



ARAMISGROUP

Notice of meeting brochure

2025 Combined General Meeting

Aramis Group

invites its shareholders to its Combined Ordinary and Extraordinary General Meeting, to be held on **Tuesday, February 4, 2025 at 2:30 PM CET** at the **Company's registered office**, 23 avenue Aristide Briand, 94110 Arcueil, France

About Aramis Group

Aramis Group is a European leader in the online sale of used vehicles to consumers. The Group is present in six countries. A growth group, an e-commerce expert and a pioneer in vehicle refurbishing, Aramis Group's daily actions promote more sustainable mobility through an offer anchored in the circular economy. Founded in 2001, it has been revolutionizing its market for over 20 years, focused on ensuring the satisfaction of its customers and capitalizing on digital technology and employee engagement to create value for all its stakeholders. With annual revenues of more than €2 billion, Aramis Group sells more than 110,000 vehicles B2C and welcomes close to 70 million visitors across all its digital platforms each year. The Group employs more than 2,400 people and has eight industrial-scale refurbishing centers throughout Europe. Aramis Group is listed on Euronext Paris Compartment B (Ticker: ARAMI – ISIN: FR0014003U94).

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MESSAGE FROM THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Dear Shareholders,

In 2024, thanks to the dedication of our teams and our unique business model, Aramis Group once again delivered sustained growth, with a +22% increase in the volumes of vehicles sold to individuals.

With over 110,000 vehicles sold this financial year, our cumulative volumes have now reached 700,000 since the Group's inception. Customer satisfaction, which continues to climb, has reached exceptionally high levels (an NPS of 73 at end-September 2024), validating the relevance and sustainability of our strategy.

In addition, thanks to continuous efforts to improve our productivity and the quality of our offer, the Group significantly increased its profitability, reaching an adjusted EBITDA of more than €50 million, a five-fold increase compared to 2023.

Lastly, Aramis Group generated more than €21 million in cash, maintaining strict control over its operating working capital requirements and investments.

Building on these results, we approach financial year 2025 with confidence and determination and remain steadfast in pursuing profitable growth and further strengthening our ability to generate cash.

We will be relying on the strategic levers presented at our Capital Markets Day at the end of November 2024, namely:

1. Bring our entities together under our unique operational model, developed since 2001, in order to raise our performance and take full advantage of our pan-European reach;
2. "Raise the bar," which means we will continue refining this model by improving customer experience and further supporting our teams through technology and innovation, helping to further redefine how Europeans buy used cars

A huge thank you to our employees for their passion and dedication, which remain the drivers of our success.

And thank you, our shareholders, for your trust and interest in Aramis Group.

With our heartfelt appreciation,



Guillaume Paoli

Co-founder
Chairman and Chief Executive Officer



Nicolas Chartier

Co-founder
Deputy Chief Executive Officer

COMBINED GENERAL MEETING OF FEBRUARY 4, 2025

AGENDA

Agenda within the authority of the Ordinary General Meeting:

Resolution	Resolution title
First	Approval of the annual financial statements for the financial year ended September 30, 2024
Second	Approval of the consolidated financial statements for the financial year ended September 30, 2024
Third	Appropriation of net profit (loss) for the financial year
Fourth	Approval of the Statutory Auditors' report on the regulated related-party agreements referred to in Article L. 225-38 of the French Commercial Code
Fifth	Renewal of Guillaume Paoli's term of office as Director of the Company
Sixth	Renewal of Nicolas Chartier's term of office as Director of the Company
Seventh	Renewal Patrick Bataillard's term of office as Director of the Company
Eighth	Renewal of Linda Jackson's term of office as Director of the Company
Ninth	Renewal of Delphine Mousseau's term of office as Director of the Company
Tenth	Renewal of Sophie Le Roi's term of office as Director of the Company
Eleventh	Renewal of Philippe de Rovira's term of office as Director of the Company
Twelfth	Appointment of Sonia Barrière as Director of the Company
Thirteenth	Appointment of James Weston as Director of the Company
Fourteenth	Appointment of Deloitte et Associés as Statutory Auditor responsible for certifying sustainability information
Fifteenth	Approval of the information referred to in Item I of Article L. 22-10-9 of the French Commercial Code
Sixteenth	Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any nature paid or granted during or in respect of the financial year ended September 30, 2024 to Guillaume Paoli, Chairman and Chief Executive Officer
Seventeenth	Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any nature paid or granted during or in respect of the financial year ended September 30, 2024 to Nicolas Chartier, Deputy Chief Executive Officer
Eighteenth	Approval of the remuneration policy applicable to members of the Board of Directors
Nineteenth	Approval of the remuneration policy applicable to the Chairman and Chief Executive Officer
Twentieth	Approval of the remuneration policy applicable to the Deputy Chief Executive Officer
Twenty-first	Authorization for the Board of Directors to carry out transactions in the Company's shares

Agenda within the authority of the Extraordinary General Meeting:

Resolution	Resolution title
Twenty-second	Authorization for the Board of Directors to reduce the Company's share capital by canceling treasury shares
Twenty-third	Delegation of authority to the Board of Directors to increase the share capital through capitalization of reserves, profits, premiums or any other sum for which capitalization is allowed
Twenty-fourth	Delegation of authority to the Board of Directors to increase the share capital by issuing, with preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future
Twenty-fifth	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, with a mandatory priority subscription period, in the context of a public offer other than those referred to in Article L. 411-2 of the French Monetary and Financial Code
Twenty-sixth	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, with an optional priority subscription period, in the context of a public offer other than those referred to in Article L. 411-2 of the French Monetary and Financial Code
Twenty-seventh	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, in the context of a public offer referred to in Article L. 411-2 of the French Monetary and Financial Code
Twenty-eighth	Authorization to the Board of Directors to increase the amount of the issues, with or without maintaining preferential subscription rights
Twenty-ninth	Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, in consideration for contributions in kind
Thirtieth	Delegation of authority to the Board of Directors to increase the share capital without preferential subscription rights by issuing Company shares reserved for members of a company savings plan
Thirty-first	Delegation of authority granted to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares intended for an identified category of beneficiaries (employees, executive directors and corporate officers of the Company and its related companies)
Thirty-second	Delegation of authority to the Board of Directors to grant warrants for ordinary shares of the Company to specified categories of persons, automatically entailing the waiver by shareholders of their preferential subscription rights
Thirty-third	Authorization given to the Board of Directors to allocate new or existing free shares in the Company, without preferential subscription rights, to salaried employees, or certain categories of them, and to executive directors, or certain corporate officers of the Company and/or its related companies
Thirty-fourth	Amendments to Article 15 of the articles of association
Thirty-fifth	Delegation of authority to the Board of Directors to amend the articles of association as required to ensure compliance with the applicable laws and regulations
Thirty-sixth	Powers for formalities (<i>ordinary resolution</i>)

HOW TO PARTICIPATE IN THE GENERAL MEETING

The General Meeting will be held on Friday, February 4, 2025 at 2:30 PM CET, at the Company's registered office, 23 avenue Aristide Briand, 94110 Arcueil, France.

In accordance with the applicable legal and regulatory provisions, the General Meeting will be broadcast live in its entirety via the following link: https://channel.royalcast.com/landingpage/aramisgroup/20250204_1/

The live broadcast of the General Meeting will not allow viewers to vote remotely or ask questions via the chat feature of the live streaming platform. The recording will be available, at the end of the General Meeting, on the Company's website, as provided under applicable regulations.

Formalities to be carried out before attending the General Meeting:

In accordance with Article R. 22-10-28 of the French Commercial Code, the right to participate in the General Meeting is subject to registration of the shares in the name of the shareholder or of the intermediary registered on the shareholder's behalf (pursuant to paragraph 7 of Article L. 228-1 of the French Commercial Code), on the second business day preceding the General Meeting, i.e. Friday, January 31, 2025 at midnight (Paris time), in the registered share accounts held by the Company (or its agent), or in the bearer share accounts held by the authorized intermediaries.

Proof of registration of the shares in the bearer share accounts held by the authorized intermediaries is provided via a shareholding certificate issued by the latter, where applicable by electronic means under the conditions set out in Article R. 225-61 of the French Commercial Code, appended to:

- the postal voting form; or
- the voting proxy form

drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Procedure for participation in the General Meeting:

Postal votes or proxies

Shareholders are strongly encouraged to vote or appoint a proxy by electronic means. However, shareholders wishing to vote by post or to be represented by giving proxy to the Chairman of the General Meeting or to an agent may:

- **For holders of registered shares (pure or administered):** return the single postal voting form or proxy form, which will be sent to them with the notice of meeting, using the prepaid envelope enclosed with the notice of meeting, to the following address: Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes, France, Cedex 3.
- **For holders of bearer shares:** request the single postal voting form or proxy form from the intermediary who manages their shares from the date of notice of the General Meeting. Once completed by the shareholder, this form must be returned to the account-holding institution, which will send it to Société Générale Securities Services together with a shareholding certificate.

In order to be taken into account, postal voting forms or proxy forms given to the Chairman must be received by Société Générale Securities Services no later than three calendar days before the General Meeting, i.e. no later than Friday, January 31, 2025.

Appointments or revocations of proxies made by mail must be received by Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes, France, Cedex 3 no later than the third day prior to the General Meeting, i.e. no later than midnight (Paris time) on Friday, January 31, 2025.

Electronic votes or proxies

Shareholders can send their voting instructions and appoint or revoke a proxy online on the secure VOTACCESS platform, under the conditions described below:

- **For holders of registered shares:** registered shareholders can make their request online via the secure VOTACCESS platform, accessible through the <https://sharinbox.societegenerale.com> website.

Holders of registered shares should log on to the Sharinbox website using their usual access code (shown on the single voting form) or their login email (if they have already activated their 'Sharinbox by SG Markets' account), followed by the password sent by mail by Société Générale Securities Services.

Holders of administered registered shares should log on to the Sharinbox website using the login details that will be sent to them a few days before the rights are opened.

Once on the Sharinbox home page, holders of registered shares will follow the on-screen instructions to access the VOTACCESS platform, where they can vote online.

- **For holders of bearer shares:** it is the responsibility of the holders of bearer shares to find out whether or not their account-holding institution is connected to the VOTACCESS website and, if so, whether this access is subject to special terms of use. It should be noted that only holders of bearer shares whose account-holding institution has joined VOTACCESS will be able to vote or appoint or revoke a proxy online.

If the shareholder's account-holding institution is connected to the VOTACCESS website, the shareholder will have to identify themselves on the online portal of their account-holding institution using their usual access codes. They must then click on the icon that appears on the line corresponding to their Aramis Group shares, and follow the instructions on the screen in order to access the VOTACCESS website and vote or appoint or revoke a proxy.

If the shareholder's account-holding institution is not connected to the VOTACCESS website, it is specified that notification of the appointment or revocation of a proxy may nevertheless be made electronically in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, by sending an email to the following email address: assemblees.generales@sgss.socgen.com

This email must include, as an attachment, a scanned copy of the proxy voting form giving the full name, address and bank details of the shareholder, together with the name and address of the proxy appointed or revoked, together with the certificate of participation issued by the authorized intermediary.

In addition, shareholders must ask the bank or financial intermediary who manages their securities account to send written confirmation to Société Générale Securities Services, at the above-mentioned email address.

Only proxy appointment or revocation notifications may be sent to the above email address. No other request or notification relating to any other subject will be taken into account and/or processed.

In order for electronic proxy appointments or revocations to be validly taken into account, confirmations must be received by Société Générale Securities Services no later than midnight (Paris time) on Monday, February 3, 2025, the day preceding the General Meeting.

The VOTACCESS website will be open from Friday, January 17, 2025 at 9:00 AM (Paris time). Online voting prior to the General Meeting will end on the day before the meeting, i.e. Monday, February 3, 2025 at 3:00 PM (Paris time). Shareholders are strongly advised not to wait until the day before the General Meeting to enter their voting instructions, as the VOTACCESS website may be overloaded.

Voting procedure for proxies other than the Chairman of the General Meeting

The proxy must send their voting instructions for the exercise of the mandate they hold to Société Générale Securities Services no later than the third day preceding the date of the General Meeting, i.e. midnight (Paris time) on Friday, January 31, 2025.

The proxy of a holder of registered shares must send their voting instructions for the exercise of their mandates by emailing a scanned copy of the postal voting form available in the General Meeting section of the Company's website (<https://aramis.group>) at the following address: <https://aramis.group/investors/shareholders-general-meeting/>. These voting instructions must be accompanied by a copy of the proxy's valid identity document and, if the proxy is a legal entity, the power of attorney appointing it as proxy.

The proxy of a holder of bearer shares must contact the shareholder's account-holding institution to find out the voting procedures to be followed.

In addition, for their own voting rights, the proxy must send their voting instructions in accordance with the usual procedures.

