and to amend the Articles of Association in line with these capital increases, and generally to do whatever is necessary;
- 10.** to authorise the Board, within the limits it shall have 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 upon it by virtue of this resolution;
- 11.** to note that, in the event that the Board should make use of this delegation of authority, the Board shall report to the next Ordinary General Meeting on the use made of this delegation of authority in accordance with legal and regulatory provisions, and in particular those of Article L. 225-129-5 of the French Commercial Code;
- 12.** to delegate to the Board the power to substitute the capital increase with a sale of ordinary shares to employees in accordance with the provisions of Articles L. 3332-18 to L. 3332-24, last paragraph, of the Labour Code. The conditions set out in this resolution shall apply in the context of such a sale;
- 13.** to note that this resolution cancels and replaces the authorisation voted by the Extraordinary General Meeting of 14 May 2025 in its twenty-third resolution. It shall be valid for a period of 26 months from the date of the Meeting.

## **RESOLUTION 24**

### **Authorisation granted 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, under the twenty-fourth resolution, to delegate all powers to the Board to proceed, on one or more occasions, within the overall limit of 10% of the Company’s share capital, with the cancellation of all or part of the Company’s shares acquired under the share buy-back programmes authorised by the General Meeting.

Under the twenty-fourth resolution, it is proposed to the General Meeting, 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 taken note of the statutory auditors’ report:

1. to delegate to the Board, for a period of 18 months from the date of the Extraordinary General Meeting, all powers to proceed with the cancellation, on one or more occasions, within the overall limit of 10% of the Company’s share capital per 24-month period, all or part of the Company’s shares acquired under the share buy-back programme authorised by the fourth resolution of the Company’s General Meeting of Shareholders, or under share buy-back programmes authorised prior to or after the date of the General Meeting;
2. to decide that the excess of the purchase price of the shares over their nominal value shall be credited to the item “Share premium” or to any available reserve item, including the statutory reserve, the latter subject to an overall limit of 10% of the capital reduction effected;
3. to delegate to the Board all powers to carry out the capital reduction resulting from the cancellation of the shares and the aforementioned allocation, and to amend the Articles of Association accordingly;
4. to authorise 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 upon it under this resolution;
5. to note that, in the event that the Board should make use of this delegation of authority, the Board shall 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 in question.

This resolution would, on that date, cancel and replace, for the unused portion, the previous authorisation granted by the Extraordinary General Meeting of 14 May 2025 in its twenty-second resolution.

## RESOLUTION 25

### Amendments to the Articles of Association resulting from the Order of 15 October 2024 on a better gender balance among Directors of listed companies and related measures

Under the twenty-fifth resolution, it is proposed to the General Meeting that the Company’s Articles of Association be updated to comply with the legislative and regulatory changes arising from Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on a better gender balance amongst Directors of listed companies and related measures (the “Women on Boards Directive”), transposed into French law by Order No. 2024-934 of 15 October 2024 and Decree No. 2025-744 of 30 July 2025.

To this end, it is proposed that:

- amend the third paragraph of Article 15(3) of the Articles of Association, with the remainder of the article remaining unchanged;
- to add a paragraph 4 (balanced representation of women and men) to Article 15 of the Articles of Association, with the remainder of the article remaining unchanged.

Previous wording	New wording
<p><b>Article 15 – Board</b></p> <p style="text-align: center;">(...)</p> <p>3° - (...)</p> <p>The number of Board Directors to be taken into account when determining the number of Directors representing employees shall be assessed on the date of appointment of the employee representatives to the Board. Neither, as the case may be, directors elected by the employees pursuant to Article L. 225-27 of the French Commercial Code, nor employee-shareholder directors appointed</p>	<p><b>Article 15 – Board</b></p> <p style="text-align: center;">(...)</p> <p>3° - (...)</p> <p>The number of Board Directors to be taken into account when determining the number of Directors representing the employees shall be assessed on the date of appointment of the employee representatives to the Board. Neither directors elected by the employees pursuant to Article L. 225-27 of the French Commercial Code, nor employee-shareholder</p>

pursuant to Article L. 225-23 of the French Commercial Code shall be taken into account for this purpose. Directors representing employees are not taken into account for the purposes of determining the maximum number of Directors provided for by the French Commercial Code, nor for the application of the first paragraph of Article L. 225-18-1 of the French Commercial Code. The term of office of the Director representing the employees shall end early under the conditions provided for by law and this article, and in particular in the event of termination of the employment contract, subject to intra-group transfer. If the conditions for the application of Article L. 225-27-1 of the French Commercial Code are no longer met at the end of a financial year, the term or terms of office of the Directors representing the employees shall end at the conclusion of the meeting during which the Board notes that the Company has ceased to fall within the scope of the law. In the event of a vacancy, for whatever reason, in a seat held by a Director representing the employees, the vacant seat shall be filled in accordance with the conditions set out in Article L. 225-34 of the French Commercial Code. Until the date of replacement, the Board may meet and validly deliberate. In addition to the provisions of the second paragraph of Article L. 225-29 of the French Commercial Code, it is specified, where necessary, that the failure to appoint a Director representing the employees by the committee or committees designated in these Articles of Association, in accordance with the law and this Article, shall not affect the validity of the resolutions of the Board.

(...)

directors appointed pursuant to Article L. 225-23 of the French Commercial Code, are taken into account for this purpose. Directors representing employees are not taken into account when determining the maximum number of directors provided for by the French Commercial Code. The term of office of the director representing employees shall end early under the conditions provided for by law and this article, and in particular in the event of termination of the employment contract, subject to intra-group transfer. If the conditions for the application of Article L. 225-27-1 of the French Commercial Code are no longer met at the end of a financial year, the term or terms of office of the Directors representing the employees shall end at the conclusion of the meeting during which the Board notes that the Company has ceased to fall within the scope of the law. In the event of a vacancy, for whatever reason, in a seat held by a Director representing the employees, the vacant seat shall be filled in accordance with the conditions set out in Article L. 225-34 of the French Commercial Code. Until the date of replacement, the Board may meet and validly deliberate. In addition to the provisions of the second paragraph of Article L. 225-29 of the French Commercial Code, it is specified, where necessary, that the failure to appoint a Director representing the employees by the committee or committees designated in these Articles of Association, in accordance with the law and this Article, shall not affect the validity of the resolutions of the Board.

(...)

#### **4°– Balanced representation of women and men**

**In accordance with the provisions of Articles L. 225-18-1 and L. 22-10-3 of the French Commercial Code, the composition of the Board must comply with the rules relating to the balanced representation of women and men.**

**Directors are selected on the basis of a comparative assessment of each candidate's qualifications. To this end, clear criteria, formulated in neutral and unambiguous terms, are applied in a non-discriminatory manner throughout the selection process, including during the preparation of vacancy notices, the pre-selection phase, and the drawing up of shortlists of selected candidates. These criteria are established prior to the selection process. Where candidates have equal qualifications in terms of aptitude, competence and professional performance, priority will be given to the candidate of the under-represented gender.**

(...)

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**RESOLUTION 26**

**Powers**

Under the twenty-sixth resolution, it is proposed that the General Meeting grant full powers to the bearer of an original, an extract or a copy of the minutes of the Meeting for the purpose of carrying out all necessary filing, publication or other formalities.

*The Board of directors*