HOW TO COMPLETE THE VOTING FORM

You wish to attend the Meeting:
check box 1
"I wish to attend the Shareholder's Meeting"

You wish to vote by mail: check box 2
"I vote by post"

You wish to appoint the Chairman of the General Meeting as your proxy:
check box 3
"I hereby give my proxy to the Chairman of the General Meeting"

You wish to appoint a named person who will be present at the Meeting as your proxy:
check box 4
"I hereby appoint" and enter the name and address of such person

1

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

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



Société anonyme au capital social de 1.657.133,42 €
Siège social : 23 av Aristide Briand - 94110 Arcueil
484 964 036 R.C.S. Créteil

ASSEMBLÉE GÉNÉRALE MIXTE
le mardi 4 février 2025, à 14h30
au siège social
23 avenue Aristide Briand - 94110 Arcueil

COMBINED GENERAL MEETING
on Tuesday, February 4, 2025 at 2.30 p.m.
at headquarter
23 avenue Aristide Briand - 94110 Arcueil

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix / Number of voting rights

2

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

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

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

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

- Je donne pouvoir au Président de l'assemblée générale. // I appoint the Chairman of the general meeting.

- Je m'abstiens. // I abstain from voting.

- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom.
I appoint [see reverse (4)] Mr./ Mrs or Miss, Corporate Name to vote on my behalf.

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

à la banque / to the bank 31 janvier 2025 sur 1^{ère} convocation / on 1st notification sur 2^{ème} convocation / on 2nd notification

3

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

4

JE DONNE POUVOIR À : Cf. au verso (4)

I HEREBY APPOINT: See reverse (4)
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Enter your name and address here or verify them if they already appear

Date & Signature

Whatever your choice, date and sign here

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

REQUEST FORM FOR RECEIVING ADDITIONAL DOCUMENTS

Request to be returned to: Service des Assemblées Générales, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes, France, Cedex 3



REQUEST FORM FOR RECEIVING ADDITIONAL DOCUMENTS

Combined General Meeting

Tuesday, February 4, 2025

I, the undersigned:

Residing at:

Owner of: registered shares¹

And/or of: bearer shares

Acknowledge having received the documents relating to the aforementioned General Meeting and referred to in Article R. 225-81 of the French Commercial Code.

Request the additional documents provided for in Article R. 225-83 of the French Commercial Code to be sent to me.

Signed in:

On:2025

Signature

¹ Holders of registered shares may make a single request to the Company for the documents and information referred to in Article R. 225-83 of the French Commercial Code to be sent to them on the occasion of each subsequent General Meeting.

PRESENTATION OF ARAMIS GROUP IN 2023–2024

SUMMARY REPORT OF ARAMIS GROUP'S POSITION IN 2023–2024

Aramis Group is a European leader² in the online sale of used vehicles to consumers. As at September 30, 2024, the closing date of the financial year, the Group operated in six countries through six brands: Aramisauto, Cardoen, Clicars, CarSupermarket, Onlinecars and Brumbrum in France, Belgium, Spain, the United Kingdom, Austria and Italy, respectively.

Aramis Group offers its customers a wide range of automotive products and services (including financing, insurance, maintenance, warranties and accessories) in a seamless, intuitive and immersive sales and purchasing experience, which can take place both fully online and fully offline through a network of customer centers.

The Group sources and sells its used, refurbished or pre-registered vehicles from and to both private individuals (B2C) and commercial partners (B2B), such as distribution networks, independent dealers, trade-in specialists and leasing companies.

During the financial year ended September 30, 2024, the Group sold 141,968 used vehicles (112,224 of which to private individuals (B2C)), generating consolidated revenues of €2,238 million. It has a network of 68 customer centers and its average workforce was 2,454 employees. The Group also relied on an in-house effective refurbishing capacity of almost 100,000 vehicles during the financial year at its eight operational refurbishing centers (Donzère and Nemours in France, Villaverde in Spain, Antwerp in Belgium, Goole and Hull in the United Kingdom, Graz in Austria and Reggio Emilia in Italy). During the financial year ended September 30, 2024, the Group's digital platforms attracted close to 70 million visitors.

Information by geographic region

France

Aramis Group has operated in France since it was founded in 2001. It operates in this historical area of operation under the Aramisauto brand. At September 30, 2024, the Group had a network of 32 customer centers in France, with two vehicle refurbishing centers in Donzère and Nemours. The Donzère (Drôme) center opened in February 2014. It was a pioneer in Europe for industrial-scale refurbishing and to this day remains a benchmark for the rationalization of flows and productivity. Its nominal capacity is 20,000 vehicles per year. The Nemours (Seine-et-Marne) center opened in June 2022. It was designed around the best practices developed by its forerunner, and also has a nominal capacity of 20,000 vehicles per year. The two centers have excellent geographical complementarity, leading to further improvements in lead times and logistics costs. During the financial year ended September 30, 2024, the Group's website in France attracted more than 34 million visitors. Revenues generated in the country amounted to €935.2 million, or 42% of the Group's total consolidated revenues.

Spain

Aramis Group has been present in Spain since 2017, following the acquisition of a majority stake in the company Clicars. Today it holds 100% of the company's shares. Formed in 2016, this company has experienced a sharp rise in volumes and revenues since its launch. At September 30, 2024, Aramis Group had five customer centers in Spain, as Clicars had initiated a strategy of convergence toward the "optichannel" model advocated by the Group and had opened four new customer centers during the financial year. The Group also operates a refurbishing center in Villaverde (south of Madrid), adjacent to the main customer center and its headquarters, with a nominal refurbishing capacity of 25,000 vehicles

² Aramis Group's European leadership is reflected in the volumes of used vehicles sold to private individuals, with the Group having sold 112,224 in its financial year ended September 30, 2024. Its main listed competitors have announced, as at the date of publication of this Universal Registration Document, sales volumes of 53,885 vehicles for Auto1 (volumes sold to individuals) and 51,658 for Kamux for the nine months to end-September 2024.

per year, supporting its business model based in large part on refurbished used vehicle sales. During the financial year ended September 30, 2024, the Group's website in Spain attracted around 17 million visitors. Revenues generated in the country amounted to €310.7 million, or 14% of the Group's total consolidated revenues.

Belgium

Aramis Group expanded into Belgium in 2018 following the acquisition of a majority stake in Datosco, the parent company of a group specializing in used vehicle sales in Belgium, which was founded in 1949. Aramis Group currently holds all of Datosco's shares. The Group's activities in Belgium are operated under the Cardoen brand. As at September 30, 2024, the Group operates a network of 16 customer centers in Belgium (including five franchises). The Group has an "optichannel" model in Belgium, relying on a large network of centers and a best-in-class website. The Group's offering in Belgium also includes maintenance services and the sale of accessories. Cardoen has a refurbishing center in Antwerp opened in November 2021, with a nominal capacity of 14,000 vehicles per year, which allows it to develop its refurbished used vehicle business, in line with the Group's growth strategy. During the financial year ended September 30, 2024, the Group's website in Belgium attracted more than 4.5 million visitors. Revenues generated in the country amounted to €289.7 million, or 13% of the Group's total consolidated revenues.

United Kingdom

Aramis Group expanded into the United Kingdom in March 2021 by acquiring a 60% majority stake in Motordepot. Founded in 2001, Motordepot is a multi-channel used vehicle sales platform operating under the trademark CarSupermarket.com. It has enjoyed significant growth in this geographical area. Motordepot has a network of 10 customer centers and two vehicle refurbishing centers, one located in Goole (Yorkshire) operated since 2018 with an annual nominal capacity of 10,000 vehicles, and the second located in Hull (Yorkshire), opened in 2023, with a nominal capacity of 25,000 vehicles. During the financial year ended September 30, 2024, the Group's website in the United Kingdom attracted more than eight million visitors. Revenues generated in the country amounted to €454.1 million, or 21% of the Group's total consolidated revenues.

Austria

Aramis Group expanded into Austria in October 2022, through the acquisition of a 100% stake in Onlinecars. Founded in 2005, Onlinecars is the Austrian market leader in used vehicle sales and operates commercially under the same brand. The company operates on three sites across the country (Velden, Vienna and Graz) and owns a refurbishing center, located near Graz, with an annual nominal capacity of 10,000 vehicles. During the financial year ended September 30, 2024, the Group's website in Austria attracted more than 2.5 million visitors. Revenues generated in the country amounted to €220.2 million, or 10% of the Group's total consolidated revenues.

Italy

Aramis Group expanded into Italy in November 2022, through the acquisition of a 100% stake in Brumbrum. Founded in 2016, Brumbrum is the leading online used car dealer in Italy. Based in Milan, Brumbrum operates a vehicle refurbishing center in Reggio Emilia, with an annual nominal capacity of 10,000 vehicles, and two customer centers. During the financial year ended September 30, 2024, the Group's website in Italy attracted more than 3.0 million visitors. Revenues generated in the country amounted to €27.6 million, or 1% of the Group's total consolidated revenues.

Information on products and services

Refurbished used vehicles

The Group's refurbished used vehicle business consists of the sale to individuals of used vehicles purchased from individuals or commercial partners. These vehicles have previously undergone an extensive technical assessment, professional servicing by mechanics, bodywork and paint where necessary, and detailing at one of the Group's eight refurbishing centers located in France, Spain, the United Kingdom, Austria, Italy or Belgium. In the financial year ended September 30, 2024, the refurbished used vehicle business generated €1,512.1 million in revenues, or 68% of Group consolidated revenues.

Pre-registered used vehicles

The Group's pre-registered used vehicle business involves selling vehicles that have already been registered and with mileage of between 0 to 50 kilometers. These vehicles have already been registered by the dealer (franchised or not), without having been sold to an end-user, so they have very little mileage (from delivery miles). This is the Group's historical business segment. During the financial year ended September 30, 2024, the pre-registered used vehicle business delivered €459.1 million, or 21% of Group consolidated revenues.

B2B used vehicles

As part of the B2B used vehicle sales business, the Group uses a dedicated platform for commercial partners to sell used vehicles acquired through trade-ins offered to its individual customers and that the Group chooses not to send through the refurbishing process. During the financial year ended September 30, 2024, the Group's B2B used vehicle sales business generated €150.6 million in revenues, or 7% of Group consolidated revenues.

Services

The Group offers its customers additional services in connection with the purchase of a vehicle, which are related to its main used vehicle sales business, such as financing solutions (vehicle loans or finance leases) or insurance. The Group usually offers these services through a third-party partner, such as banks, leasing companies and insurers, from which it receives a commission for each customer found. The Group also generates additional revenues by offering customers maintenance contracts, extended warranties and automotive accessories. In the financial year ended September 30, 2024, the Group's Services business generated €115.8 million in revenues, or 5% of Group consolidated revenues.

Financing and insurance

Aramis Group receives commissions on facility agreements, leasing with an option to buy, and insurance contracts taken out by its customers with third party credit institutions and/or insurance companies. In addition to the direct income from these activities, the financing services offered to customers are also important sales levers. The penetration rate of this type of service with the Group's customers averaged 43% during the financial year ended September 30, 2024.

Maintenance contracts and warranty extensions

In all its geographical areas, Aramis Group offers its retail customers maintenance contracts for a maximum of seven years on the pre-registered and refurbished vehicles it sells, either through external service providers or directly in-house. The Group also offers extended warranty agreements for up to ten years, covering different types of technical, electronic and electrical faults.

Accessories and other services

Aramis Group offers consumers accessories and other services, such as window etching of the vehicle chassis number, when they purchase vehicles online or offline. The Group also offers maintenance and service kits and customized floor mats. The Group draws on the long-established expertise developed through its business in Belgium to grow this business segment in the other countries where it is present.

BUSINESS MODEL AND CORPORATE RESPONSIBILITY

In 2021, a materiality and risk analysis was conducted by an external firm to identify the main non-financial risks to which Aramis Group is exposed, as well as the risks that Aramis Group may pose to its main stakeholders.

The internal stakeholders surveyed expressed an opinion on the level of risk that may be incurred by Aramis Group on the financial level and in terms of business continuity, reputation and regulatory compliance in the event of poor command of the subject. External stakeholders rated the potential impact that a poor command of the subject by Aramis Group could have on their organization. In total, around 30 stakeholders were interviewed in one-to-one interviews, including 14 internal stakeholders (Co-founders, majority shareholder, country managers, Group Executive Committee, Social and Economic Committee members) and 14 external stakeholders (vehicles and parts suppliers, carriers, customers, IT suppliers, charity partners, service providers, marketing suppliers). In addition, over 350 customers responded to an online questionnaire. The results are presented in the materiality and risk matrix, which indicates the main non-financial risks.

A total of eight risks and four material opportunities were identified. These risks identify issues which have a high level of impact on the performance of the Company and a high level of impact on external stakeholders. Opportunities arise from issues that have a high level of impact on external stakeholders, but no impact on the Company's performance.

Risks
Employee engagement
Health and safety
Customer satisfaction
Affordable, sustainable mobility
Protection of IT systems and data
Management of risks and business continuity
Transparency and responsible practices
Responsible business relations (merger of Responsible supplier and Ethics issues)

Opportunities
Carbon footprint and low-emission vehicles
Circular economy
Talent development
Diversity

Based on the CSR risks and opportunities identified, Aramis Group laid down a three-pronged strategy with eight commitments, some of which involve specific targets for 2025 and 2030.



Act for Greener Driving

Be a responsible player in the online sale of used vehicles

Promote our employees: respect and development



Provide environmentally efficient used vehicles, using refurbishing as a lever, to contribute to the circular economy

Offer customers a reliable, cost-effective and safe alternative for the purchase of their vehicle

Develop and promote our leadership model: "Driving Together, People are the Solution"

Commitments

Commitments

Commitments

Reduce our carbon footprint
2030 Ambition:
 - 40% decrease in our CO2 emissions (scopes 1 & 2) per vehicle sold, vs. financial year 2020

Provide safe, transparent products and services to our customers
2025 Ambition:
 Net Promoter Score > 80 and vehicle return rate ≤ 3%

Retain and develop our talents

Ensure the health and safety of our employees

Contribute to a circular economy
2025 Ambition:
 >75% refurbished vehicles in the Group's sales to private individuals

Develop responsible business relations

Manage the risks associated with our activities

Fight against discrimination

The Aramis Group business model is shown below. The circular economy is at the core of the Group's business model and represents a powerful growth vector.

RESOURCES

Human capital
2500+ employees on average over 2024, in 6 countries

Financial capital
€235m in capital raised during the Group's IPO in June 2021, negative net financial liabilities at end-2021

Capital dedicated to purchases, refurbishing and sales

- 6 digital platforms for purchases and sales to private individuals (1 per country)
- A vast network of B2B suppliers throughout Europe
- 8 refurbishing centers
- 69 customer centers
- 5 call centers

Intangible capital
- 6 brands: Aramisauto (France), Clicars (Spain), Cardoen (Belgium), CarSupermarket (United Kingdom), Onlinecars (Austria)
- Digital solutions and Artificial Intelligence developed internally

Environmental capital
A business model based on the circular economy (refurbishing of used vehicles) and relying on environmentally responsible industrial processes

Societal capital
>300 suppliers active throughout Europe, just for France
Various partnerships and sponsorships!

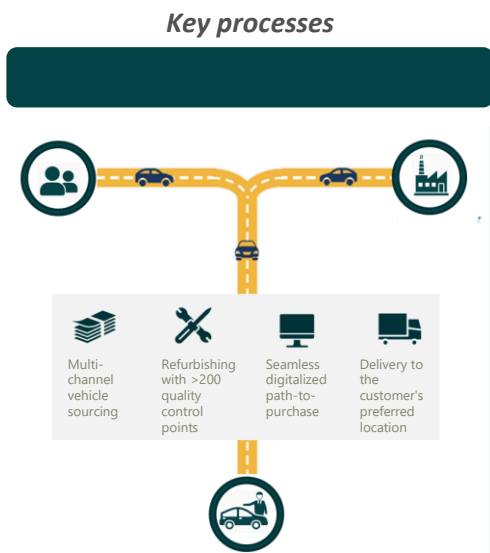
Mobility

Energy transition

Digitization

Our ambition: to become the preferred platform for Europeans who are looking to buy a used vehicle online

ACTIVITIES



Product lines

Refurbished vehicles
Pre-owned vehicles less than 8 years old with fewer than 150,000 km on the clock, inspected, serviced and refurbished within Aramis Group, sold to private individuals

Pre-registered vehicles
Nearly-new vehicles, with less than 50 km on the clock, previously purchased and registered by automobile commercial partners, sold to individuals

Services
Trade-in from private individuals, with or without purchase, financing & insurance, maintenance & warranty, accessories

B2B
Vehicles traded in and not eligible for resale to individuals, sold to merchants

Projected revenues for FY25 by segment (in € bn)

Segment	Revenue (€ bn)	Percentage
B2C refurbished	2.1	68%
B2C pre-registered	-	-
B2B	-	-
B2C services	-	-

IMPACTS

The circular economy is the core of our business and represents a powerful growth vector

Human impact
Gender equality index 76/100 in France
Great Place to Work 2020 in France

Financial impact

- Revenues: €2.2bn
- EBITDA: €50.5m

Operational impact
112,224 cars sold to private individuals: 87,500 refurbished cars and 24,700 pre-registered cars
23.6% of sales to private individuals were electric/hybrid vehicles
>70 million annual visitors to the Group's websites
Customer satisfaction, i.e. Net Promoter Score (NPS) of 70 in 2024

Intangible impact
83% of employees trained in 2024

Environmental impact
CO2 scope 1+2 footprint = 14,751 tCO2e in 2024 vs. 15,048 tCO2e in 2023
CO2 scope 3 footprint = 1,807,807 tCO2e in 2020
659 metric tons of refurbishing waste generated in France in 2024 vs. 573 metric tons in 2023
84% of waste recycled in France in 2024

Societal impact
Actions/partnerships/volunteer work with a societal impact: support for young teens in difficulty, vehicle donations to training centers or NGOs, participation in training boards, ESAT partnerships, and more

GOVERNANCE

Aramis Group is a company controlled by the Stellantis Group, through its subsidiary Automobiles Peugeot SA. As of December 31, 2024, the Stellantis Group held 60.54% of the Group's share capital and 67.49% of its voting rights.

Stellantis has the right to appoint four directors to the Board of Directors of the Company as long as the Stellantis Group holds control of the Company within the meaning of Article L. 233-3 of the French Commercial Code. The Founders will also sit on the Company's Board of Directors as long as they are respectively executive directors of the Company and each hold at least 5% of the share capital of the Company (on a fully diluted basis).

As long as Stellantis holds control of the Company within the meaning of Article L. 233-3 of the French Commercial Code, there will be at least three independent Board members within the meaning of the AFEP-MEDEF Code. Furthermore, in the event that the Stellantis group would cease to have control of the Company within the meaning of Article L. 233-3 of the French Commercial Code:

- (i) the proportion of independent directors within the meaning of the AFEP-MEDEF Code appointed to the Board of Directors of the Company shall be adjusted in accordance with the provisions of the AFEP-MEDEF Code; and
- (ii) Stellantis shall retain the right to appoint two members to the Board of Directors as long as the Stellantis Group holds at least 25% of the share capital or voting rights of the Company. Finally, Stellantis will have the opportunity to name one of its directors to each of the Board Committees (Audit Committee, Appointments and Remuneration Committee and CSR Committee).

Governance code

Aramis Group complies with the AFEP-MEDEF Corporate Governance Code for listed companies, as updated in December 2022.

For further information, please refer to Section 2.1.1.1 of the Corporate Governance Report in Chapter 2 of the 2024 Universal Registration Document

Composition of the Board of Directors of the Company at September 30, 2024

All the directors were appointed at the same time, at the time of the Company's IPO in June 2021, with the exception of Sophie Le Roi and Xavier Duchemin, who were appointed by the Board of Directors at its meeting on September 26, 2022.

Name	Gender	Age	Nationality	Date of first appointment	Date of General Meeting that approved the last appointment	End of term	Main position within the Company	Number of offices held in listed companies other than the Company	Number of shares held at September 30, 2024	Member of a Board Committee
Guillaume Paoli	M	51 years	French	General Meeting of June 7, 2021	General Meeting of June 7, 2021		Chairman and Chief Executive Officer	0	7,731,971 ⁽³⁾	Member of the CSR Committee
Nicolas Chartier	M	50 years	French	General Meeting of June 7, 2021	General Meeting of June 7, 2021	At the close of the General Meeting held to approve the financial statements for the financial year ending September 30, 2024	Deputy Chief Executive Officer and Director	0	7,731,971 ⁽³⁾	-
Philippe de Rovira	M	51 years	French	General Meeting of June 7, 2021	General Meeting of June 7, 2021		Director ⁽¹⁾	0	0 ⁽⁵⁾	-
Sophie Le Roi	F	49 years	French	Board of Directors meeting of September 26, 2022			Director ⁽¹⁾	0	0 ⁽⁵⁾	Member of the Audit Committee
Xavier Duchemin	M	58 years	French	Board of Directors meeting of September 26, 2022			Director ⁽¹⁾	0	0 ⁽⁵⁾	Member of the CSR Committee
Linda Jackson	F	66 years	French	General Meeting of June 7, 2021	General Meeting of June 7, 2021		Director ⁽¹⁾	0	0 ⁽⁵⁾	Member of the Appointments and Remuneration Committee
Delphine Mousseau	F	53 years	French	General Meeting of June 7, 2021	General Meeting of June 7, 2021		Independent director ⁽²⁾	2	450	Chairwoman of the Appointments and Remuneration Committee and member of the Audit Committee
Céline Vuillequez	F	51 years	French	General Meeting of June 7, 2021	General Meeting of June 7, 2021		Independent director ⁽²⁾	0	100	Chairwoman of the CSR Committee
Patrick Bataillard	M	60 years	French	General Meeting of June 7, 2021	General Meeting of June 7, 2021		Independent director ⁽²⁾	0	1,600	Chairman of the Audit Committee and member of the Appointments and Remuneration Committee

(1) Director appointed upon proposal of Stellantis N.V.

(2) As defined in the AFEP-MEDEF Code

(3) Held via Sensei Investment, a company of which Nicolas Chartier holds all the share capital and voting rights.

(4) Held via Laurelin, a company of which Guillaume Paoli holds all the share capital and voting rights.

(5) Directors who are not authorized to hold the Company's shares, in accordance with Article 3.10 of the internal rules of the Company's Board of Directors.

9 directors

33.3% independent directors

54 years of age on average

44.4% female directors

Changes in the composition of the Board of Directors

As the terms of office of all Board members expire at the end of this General Meeting, it will be proposed to renew the terms of office of Guillaume Paoli, Nicolas Chartier, Patrick Bataillard, Linda Jackson, Delphine Mousseau, Sophie Le Roi and Philippe de Rovira. In order to comply with the provisions of the AFEP-MEDEF Code and to allow for a staggered renewal of the directors' terms of office, it will be proposed to renew them for terms of two to four years.

The appointment of Sonia Barrière and James Weston as new directors for three-year terms will also be proposed to the General Meeting.

A graduate of École Nationale des Ponts et Chaussées, Sonia Barrière has solid experience in sectors focused on digital transformation, customer strategy, and operational efficiency. In her management positions she steered strategic transformation initiatives and developed innovative strategies in response to customers' needs.

James Weston holds a bachelor's degree in business management from Bradford University. In the automotive sector for 27 years and with Stellantis since 2001. There, he has served as Senior Vice-President for used vehicles since October 2024.

Activities of the Board of Directors in the financial year ended September 30, 2024

During the financial year ended September 30, 2024, the Board of Directors met five times and discussed the following topics in particular:

Thèmes	Conseil d'administration du 28 novembre 2023	Conseil d'administration du 5 mars 2024	Conseil d'administration du 27 mai 2024	Conseil d'administration du 22 juillet 2024	Conseil d'administration du 23 septembre 2024
Activité, marché					
Point marché	☑	☑	☑	☑	☑
Point de situation de l'activité		☑	☑	☑	☑
Budget et résultats financiers					
Examen et arrêté des comptes annuels, des comptes consolidés et proposition d'affectation du résultat, après revue en Comité d'audit	☑				
Revue du Document d'enregistrement universel, examen et arrêté du Rapport de gestion, après revue en Comité d'audit	☑				
Autorisation donnée au Président-Directeur général de consentir des cautions, avals et garanties	☑				☑
Examen et arrêté des comptes semestriels et du Rapport financier semestriel après revue en Comité d'audit			☑		
Documents de gestion prévisionnelle	☑		☑		
Budget annuel					☑
Plan Moyen Terme				☑	☑
Stratégie, M&A					
Point de situation stratégie				☑	
Capital Market Day		☑		☑	☑
Points M&A		☑	☑		☑
RSE					
Examen et arrêté de la DPEF, après examen en Comité RSE	☑				
Détermination des orientations stratégiques pluriannuelles en matière de RSE et intégrant la stratégie climat, après examen en Comité d'audit et en Comité RSE				☑	
Présentation des modalités de mise en œuvre de la stratégie pluriannuelle RSE				☑	
Assemblée générale					
Convocation de l'Assemblée générale annuelle et arrêté du texte des résolutions	☑				
Gouvernement d'entreprise					
Arrêté du Rapport sur le gouvernement d'entreprise, après examen par le Comité des nominations et des rémunérations	☑				
Nomination du nouveau Directeur financier	☑				
Mise à jour des Règlements intérieurs du Conseil d'administration et de ses comités après examen par les Comités respectifs			☑		
Conventions réglementées et conventions courantes (examen, évaluation); information annuelle sur la mise en œuvre de la procédure d'évaluation, après examen en Comité d'audit; évolution de la composition du Comité de qualification des conventions	☑				
Gouvernance des filiales (en Belgique et en Autriche), après examen en Comité des nominations et des rémunérations			☑		☑
Rappel des obligations des initiés et des PDMR			☑		
Rémunérations, ressources humaines, mixité					
Rémunération des PDG et DGD au titre de l'exercice clos le 30 septembre (ex-post), après examen par le Comité des nominations et des rémunérations	☑				☑
Politique de rémunération des PDG et DGD au titre de l'exercice clos à clore (ex-ante), après examen en Comité des nominations et des rémunérations	☑				
Rémunération des administrateurs indépendants (ex-ante), après examen en Comité des nominations et des rémunérations					
Plans d'intéressement à long terme (attribution gratuite d'actions) pour l'exercice à clore le 30 septembre 2024, après examen en Comité des nominations et des rémunérations	☑				
Détermination de taux de réalisation de plans 2022 d'attribution gratuite d'actions		☑			
Approbation des frais des administrateurs indépendants	☑				
Modification du plan d'intéressement, après examen en Comité des nominations et des rémunérations	☑				
Politique en matière d'égalité professionnelle et salariale, après examen en Comité des nominations et des rémunérations	☑				

Attendance rate at Board of Directors meetings

The attendance rate was 98% for all directors.

Annual evaluation of the Board of Directors

The internal rules of the Board of Directors include the procedures to be used by the Board to evaluate its ability to meet the expectations of shareholders, by periodically reviewing its membership, organization and operations. To that effect, based on a report from the Appointments and Remuneration

Committee, the Board of Directors must, on an annual basis, devote an item on its agenda to the evaluation of its operating procedures, the verification that important issues are appropriately prepared and discussed within the Board, and the measurement of the actual contribution of each member to the Board's work in respect of their expertise and involvement in deliberations. This evaluation is based on responses to an anonymous, individual questionnaire sent to each Board member once a year.

For the financial year ended September 30, 2023, the Board of Directors requested an outside firm to:

- identify satisfactory points and areas for improvement concerning the composition and expertise of the Board of Directors, the functioning of the Board and the Committees, information, relations between the directors and with the executive, and the coordination between the Board and the Committees;
- assess the potential impacts related to the strategy deployed and the related challenges for governance;
- assess the key areas of expertise covered by the directors and the perception of their individual contributions;
- assess the adequacy with respect to the provisions of the AFEP-MEDEF Code.

For the financial year ended September 30, 2024, Board members responded to a self-evaluation questionnaire to provide feedback on the implementation of initiatives in financial year 2024 in the areas of improvement identified in 2023.

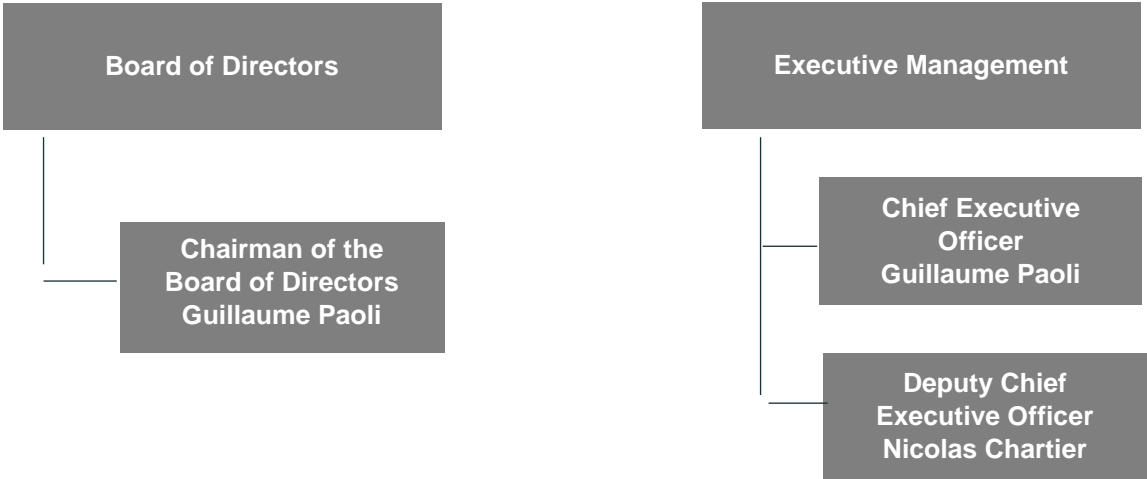
Most of the areas for improvement are considered finalized by at least half of the directors who responded to the questionnaire.

The Board of Directors also met without the executive directors at the end of the meeting on November 26, 2024 to discuss the annual evaluation of the Board of Directors and its committees and the relations with the executive team. The Board members welcomed the improved collaboration with the management team and encouraged them to intensify the sharing of information about the Company and to allocate more time to discussions, particularly for agenda items focused on the key functions of the company.

Specialized Board Committees at September 30, 2024



Executive Management at September 30, 2024



Procedures and functioning of management bodies

Form of Executive Management and Chairman of the Board of Directors

The positions of Chairman of the Board of Directors and Chief Executive Officer of the Company are combined.

Pursuant to the shareholders' agreement signed by Stellantis, Nicolas Chartier and Guillaume Paoli at the time of the Company's IPO, the functions of Chairman and Chief Executive Officer and Deputy Chief Executive Officer shall be assumed alternately by Nicolas Chartier and Guillaume Paoli, with a rotation of their respective functions occurring every two years.

Thus, since June 8, 2023, Nicolas Chartier has been Deputy Chief Executive Officer and Guillaume Paoli has been Chairman and Chief Executive Officer of the Company.

Powers of the Chairman and Chief Executive Officer and of the Deputy Chief Executive Officer

As required by law, by the Company's articles of association and by the internal rules of the Board of Directors, the Company's Chairman and Chief Executive Officer chairs the meetings of the Board of Directors and sees to the effective functioning of the corporate bodies, ensuring, in particular, that the directors are able to fulfill their duties. The Chairman and Chief Executive Officer is given full powers to act, in any circumstances, on behalf of the Company. He exercises these powers within the limits of the corporate purpose and subject to the powers expressly provided by law to the General Shareholders' Meetings and to the Board of Directors. The Chairman and Chief Executive Officer represents the Company in its relations with third parties.

The Deputy Chief Executive Officers has the same powers as the Chairman and Chief Executive Officer with regard to third parties. The Company shall be bound by the actions of the Chairman and Chief Executive Officer and/or Deputy Chief Executive Officer even if unrelated to the corporate purpose, unless the Company can prove that the third party involved either knew that the decision went beyond said purpose or could not be unaware of this under the circumstances; mere publication of the articles of association is not sufficient proof thereof. Decisions of the Board of Directors that limit the powers of the Chairman and Chief Executive Officer and/or Deputy Chief Executive Officer are not binding on third parties.

The Chairman and Chief Executive Officer or Deputy Chief Executive Officer may, within the limits set by current law, delegate such powers as they deem appropriate for the accomplishment of one or more fixed objectives to any agents of their choosing, even outside the Company, who may act individually or as a committee or commission, and with or without the right to make substitutions, subject to the limitations provided by law. Such powers may be permanent or temporary and carry or not carry an option to make substitutions. Delegations of power thus granted remain effective even though the individual who conferred them is no longer in office.

For further information on the restrictions that the Board of Directors may place on the powers of the Chairman and Chief Executive Officer and/or the Deputy Chief Executive Officer, please refer to Article 1.4 of the Board of Directors' internal rules, the terms of which are set out in Section 7.1.5.2 of the Corporate Governance Report in Chapter 2 of the 2024 Universal Registration Document.

Description of the diversity policy within the Board of Directors, as defined in Article L. 22-10-10 2° of the French Commercial Code

The Company's directors come from a variety of backgrounds and have a variety of qualifications and experience, reflecting the objectives set by the Board of Directors and the various aspects of the Group's long-term strategy. The presentation of each director in the Company's 2024 Universal Registration Document provides a better understanding of their diversity and the complementarity of their experiences. The Board ensures the good balance of its composition and that of its Committees, particularly in terms of diversity (international experience, expertise, etc.). Based on the recommendations made by the Appointments and Remuneration Committee, directors are appointed according to their qualifications, professional expertise and independent-mindedness, either at General Meetings or through co-optation.

Information on the gender balance within the Board of Directors

At September 30, 2024, the Board of Directors included four women: Sophie Le Roi, Linda Jackson, Delphine Mousseau and Céline Vuillequez, representing 44.4% of the directors. The Company thus complies with the provision of Act No. 2011-103 of January 27, 2011 relative to the gender balance on Boards of Directors and Supervisory Boards, and to professional equality. The proportion of female directors is at least 40%, in line with the provisions of Articles L. 225-18-1 and L. 22-10-3 of the French Commercial Code.

For further details, see Section 2.1.2.4 of the 2024 Universal Registration Document.

REMUNERATION OF CORPORATE OFFICERS

Remuneration policy for the financial year ending September 30, 2025

The following sub-sections set out the remuneration policy applicable to the Company's executive directors, in particular for the financial year ending September 30, 2025. They describe the components of their fixed and variable remuneration and explain the decision-making process used for their determination, revision and implementation.

In accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, the remuneration policy set out below is subject to the approval of the Combined General Meeting of February 4, 2025. It is recalled that the last annual approval of the remuneration policy applicable to the Chairman and Chief Executive Officer and Deputy Chief Executive Officer took place by way of a resolution of the Combined General Meeting of February 9, 2024.

Decision-making principles and processes used to determine, revise and implement the Group's remuneration policy during the financial year ending September 30, 2025

The Group's remuneration policy, which includes the remuneration of its executive directors, is aimed at, in compliance with the Company's corporate interest and in line with market and industry practices, ensuring competitive remuneration levels while preserving strong links with the company's performance and maintaining a balance between short-term and medium/long-term performance, in support of the Group's commercial strategy and viability.

In order to attract and retain the best talent, the Group has put in place a remuneration policy that entails:

- (i) a base salary for the position held which is attractive to recruit and retain talent, and for the employees concerned;
- (ii) an annual variable remuneration, which seeks to reward in the fairest possible way the performance and involvement of employees, taking into account the Group's financial and operational objectives.

Market data is regularly collected and analyzed by the Group in order to maintain the competitiveness of its remuneration policy, while controlling the growth of its payroll. Most Group employees are thus eligible for annual variable remuneration, which may total from 3% to 50% of the annual base salary for executives, and is conditional on achieving operational objectives.

This annual variable remuneration, which is a source of motivation for the teams, is based on annual criteria including safety, the environment, financial and operational performance, and personal objectives.

Beyond this annual variable remuneration, the Group intends to fully involve all of its employees in its development through share ownership; the employee share ownership policy is thus a strategic means to support the Group's profitable and lasting growth and which the Group intends to actively pursue.

Within the Group, the remuneration policy applicable to executive directors is set by the Board of Directors on the proposal of the Appointments and Remuneration Committee. The Appointments and Remuneration Committee is chaired by an independent director and is mainly composed of independent directors as defined by the AFEP-MEDEF Code. At the start of the year, the Appointments and Remuneration Committee verifies the level of achievement of the performance criteria set for the past financial year, on which the payment of the variable remuneration is based. The Board of Directors and the Appointments and Remuneration Committee ensure that the executive directors' remuneration complies with the recommendations of the AFEP-MEDEF Code.

Lastly, under the say-on-pay mechanism, the remuneration policy applicable to the Company's executive directors, as well as the remuneration components and benefits paid to them during the past financial year, are submitted annually, in accordance with the provisions of Articles L. 22-10-8 and L. 22-10-34 of the French Commercial Code, for approval by the Company's General Shareholders' Meeting.

Components of the remuneration of the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer for the financial year ending September 30, 2025

Fixed remuneration

At its meeting of November 26, 2024, the Board of Directors set the remuneration of the Chairman and Chief Executive Officer and of the Deputy Chief Executive Officer of the Company for the financial year ending September 30, 2025. For each of them, it will consist of a fixed remuneration in the gross amount of €400,000, unchanged from the remuneration payable for the financial year ended September 30, 2024.

Annual variable remuneration

The Chairman and Chief Executive Officer and the Deputy Chief Executive Officer will not receive variable annual remuneration.

Benefits in kind/departure indemnity

The Chairman and Chief Executive Officer and the Deputy Chief Executive Officer of the Company will not receive any benefits in kind. In addition, they will not receive any departure indemnity or non-competition indemnity.

Allocation of performance shares

The Company is implementing a long-term incentive plan for Group employees and executives. The aim of this plan is to build loyalty and unite employees around the Group's objectives of growth, profitability and social and environmental responsibility.

The incentive and/or remuneration plans (of any kind) relate to a total number of shares that may not exceed 5% of the Company's share capital following the completion of its initial public offering.

The Company has put in place mechanisms to offer Group employees company savings plans (plan d'épargne entreprise – PEE), as well as a performance share allocation program over a three- or four-year period for the benefit of the Group's main executives and key managers (see Section 7.3.2.4 "Employee share ownership" of the Company's 2024 Universal Registration Document).

In particular, on November 26, 2024, the Company's Board of Directors decided to set up a performance share allocation plan for Guillaume Paoli and Nicolas Chartier, by allocating a maximum of 20,000 ordinary shares to each of the two corporate officers. The free shares to be granted under this 2024 Executive Free Share Plan are subject to a three-year vesting period from the date of allocation. The allocation of the free shares under this plan will be conditioned on the presence of the executives at the end of the vesting period, and the number of free shares to be allocated will be determined on the basis of the achievement of performance conditions related to the Group's profitability, growth in the number of B2C vehicles delivered by the Group, the level of customer satisfaction (NPS) and the reduction of greenhouse gas emissions from vehicles sold.

Summary of the fixed and variable components of the remuneration of the Chairman and Chief Executive Officer

Remuneration components	Principle	Determination criteria
Fixed remuneration	The Chairman and Chief Executive Officer receives a fixed remuneration in the form of twelve monthly payments.	For the financial year ending September 30, 2025, the gross annual amount was set at €400,000.
Annual variable remuneration	N/A	N/A
Long-term remuneration (performance shares)	The Chairman and Chief Executive Officer is granted performance shares in the Company, subject to the fulfillment of performance criteria.	The definitive allocation of the shares under the Executive Officers' Share Allocation Plan will be made without any discount (a) subject to the ongoing employment of the executive concerned and (b) subject to performance criteria relating in particular to (i) a target for growth in number of vehicles delivered in B2C, (ii) a target for customer satisfaction (NPS), (iii) compliance with a Group profitability threshold and (iv) a CSR performance criterion.
Long-term remuneration (stock options or warrants)	N/A	N/A
Supplementary pension plan	N/A	N/A
Departure indemnity and non-competition indemnity	N/A	N/A
Benefits in kind	N/A	N/A

Summary of the fixed and variable components of the remuneration of the Deputy Chief Executive Officer

Remuneration components	Principle	Determination criteria
Fixed remuneration	The Deputy Chief Executive Officer receives a fixed remuneration in the form of twelve monthly payments.	For the financial year ending September 30, 2025, the gross annual amount was set at €400,000.
Annual variable remuneration	N/A	N/A
Long-term remuneration (performance shares)	The Deputy Chief Executive Officer is granted performance shares in the Company, subject to the fulfillment of performance criteria.	The definitive allocation of the shares under the Executive Officers' Share Allocation Plan will be made without any discount (a) subject to the ongoing employment of the executive concerned and (b) subject to performance criteria relating in particular to (i) a target for growth in number of vehicles delivered in B2C, (ii) a target for customer satisfaction (NPS), (iii) compliance with a Group profitability threshold and (iv) a CSR performance criterion.
Long-term remuneration (stock options or warrants)	N/A	N/A
Supplementary pension plan	N/A	N/A
Departure indemnity and non-competition indemnity	N/A	N/A
Benefits in kind	N/A	N/A

Components of directors' remuneration for the financial year ending September 30, 2025

The Company's General Shareholders' Meeting of February 9, 2024 decided, in its eighth resolution, to set the overall amount of remuneration allocated to the Board of Directors to €183,600 for the financial year ended September 30, 2024 and for subsequent financial years, until the General Meeting resolves otherwise. On September 23, 2024, the Board of Directors decided to propose an increase in the total amount for the financial year ending September 30, 2025 from €183,600 to €187,280.

On the recommendation of the Appointments and Remuneration Committee, the Board of Directors shall freely distribute among its members the remuneration allocated to the Board of Directors by the General Shareholders' Meeting, particularly taking into consideration, in accordance with the recommendations of the AFEP-MEDEF Code, the actual participation of directors in Board and Committee meetings. A contribution set by the Board and taken from the overall amount allocated to the Board shall be paid to the members of the Committees, particularly taking into consideration the actual participation of Committee members in the meetings of such Committees;

At its meeting on September 23, 2024, the Board of Directors decided that the methods for allocating the total amount of remuneration paid to the Board of Directors would remain unchanged from the previous financial year.

The basic remuneration of the Board of Directors for the financial year ending September 30, 2025 will therefore be allocated as follows:

- 60% of the amount will be allocated to meetings of the Board of Directors;
- 20% of the amount will be allocated to Audit Committee meetings;
- 12% of the amount will be allocated to Appointments and Remuneration Committee meetings; and
- 8% of the amount will be allocated to CSR Committee meetings.

With regard to Board of Directors' meetings, the fixed annual portion will represent 40% of the remuneration and the variable portion will represent 60% of the remuneration.

Moreover, the remuneration paid to the Chairs of specialized Board Committees for participation in the meetings of such Committees is weighted by a factor of two.

Remuneration and benefits granted to corporate officers during the financial year ended September 30, 2024

The Annual General Meeting shall rule on a draft resolution regarding the information mentioned in Item I, Article L. 22-10-9 of the French Commercial Code that must be included in the Corporate Governance Report and which includes the components of the remuneration paid or granted in respect of the corporate office during the past financial year, i.e. the financial year ended September 30, 2024. The Annual General Meeting shall rule on the fixed, variable and exceptional components of the total remuneration and benefits of any nature paid or granted during the past financial year, by way of a separate resolution for each corporate officer.

Summary table of the fixed, variable and exceptional components of the total remuneration and benefits of any nature paid or allocated during the financial year ended September 30, 2024 to Guillaume Paoli, Chairman and Chief Executive Officer

Remuneration components	Amounts
Fixed remuneration	€400,000
Variable remuneration	None
Extraordinary remuneration	None
Remuneration for the term of office as Director	None
Performance shares	20,000
Pension plan	None
Severance indemnity	None
Non-competition indemnity	None
Incentive schemes and profit-sharing (including matching contributions)	None
Benefits in kind	None

Summary table of the fixed, variable and exceptional components of the total remuneration and benefits of any nature paid or allocated during the financial year ended September 30, 2024 to Nicolas Chartier, Deputy Chief Executive Officer

Remuneration components	Amounts
Fixed remuneration	€400,000
Variable remuneration	None
Extraordinary remuneration	None
Remuneration for the term of office as Director	None
Performance shares	20,000
Pension plan	None
Severance indemnity	None
Non-competition indemnity	None
Incentive schemes and profit-sharing (including matching contributions)	None
Benefits in kind	None

Ratio between the level of remuneration of the Chairman and Chief Executive Officer and Deputy Chief Executive Officer and the average and median remuneration paid to Group employees (equity ratios)

For the calculation of the ratios presented below in accordance with Article L. 22-10-9 I 6° of the French Commercial Code, the Company referred to the AFEP-MEDEF guidelines of February 2021.

In particular:

- The ratios below were calculated on the basis of the remuneration paid during the financial years mentioned, including the expenses and employer contributions paid on this remuneration. This executive directors' remuneration includes the fixed remuneration paid during the financial years mentioned, as well as the performance shares granted during the same periods and valued at their book value on the date they were granted;
- For employees, the remuneration taken into account for the calculation is the full-time equivalent (FTE) remuneration;
- As for the previous financial year, the following entities were included in the calculation of the equity ratios: the listed company Aramis Group, Aramis, The Remarketing Company and The Customer Company, as this scope covers 100% of the payroll in France. It was decided to expand the scope of calculation of the equity ratios to all French entities of the Group, as the listed company Aramis Group had only 7 employees at September 30, 2024 and thus does not have a scope considered to be representative.
- The consolidated adjusted EBITDA is a performance indicator which is monitored regularly by the Group to analyze and assess its businesses and their trends, measure performance, prepare earnings forecasts and make strategic decisions.

Comparison of the level of remuneration of executive directors with that of Group employees

Guillaume Paoli

	Financial year ended September 30, 2024	Financial year ended September 30, 2023
Ratio on cost of average remuneration	10	12.7
Ratio on cost of median remuneration	12.2	14.3

Nicolas Chartier

	Financial year ended September 30, 2024	Financial year ended September 30, 2023
Ratio on cost of average remuneration	10	12.7
Ratio on cost of median remuneration	12.2	14.3

Comparison of the level of remuneration of executive directors with that of Group employees

Guillaume Paoli

	Financial year ended September 30, 2024	Financial year ended September 30, 2023
Ratio on cost of average remuneration	2.9	4.6
Ratio on cost of median remuneration	3.6	5.3

Nicolas Chartier

	Financial year ended September 30, 2024	Financial year ended September 30, 2023
Ratio on cost of average remuneration	2.9	4.6
Ratio on cost of median remuneration	3.6	5.3

Annual change in the remuneration of executive directors and employees in consideration of the Company's performance

	Financial year ended September 30, 2024	Financial year ended September 30, 2023	Financial year ended September 30, 2022
Cost of the remuneration of Guillaume Paoli (in thousands of euros, including charges and employer contributions based on this remuneration)	643	640	882
Cost of the remuneration of Nicolas Chartier (in thousands of euros, including charges and employer contributions based on this remuneration)	642	640	882
Consolidated adjusted EBITDA (in thousands of euros)	50,480	9,646	(10,665)
Cost of the average remuneration of employees on an FTE basis (in thousands of euros, including related employer contributions)	64	50	55

For further details on the remuneration of corporate officers, please refer to Section 2.4 "Information on remuneration" of the Corporate Governance Report in Chapter 2 of the 2024 Universal Registration Document.

DELEGATIONS OF AUTHORITY AND FINANCIAL AUTHORIZATIONS

A summary table of the financial authorizations adopted by the General Meetings of February 10, 2023 and February 9, 2024 is provided below, specifying in particular their amount and duration. The resolutions proposed for renewal at the General Meeting of February 4, 2025 are also indicated in this section, and the amounts and durations of the financial authorizations concerned remain unchanged.

The Company's General Shareholders' Meetings of February 10, 2023 and February 9, 2024 adopted the following financial delegations of authority:

General Meeting	Resolution	Type of delegation/authority	Maximum duration	Maximum nominal amount
02/09/2024	Eleventh Resolution	Authorization to transact in the Company's shares	18 months	Up to a maximum of 10% of the total number of shares composing the share capital
02/09/2024	Twelfth Resolution	Authorization granted to the Board of Directors to reduce the share capital by canceling treasury shares	26 months	Up to a limit of 10% of the share capital per 24-month period
02/10/2023	Fifteenth Resolution	Delegation of authority to the Board of Directors to increase the share capital through capitalization of reserves, profits, premiums or any other sum for which capitalization is allowed	26 months	€331,000 (around 20% of capital)
02/10/2023	Sixteenth Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, with preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future	26 months	€828,000 (approximately 50% of the share capital) ⁽¹⁾ €500,000,000 with respect to the debt securities ⁽²⁾
02/10/2023	Seventeenth Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, with a mandatory priority subscription period, in the context of a public offer other than those referred to in Article L. 411-2 of the French Monetary and Financial Code	26 months	€331,000 (approximately 20% of the share capital) ⁽¹⁾ €500,000,000 with respect to the debt securities ⁽²⁾
02/10/2023	Eighteenth Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, with an optional priority subscription period, in the context of a public offer other than those referred to in Article L. 411-2 of the French Monetary and Financial Code ⁽³⁾	26 months	€165,000 (approximately 10% of the share capital) ⁽¹⁾ €500,000,000 with respect to the debt securities ⁽²⁾

General Meeting	Resolution	Type of delegation/authority	Maximum duration	Maximum nominal amount
02/10/2023	Nineteenth Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, in the context of a public offer referred to in Item 1 of Article L. 411-2 of the French Monetary and Financial Code	26 months	€165,000 (approximately 10% of the share capital) ⁽¹⁾ €500,000,000 with respect to the debt securities ⁽²⁾
02/10/2023	Twentieth Resolution	Authorization granted to the Board of Directors in the event of issuance without preferential subscription rights by means of a public offer, in order to determine the issuance price in accordance with the arrangements stipulated by the General Meeting, within the limit of 10% of capital per year	26 months	10% of the capital per year ⁽¹⁾ €500,000,000 with respect to the debt securities ⁽²⁾
02/10/2023	Twenty-first Resolution	Authorization to the Board of Directors to increase the amount of the issues, with or without maintaining preferential subscription rights	26 months	Limit set by applicable regulations (to date, 15% of the original issue) ⁽¹⁾ €500,000,000 with respect to the debt securities ⁽²⁾
02/10/2023	Twenty-second Resolution	Delegation of the necessary powers to the Board of Directors to increase the share capital by issuing shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, in consideration for contributions in kind ⁽⁴⁾	26 months	10% of the share capital ⁽¹⁾ €500,000,000 with respect to the debt securities ⁽²⁾
02/09/2024	Thirteenth Resolution	Delegation of authority granted to the Board of Directors to issue shares reserved for the members of a company savings plan, without preferential subscription rights for shareholders for the benefit of such members	26 months	€24,800 (approximately 1.5% of the share capital) ⁽¹⁾ ⁽⁴⁾
02/09/2024	Fourteenth Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares intended for an identified category of beneficiaries (employees, executive directors and corporate officers of the Company and its related companies)	18 months	€24,800 (approximately 1.5% of the share capital) ⁽¹⁾ ⁽⁴⁾
02/09/2024	Fifteenth Resolution	Delegation of authority to the Board of Directors to grant warrants for ordinary shares of the Company to specified categories of persons, automatically entailing the waiver by shareholders of their preferential subscription rights	18 months	€8,200 (approximately 0.5% of the share capital) ⁽¹⁾ ⁽⁴⁾
02/09/2024	Sixteenth Resolution	Authorization to the Board of Directors to allocate new or existing free shares in the Company, without preferential subscription rights, to salaried employees, or certain categories of them, and to executive directors, or certain corporate officers of the Company and/or its related companies	38 months	5% of the share capital ⁽¹⁾ ⁽⁴⁾

- (1) The maximum overall nominal amount of the capital increases that may be carried out pursuant to this delegation is counted against the total ceiling on immediate and deferred increases, set at €828,000 (50% of the number of shares composing the share capital of the Company).
- (2) The total maximum nominal amount of issues of debt securities that may be made under this authority is counted against the amount of the total ceiling set at €500 million for issues of debt securities.
- (3) Including in the context of a public exchange offer initiated by the Company (art. L. 22-10-54 of the French Commercial Code)
- (4) The maximum nominal amount of the capital increases that may be completed pursuant to this delegation is counted against the combined ceiling applicable to capital increases reserved for members of a company savings plan (plan d'épargne entreprise), capital increases reserved for an identified category of beneficiaries (employees, executive directors and corporate officers of the Company and of related companies), and allocations of free shares and warrants, set at 5% of the Company's capital.

Concerning the use of existing financial authorizations:

On November 28, 2023, the Company's Board of Directors decided to set up following performance share plans:

- A free share allocation plan (the "2023 Executive Free Share Plan") as part of the long-term incentive policy with the allocation of a maximum of 20,000 ordinary shares for each of the two corporate executive officers. The free shares to be granted under this 2023 Executive Free Share Plan are subject to a three-year vesting period from the date of allocation. The allocation of the free shares under this plan will be conditioned on the presence of the executives at the end of the vesting period, and the number of free shares to be allocated will be determined on the basis of the achievement of performance conditions related to the Group's profitability, growth in the number of B2C vehicles delivered by the Group, the level of customer satisfaction and the reduction of greenhouse gas emissions from vehicles sold.
- a free share plan (the "2023 Employee Free Share Plan") for 870,000 ordinary shares to certain employees holding executive and management positions within the Group (the "2023 Employee Free Shares"). The shares under the 2023 Employee Free Share Plan are subject to a three-year vesting period; in addition, for the beneficiaries of the 2023 Employee Free Share Plan with the status of "Head of country," the Board of Directors made use of the delegation by deciding on an additional allocation of 155,000 free shares (the "2023 Supplemental Free Shares").

At September 30, 2024, Group employees held approximately 0.82% of the Company's share capital (0.04% of which through the Company Savings Plan); this rate has not changed since.

On November 26, 2024, the Company's Board of Directors decided to set up following performance share plans:

- A free share allocation plan (the "2024 Executive Free Share Plan") as part of the long-term incentive policy with the allocation of a maximum of 20,000 ordinary shares for each of the two corporate executive officers. The free shares to be granted under this 2024 Executive Free Share Plan are subject to a three-year vesting period from the date of allocation. The allocation of the free shares under this plan will be conditioned on the presence of the executives at the end of the vesting period, and the number of free shares to be allocated will be determined on the basis of the achievement of performance conditions related to the Group's profitability, growth in the number of B2C vehicles delivered by the Group, the level of customer satisfaction (NPS) and the reduction of greenhouse gas emissions from vehicles sold.
- a free share plan (the "2024 Employee Free Share Plan") for 578,200 ordinary shares to certain employees holding executive and management positions within the Group (the "2024 Employee Free Shares"). The shares under the 2024 Employee Free Share Plan are subject to a three-year vesting period; in addition, for the beneficiaries of the 2024 Employee Free Share Plan with the status of "Head of country," the Board of Directors made use of the delegation by deciding on an additional allocation of 112,500 free shares (the "2024 Supplemental Free Shares").

Delegations of authority for capital increases proposed at the Combined General Meeting of February 4, 2025:

Resolution	Type of delegation/authority	Maximum duration	Maximum nominal amount
Twenty-first Resolution	Authorization to transact in the Company's shares	18 months	Up to a maximum of 10% of the total number of shares composing the share capital
Twenty-second Resolution	Authorization granted to the Board of Directors to reduce the share capital by canceling treasury shares	26 months	Up to a limit of 10% of the share capital per 24-month period
Twenty-third Resolution	Delegation of authority to the Board of Directors to increase the share capital through capitalization of reserves, profits, premiums or any other sum for which capitalization is allowed	26 months	€331,000 (approximately 20% of the share capital)
Twenty-fourth Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, with preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future	26 months	€828,000 (approximately 50% of the share capital) ⁽¹⁾
Twenty-fifth Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, with a mandatory priority subscription period, in the context of a public offer other than those referred to in Article L. 411-2 of the French Monetary and Financial Code	26 months	€497,140 (approximately 30% of the share capital) ⁽¹⁾
Twenty-sixth Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, with an optional priority subscription period, in the context of a public offer other than those referred to in Article L. 411-2 of the French Monetary and Financial Code	26 months	€497,140 (approximately 30% of the share capital) ⁽¹⁾
Twenty-seventh Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, in the context of a public offer referred to in Item 1 of Article L. 411-2 of the French Monetary and Financial Code	26 months	€497,140 (approximately 30% of the share capital) ⁽¹⁾

Resolution	Type of delegation/authority	Maximum duration	Maximum nominal amount
Twenty-eighth Resolution	Authorization to the Board of Directors to increase the amount of the issues, with or without maintaining preferential subscription rights	26 months	Subject to a limit of 15% of the amount of the issue ⁽¹⁾⁽³⁾
Twenty-ninth Resolution	Delegation of the necessary powers to the Board of Directors to increase the share capital by issuing shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, in consideration for contributions in kind	26 months	€331,000 (approximately 20% of the share capital) ⁽¹⁾
Thirtieth Resolution	Delegation of authority to the Board of Directors to increase the share capital without preferential subscription rights by issuing Company shares reserved for members of a company savings plan	26 months	€24,800 (approximately 1.5% of the share capital) ^{(1) (2)}
Thirty-first Resolution	Delegation of authority granted to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares intended for an identified category of beneficiaries (employees, executive directors and corporate officers of the Company and its related companies)	18 months	€24,800 (approximately 1.5% of the share capital) ^{(1) (2)}
Thirty-second Resolution	Delegation of authority to the Board of Directors to grant warrants for ordinary shares of the Company to specified categories of persons, automatically entailing the waiver by shareholders of their preferential subscription rights	18 months	€8,200 (approximately 0.5% of the share capital) ^{(1) (2)}
Thirty-third Resolution	Authorization given to the Board of Directors to allocate new or existing free shares in the Company, without preferential subscription rights, to salaried employees, or certain categories of them, and to executive directors, or certain corporate officers of the Company and/or its related companies	38 months	5% of the share capital ⁽¹⁾⁽²⁾

(1) The maximum overall nominal amount of the capital increases that may be carried out pursuant to this delegation of authority counts toward the total ceiling applied to immediate and deferred capital increases under item 2 of the twenty-fourth resolution, set at €828,000 (i.e. 50% of the number of shares representing the share capital).

(2) The maximum nominal amount of the capital increases that may be completed pursuant to this delegation counts toward the combined ceiling applicable to capital increases reserved for members of a company savings plan (plan d'épargne entreprise), capital increases reserved for an identified category of beneficiaries (employees, executive directors and corporate officers of the Company and of related companies), and allocations of free shares and warrants, set at 5% of the Company's capital.

(3) This resolution allows for an increase of 15% in the size of issues affected by the twenty-fourth, twenty-fifth, twenty-sixth and twenty-seventh resolutions.

PRESENTATION OF THE RESOLUTIONS SUBMITTED FOR APPROVAL TO THE COMBINED GENERAL MEETING OF FEBRUARY 4, 2025

PRESENTATION OF THE RESOLUTIONS

I - Financial statements for the financial year ended September 30, 2024 and appropriation of net profit (loss) (first to third ordinary resolutions)

The first resolution concerns the approval of the annual financial statements. The reported net profit (loss) for the financial year ended September 30, 2024 stood at -€8,023,659. Detailed notes on the annual financial statements are included in the Company's 2024 Universal Registration Document.

The second resolution concerns the approval of the consolidated financial statements, which show a profit of €5,012,943. Detailed notes on the consolidated financial statements are included in the Company's 2024 Universal Registration Document.

The third resolution concerns the appropriation of net profit (loss). We propose to allocate the loss of €8,023,659 to retained earnings.

As a reminder, no dividends have been paid in the last three financial years.

II – Approval of the Statutory Auditors' report on regulated related-party agreements (fourth ordinary resolution)

Please note that only new regulated related-party agreements authorized and concluded during the past financial year or at the start of the current financial year are submitted for approval by the General Meeting.

By the fourth resolution, we ask you to approve the Statutory Auditors' special report on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, indicating the absence of any new regulated related-party agreements for the past financial year.

III – Renewal of terms of office/Appointment of new Board members (fifth to thirteenth ordinary resolutions)

By the fifth to eleventh resolutions, you are asked to renew the terms of office as Directors of Guillaume Paoli, Nicolas Chartier, Patrick Bataillard, Linda Jackson, Delphine Mousseau, Sophie Le Roi and Philippe de Rovira. Their terms of office expire at the close of the Combined General Meeting of February 4, 2025. In order to stagger the next renewals of Board members' terms of office, we propose to renew these terms for periods ranging from two to four years.

In addition, the twelfth and thirteenth resolutions propose that you appoint new Board members.

It is submitted to you, on the proposal of the Appointments and Remuneration Committee, the appointment of Sonia Barrière, a French national, born on July 26, 1974 in Bordeaux and residing at 19 boulevard Henri IV 75004 Paris, as a new director for a period of three years to end at the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2027 (*twelfth resolution*).

A graduate of Ecole Nationales des Ponts et Chaussées, Sonia Barrière has solid experience in sectors focused on digital transformation, customer strategy and operational efficiency. In her management positions she steered strategic transformation initiatives and developed innovative strategies in response to customers' needs.

Similarly, on the proposal of the Appointments and Remuneration Committee, the appointment of James Weston, a British national, born on April 2, 1976 in Kurby Muxloe (England) and domiciled at 2-10 boulevard de l'Europe in Poissy (78300) as a new director, for a three-year term to end at the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2027 is submitted to you (*thirteenth resolution*).

James Weston holds a bachelor's degree in business management from Bradford University. In the automotive sector for 27 years and at Stellantis since 2001, where he has served as Senior Vice-President for used vehicles since October 2024.

In the event of a favorable vote on these resolutions, the Board of Directors will remain composed, at the close of this General Meeting, of nine members, including four women.

IV – Appointment of the Statutory Auditor responsible for certifying sustainability disclosures (*fourteenth ordinary resolution*)

Under the recent transposition into French law of Directive°2022/2464 on corporate sustainability reporting (CSRD), the Company will be required to produce its first sustainability report for the financial year ending September 30, 2025. The sustainability information referred to in the provisions of Article L. 233-28-4 of the French Commercial Code must be certified by a Statutory Auditor listed in Item II of Article L. 821-13 of said Code or by an independent third-party organization listed in Article L. 822-3 of said Code.

For the purpose of carrying out this engagement, by the fourteenth resolution, the Board of Directors proposes, on the recommendation of the Audit Committee, that you appoint Deloitte & Associés as Statutory Auditor for the engagement to certify sustainability disclosures for a term of three financial years. This term of engagement will end at the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2027.

Deloitte & Associés has informed the Company in advance that it will accept its appointment as Statutory Auditor for the engagement to certify sustainability disclosures, if the resolution is passed, and that there is no incompatibility or prohibition that could prevent the exercise of such duties.

V – Remuneration (*fifteenth to twentieth ordinary resolutions*)

By the fifteenth resolution, you are asked, pursuant to Article L. 22-10-34 I of the French Commercial Code, to approve the information referred to in Item I of Article L. 22-10-9 of said Code, which is described in the Corporate Governance Report included in Chapter 2 of the Company's 2024 Universal Registration Document and which concerns the following topics:

- Total remuneration and benefits of any nature, distinguishing between fixed, variable and exceptional components, including equity securities, debt securities or securities convertible to equity or conferring rights to the allocation of debt securities of the Company or the companies mentioned in Articles L. 228-13 and L. 228-93, paid in respect of the corporate office held during the past financial year, or allocated in respect of the corporate office held in that financial year, indicating the main conditions for exercising rights, in particular the price and the date of exercise and any amendment to those conditions;

- The proportion relating to fixed and variable remuneration;
- Use of the clawback provision by which variable remuneration must be paid back;
- Commitments of any nature made by the Company and corresponding to components of remuneration, indemnities or benefits payable or likely to be payable upon taking, leaving or changing office or subsequent thereto, including pension commitments and other lifetime benefits, mentioning, under the conditions and in accordance with the procedures laid down by decree, the precise methods for calculating those commitments and the estimated amounts likely to be paid on that basis;
- Any remuneration paid or allocated by a company within the scope of consolidation pursuant to Article L. 233-16;
- For the Chairman of the Board of Directors, the Chief Executive Officer and each Deputy Chief Executive Officer, the ratios between the level of remuneration of each of these executives and, on the one hand, the average remuneration on a full-time equivalent basis of the company's employees other than corporate officers, and on the other hand, the median remuneration on a full-time equivalent basis of the company's employees other than corporate officers;
- Annual change in remuneration, the company's performance, average remuneration on a full-time equivalent basis of the company's employees other than executives, and equity ratios over the last five or more financial years, presented together and in such a way as to allow comparison;
- An explanation of how total remuneration is consistent with the remuneration policy adopted, including how it contributes to the long-term performance of the company, and how performance criteria have been applied;
- The manner in which voting at the last Ordinary General Meeting provided for in Item I of Article L. 22-10-34 was taken into account;
- Any deviation from the procedure for implementing the remuneration policy and any derogation applied in accordance with the second paragraph of Item III of Article L. 22-10-8, including an explanation of the nature of the exceptional circumstances and an indication of the specific components derogated from;
- The application of the obligation to suspend the payment of directors' remuneration when the composition of the Board of Directors does not comply with the provisions of the second paragraph of Article L. 225-45 of the French Commercial Code.

By the sixteenth and seventeenth resolutions, you are requested, in accordance with Article L. 22-10-34 II of the French Commercial Code, to approve the fixed, variable and exceptional components of total remuneration and benefits of any nature paid in the past financial year or allocated for that financial year, by separate resolutions for:

- Guillaume Paoli, Chairman and Chief Executive Officer (sixteenth resolution)
- Nicolas Chartier, Deputy Chief Executive Officer (seventeenth resolution)

These remuneration components are described in the Corporate Governance Report prepared by the Board of Directors pursuant to Article L. 225-37 of the French Commercial Code.

By the eighth to tenth resolutions, you are requested, in accordance with Article L. 22-20-18 of the French Commercial Code, to approve the remuneration policy for corporate officers as presented in the Corporate Governance Report prepared by the Board of Directors pursuant to Article L. 225-37 of the French Commercial Code.

The remuneration policy describes all the components of the fixed and variable remuneration for corporate officers and explains the decision-making process followed for calculating, reviewing and implementing that remuneration. It applies to the directors (eighteenth resolution), the Chairman and Chief Executive Officer (nineteenth resolution) and the Deputy Chief Executive Officer (twentieth resolution) pursuant to Ordinance No. 2019-1234 of November 27, 2019 on the remuneration of corporate officers of listed companies.

With regard to the directors, the eighteenth resolution recalls that the remuneration policy is described in the Corporate Governance Report included in Chapter 2 of the Company's 2024 Universal Registration Document. We propose to increase the amount of remuneration from €183,600 (one hundred eighty-three thousand six hundred euros) to €187,280 (one hundred eighty-seven thousand two hundred and eighty euros); said annual fixed amount may be divided among the directors in accordance with the procedures to be defined by the Board of Directors. This resolution and the amount of remuneration shall be considered approved by the General Meeting at the start of each new financial year until the adoption of a new resolution amending the annual fixed amount allocated to the remuneration of directors.

With regard to the remuneration of the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer, the nineteenth and twentieth resolutions recall that the remuneration policy is described in the Corporate Governance Report included in Chapter 2 of the Company's 2024 Universal Registration Document.

It is recalled that the fixed remuneration of the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer would be unchanged from the previous financial year and that they would not receive any variable remuneration. The Chairman and Chief Executive Officer and the Deputy Chief Executive Officer of the Company will not receive any benefits in kind. In addition, they will not receive any departure indemnity or non-competition indemnity.

Long-term remuneration is implemented in the form of a free share award (maximum of 20,000 ordinary shares of the Company per executive), subject to the fulfillment of performance criteria (the "2024 Executive Officers' Share Allocation Plan").

The free shares granted under the 2024 Executive Officers' Share Allocation Plan are subject to a vesting period of three years from the allocation date and to the executives still being in office at the end of the vesting period. The number of free shares granted under the 2024 Executive Officers' Share Allocation Plan will depend on the fulfillment of the following performance conditions:

- the Group's profitability over the 2025, 2026 and 2027 financial years (for 40% of the shares granted);
- the increase in the number of B2C vehicles delivered by the Group in financial years 2025, 2026 and 2027 (covering 20% of the shares granted);
- the average customer satisfaction level for financial years 2025, 2026 and 2027 (covering 20% of the shares granted); and
- the cumulative reduction in greenhouse gas emissions from vehicles sold over the 2025, 2026 and 2027 financial years (for 20% of the shares granted).

VI - Delegations of authority and authorizations granted to the Board of Directors to carry out transactions affecting the Company's capital (twenty-first ordinary resolution and twenty-second to thirty-third extraordinary resolutions)

Under the twenty-first to thirty-third resolutions, the Board of Directors proposes to this General Meeting to renew several delegations of authority and financial authorizations granted by the General Meetings of February 10, 2023 and February 9, 2024.

The Board of Directors may not, without the prior authorization of this General Meeting, make use of the delegations of authority and authorizations presented below after a third party has filed a public tender offer for the Company's shares and until the end of the offer period.

The following table presents a summary of the delegations of authority and financial authorizations proposed for adoption by this General Meeting:

Resolution	Type of delegation/authority	Maximum duration	Maximum nominal amount
Twenty-first Resolution	Authorization to transact in the Company's shares	18 months	Up to a maximum of 10% of the total number of shares composing the share capital
Twenty-second Resolution	Authorization granted to the Board of Directors to reduce the share capital by canceling treasury shares	26 months	Up to a limit of 10% of the share capital per 24-month period
Twenty-third Resolution	Delegation of authority to the Board of Directors to increase the share capital through capitalization of reserves, profits, premiums or any other sum for which capitalization is allowed	26 months	€331,000 (approximately 20% of the share capital)
Twenty-fourth Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, with preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future	26 months	€828,000 (approximately 50% of the share capital) ⁽¹⁾
Twenty-fifth Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, with a mandatory priority subscription period, in the context of a public offer other than those referred to in Article L. 411-2 of the French Monetary and Financial Code	26 months	€497,140 (approximately 30% of the share capital) ⁽¹⁾
Twenty-sixth Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, with an optional priority subscription period, in the context of a public offer other than those referred to in Article L. 411-2 of the French Monetary and Financial Code	26 months	€497,140 (approximately 30% of the share capital) ⁽¹⁾
Twenty-seventh Resolution	Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, in the context of a public offer referred to in Item 1 of Article L. 411-2 of the French Monetary and Financial Code	26 months	€497,140 (approximately 30% of the share capital) ⁽¹⁾

Resolution	Type of delegation/authority	Maximum duration	Maximum nominal amount
Twenty-eighth Resolution	Authorization to the Board of Directors to increase the amount of the issues, with or without maintaining preferential subscription rights	26 months	Subject to a limit of 15% of the amount of the issue ⁽¹⁾⁽³⁾
Twenty-ninth Resolution	Delegation of the necessary powers to the Board of Directors to increase the share capital by issuing shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, in consideration for contributions in kind	26 months	€331,000 (approximately 20% of the share capital) ⁽¹⁾
Thirtieth Resolution	Delegation of authority to the Board of Directors to increase the share capital without preferential subscription rights by issuing Company shares reserved for members of a company savings plan	26 months	€24,800 (approximately 1.5% of the share capital) ^{(1) (2)}
Thirty-first Resolution	Delegation of authority granted to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares intended for an identified category of beneficiaries (employees, executive directors and corporate officers of the Company and its related companies)	18 months	€24,800 (approximately 1.5% of the share capital) ^{(1) (2)}
Thirty-second Resolution	Delegation of authority to the Board of Directors to grant warrants for ordinary shares of the Company to specified categories of persons, automatically entailing the waiver by shareholders of their preferential subscription rights	18 months	€8,200 (approximately 0.5% of the share capital) ^{(1) (2)}
Thirty-third Resolution	Authorization given to the Board of Directors to allocate new or existing free shares in the Company, without preferential subscription rights, to salaried employees, or certain categories of them, and to executive directors, or certain corporate officers of the Company and/or its related companies	38 months	5% of the share capital ⁽¹⁾⁽²⁾

(1) The maximum overall nominal amount of the capital increases that may be carried out pursuant to this delegation of authority counts toward the total ceiling applied to immediate and deferred capital increases under item 2 of the twenty-fourth resolution, set at €828,000 (i.e. 50% of the number of shares representing the share capital).

(2) The maximum nominal amount of the capital increases that may be completed pursuant to this delegation counts toward the combined ceiling applicable to capital increases reserved for members of a company savings plan (plan d'épargne entreprise), capital increases reserved for an identified category of beneficiaries (employees, executive directors and corporate officers of the Company and of related companies), and allocations of free shares and warrants, set at 5% of the Company's capital.

(3) This resolution allows for an increase of 15% in the size of issues affected by the twenty-fourth, twenty-fifth, twenty-sixth and twenty-seventh resolutions.

A. Authorization given to the Board of Directors to carry out transactions in the Company's shares and to reduce the Company's share capital by canceling treasury shares (twenty-first ordinary resolution and twenty-second extraordinary resolution)

By the twenty-first resolution, the Board of Directors proposes that this General Meeting authorize it to purchase a number of Company shares not exceeding 10% of the total number of shares comprising the Company's share capital; under no circumstances may the purchases made by the Company cause it to hold at any time more than 10% of the shares comprising its share capital.

Share buybacks may be made: (a) to ensure liquidity and for market-making for the Company's shares through an investment services intermediary acting independently under a liquidity contract compliant with the market practice accepted by the French Financial Markets Authority (AMF) on July 1, 2021; (b) to allocate shares to the executive directors, corporate officers and employees of the Company and other entities of the Group; (c) to deliver the Company's shares upon the exercise of rights attached to securities entitled to allocation of the Company's equity, directly or indirectly, through redemption, conversion, exchange, presentation of a warrant, or in any other manner; (d) to hold the Company's shares for subsequent use as payment or exchange in any acquisition, merger, spin-off or contribution; (e) to cancel some or all of the shares thus purchased; (f) to engage in any market practice accepted by the AMF and, more generally, to execute any transaction compliant with the regulations in force.

The maximum purchase price per share, net of costs, may not exceed €23 (twenty-three euros) per share.

The Board of Directors proposes that this authorization, which would cancel and replace that granted by the eleventh resolution of the General Meeting of February 9, 2024, be granted for a period of eighteen (18) months from this General Meeting.

By the twenty-second resolution, the Board of Directors also requests from this General Meeting, subject to the condition precedent of the adoption of the twenty-first resolution referred to above, authorization, with an option to further delegate such authorization, to reduce the capital by way of cancellation, subject to a limit of 10% of the share capital in any twenty-four (24) month period, on one or more occasions, of some or all of the Company's shares acquired under a share buyback program authorized by the General Meeting.

The Board of Directors proposes that this authorization, which would cancel and replace that granted by the twelfth resolution of the General Meeting of February 9, 2024, be granted for a period of twenty-six (26) months from this General Meeting.

B. Delegations of authority granted to the Board of Directors to increase the Company's share capital (twenty-third to thirty-third extraordinary resolutions)

The corresponding draft delegations of authority are detailed below:

Capital increase by the capitalization of reserves, profits or share premiums (twenty-third resolution)

By the twenty-third resolution, your Board of Directors requests from this General Meeting a delegation of authority to increase the capital by capitalization of reserves, profits or share premiums, up to a maximum nominal amount of €331,000 (three hundred and thirty-one thousand euros) (i.e., approximately 20% of the share capital as at September 30, 2024), an independent ceiling separate from the ceiling of other resolutions submitted to the vote of this General Meeting. The capital increases that may result from this resolution may be carried out, at the option of the Board of Directors, either by allocation of free new shares or by raising the nominal value of existing shares or by a combination of these two options according to the terms it may define.

The Board of Directors proposes that this delegation of authority, which would cancel and replace that granted by the fifteenth resolution of the General Meeting of February 10, 2023, be granted for a period of twenty-six (26) months from this General Meeting.

Issuance of shares and/or equity securities with rights to acquire other equity securities and/or that contain rights to the allocation of debt securities and/or securities with rights to acquire equity securities to be issued, with preferential subscription rights (twenty-fourth resolution)

By the twenty-fourth resolution, the Board of Directors requests from this General Meeting a delegation of authority to issue shares and/or equity securities with rights to acquire other equity securities and/or that contain rights to the allocation of debt securities and/or securities with rights to acquire equity securities to be issued, with preferential subscription rights to the shares or securities issued in this way, up to a maximum nominal amount of €828,000 (eight hundred and twenty-eight thousand euros) (i.e., approximately 50% of the share capital as at September 30, 2024); the nominal amount of capital increases made pursuant to this resolution and the twenty-fifth to thirty-third resolutions submitted to this General Meeting will count toward that ceiling.

The shares and/or equity securities with rights to acquire other equity securities and/or that contain rights to the allocation of debt securities and/or securities with rights to acquire equity securities to be issued that may be issued under this delegation of authority may consist in particular of debt securities or be associated with the issuance of such securities, or alternatively allow that they be issued as intermediate securities. The nominal amount of debt securities that may be issued under this delegation of authority may not exceed €500,000,000 (five hundred million euros) at the date of the issuance decision; the amount of the issuance of debt securities pursuant to this resolution and the twenty-fifth to twenty-ninth resolutions submitted to this General Meeting will count toward that ceiling.

The Board of Directors proposes that this delegation of authority, which would cancel and replace that granted by the sixteenth resolution of the General Meeting of February 10, 2023, be granted for a period of twenty-six (26) months from this General Meeting.

Issuance of shares and/or equity securities with rights to acquire other equity securities and/or that contain rights to the allocation of debt securities and/or securities with rights to acquire equity securities to be issued, without preferential subscription rights (twenty-fifth, twenty-sixth and twenty-seventh resolutions)

The Board of Directors requests from this General Meeting delegations of authority to issue shares and/or equity securities with rights to other equity securities and/or securities with rights to equity securities to be issued, without shareholders' preferential subscription rights to the shares or securities issued in this way. These transactions may be carried out by means of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, with a mandatory priority subscription period (twenty-fifth resolution), by means of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, with an optional priority subscription period (twenty-sixth resolution), or as part of public offers referred to in Article L. 411-2 of the French Monetary and Financial Code (i.e., reserved for qualified investors) (twenty-seventh resolution).

Indeed, in order to be able to seize the opportunities offered by the market, your Board of Directors considers it useful to have the option to make capital increases without shareholders' preferential subscription rights.

The nominal amount of capital increases that may be carried out under the twenty-fifth, twenty-sixth and twenty-seventh resolutions may not exceed €497,140 (four hundred and ninety-seven thousand one hundred and forty euros) (i.e., approximately 30% of the share capital as at September 30, 2024); this ceiling will be applied to the overall nominal ceiling of €828,000 (eight hundred and twenty-eight thousand euros) provided for capital increases under paragraph 2 of the twenty-fourth resolution of this General Meeting.

The Board of Directors will have the option to issue, by means of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code (twenty-fifth and twenty-sixth resolutions) and/or as part of public offers referred to in paragraph 1 of Article L. 411-2 of the Monetary and Financial Code (twenty-seventh resolution), shares and/or equity securities with rights to other equity securities and/or securities with rights to equity securities to be issued which may include, in particular, debt securities or be associated with the issuance of such securities, or alternatively allow that they be issued as intermediate securities. The nominal amount of debt securities that may be issued under these three resolutions may not exceed €500,000,000 (five hundred million euros) and will count toward the overall maximum nominal ceiling provided for debt securities issues under paragraph 3 of the twenty-fourth resolution.

Under the twenty-sixth resolution on the issue of shares and/or equity securities with rights to acquire other equity securities and/or securities with rights to acquire equity securities to be issued, without preferential subscription rights, by means of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, the Board of Directors will be required to establish, for the benefit of shareholders, a priority subscription right on an irreducible and/or reducible basis under the conditions provided for by regulations.

Under the twenty-seventh resolution on the issue of shares and/or equity securities with rights to acquire other equity securities and/or securities with rights to acquire equity securities to be issued, without preferential subscription rights, by means of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, the Board of Directors will have the option to establish, for the benefit of shareholders, a priority subscription right on an irreducible and/or reducible basis under the conditions provided for by regulations.

The issue price of the shares issued on the basis of the twenty-fifth, twenty-sixth and twenty-seventh resolutions will be set in accordance with the legislative and regulatory conditions in force at the time of the issue which currently provide for a price at least equal to the weighted average price of the Company's share on the regulated Euronext Paris Stock Exchange on the day preceding the issue price fixing date, potentially reduced by an amount freely determined by the Board of Directors.

The Board of Directors proposes that these delegations, which will cancel and replace those granted by the seventeenth, eighteenth and nineteenth resolutions of the General Meeting of February 10, 2023, are granted for terms of twenty-six (26) months from this General Meeting.

Authorization to the Board of Directors to increase the amount of the issues with or without preferential subscription rights (twenty-eighth resolution)

Subject to the adoption of the twenty-fourth, twenty-fifth, twenty-sixth and twenty-seventh resolutions relating to capital increases with or without shareholders' preferential subscription rights, it is proposed to this General Meeting by the twenty-eighth resolution to authorize the Board of Directors,, with an option to further delegate such authority as provided by law and regulations, to decide to increase the number of securities to be issued for each issue decided under the twenty-fourth, twenty-fifth, twenty-sixth and twenty-seventh resolutions of this General Meeting in accordance with the legal and regulatory provisions in force at the day of issue (i.e., to date, within thirty (30) days of the closing of the subscription, subject to a limit of 15% of each issue and at the same price as that used for the initial issue). The total nominal amount of capital increases that may be carried out under this delegation will count toward the amount of the ceiling stipulated in the resolution under which the issue is decided and toward the overall nominal ceiling of €828,000 (eight hundred and twenty-eight thousand euros) planned for capital increases under paragraph 2 of the twenty-fourth resolution of this General Meeting.

The Board of Directors proposes that this authorization, which will cancel and replace that granted by the twenty-first resolution of the General Meeting of February 10, 2023, be granted for a period of twenty-six (26) months from this General Meeting.

Issuance of shares and/or equity securities with rights to acquire other equity securities and/or that contain rights to the allocation of debt securities and/or securities with rights to acquire equity securities to be issued, in consideration for contributions in kind (twenty-ninth resolution)

By the twenty-ninth resolution, the Board of Directors requests from this General Meeting a delegation of authority to issue shares and/or equity securities with rights to acquire other equity securities and/or securities with rights to acquire equity securities to be issued, in consideration for contributions in kind granted to the Company and consisting of equity securities and/or securities with rights to the share capital, up to a nominal amount of a 20% capital increase of the Company's share capital (measured as at the day of the decision of the Board of Directors deciding on the issue) or , counted toward the overall nominal ceiling of €828,000 (eight hundred and twenty-eight thousand euros) provided for capital increases under paragraph 2 of the twenty-fourth resolution of this General Meeting.

The nominal amount of the debt securities that may be issued under this resolution will count toward the maximum overall nominal ceiling of €500,000,000 (five hundred million euros) provided for the issue of debt securities by paragraph 3 of the twenty-fourth resolution of this General Meeting.

The Board of Directors proposes that this delegation of authority, which will cancel and replace that granted by the twenty-second resolution of the General Meeting of February 10, 2023, be granted for a period of twenty-six (26) months from this General Meeting.

Capital increases reserved for employees (thirtieth and thirty-first resolutions)

By the thirtieth resolution, the Board of Directors requests from this General Meeting a delegation of authority, with an option to further delegate such authority, to increase the share capital by issuing Company shares reserved for members of a company savings plan, subject to a maximum nominal amount of €24,800 (twenty-four thousand eight hundred euros) (i.e., approximately 1.5% of the share capital); the nominal amount of capital increases made pursuant to this resolution as well as to the thirty-first resolution and the thirty-second resolution submitted to this General Meeting will count toward that ceiling and toward the ceiling of 5% of the share capital provided for in paragraph 2 of the thirty-third resolution of this General Meeting which is a ceiling common to the thirty-first to thirty-third resolutions.

The subscription price of the new shares issued pursuant to this delegation of authority shall be determined under the conditions provided for in Article L. 3332-18 et seq. of the French Labor Code. The subscription price may not be less than 70% – or, where the lock-up period stipulated in the plan is greater than or equal to ten years, 60% – of the average quoted share price during the twenty (20) trading days preceding the date of the decision setting the opening date for subscriptions. The Board of Directors may reduce or omit the above-mentioned discount at its discretion, in order to take into account in particular the legal, accounting, tax and social security regimes applicable in the country of residence of certain beneficiaries. The Board of Directors may also decide to grant free shares to subscribers of new shares, instead of the discount and/or as a matching contribution.

The Board of Directors proposes that this delegation of authority, which would cancel and replace that granted by the thirteenth resolution of the General Meeting of February 9, 2024, be granted for a period of twenty-six (26) months from this General Meeting.

Following on from the thirtieth resolution, it is proposed, in the thirty-first resolution, that you delegate power to the Board of Directors, with an option to further delegate that power under the conditions provided for by law, to carry out one or more capital increases reserved for (i) employees and/or corporate officers of the Company and/or companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code and having their registered office outside France; (ii) one or more mutual funds or other entity under French or foreign law, whether having a legal personality or not, subscribing on behalf of the persons designated in paragraph (i) above; and (iii) one or more financial institutions mandated by the Company to propose to the persons designated in paragraph (i) above a share ownership scheme comparable to those offered to the Company's employees in France.

The purpose of such a capital increase would be to enable the Group's employees, former employees and corporate officers residing in certain countries to benefit, taking into account the regulatory or fiscal constraints that may exist locally, from plans that are as close as possible, in terms of economic profile, to those that would be offered to other Group employees under the thirtieth resolution.

The nominal amount of any capital increase that may be issued under this delegation of authority will be limited to a maximum nominal amount of €24,800 (twenty-four thousand eight hundred euros) (i.e., approximately 1.5% of the share capital as at September 30, 2024); this amount will count toward the ceiling provided in paragraph 2 of the thirty-third resolution of this General Meeting.

The subscription price of the shares issued under this delegation of authority may not be more than 30% lower than the average quoted share price during the twenty (20) trading days preceding the date of the decision setting the opening date for subscriptions, nor higher than that average. Nevertheless, when giving effect to this delegation of authority, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular owing to tax, social security or accounting constraints applicable in the countries where the Group entities participating in the capital increase are located. In addition, where a transaction is carried out under this resolution simultaneously with a transaction under the thirtieth resolution, the subscription price of the shares issued under this resolution may be identical to the subscription price of the shares issued on the basis of the thirtieth resolution of this General Meeting.

The Board of Directors proposes that this delegation of authority, which would cancel and replace that granted by the fourteenth resolution of the General Meeting of February 9, 2024, be granted for a period of eighteen (18) months from this General Meeting.

Allocation of warrants for ordinary shares of the Company and performance shares (thirty-second and thirty-third resolutions)

By the thirty-second resolution, the Board of Directors requests a delegation of authority from this General Meeting so that it may issue, on one or more occasions, a maximum of 410,000 (four hundred and ten thousand) warrants to subscribe for the Company's ordinary shares (the "**BSA 2025** warrants"), without shareholders having preferential subscription rights for said BSA 2025 warrants; each BSA 2025 warrant confers the right to subscribe for one ordinary share in the Company with a nominal value of €0.02, subject to a limit of 410,000 (four hundred and ten thousand) ordinary shares.

The total nominal amount of capital increases that may be made under the thirty-second resolution may not exceed €8,200 (eight thousand two hundred euros); this ceiling shall count toward (i) the nominal ceiling of €24,800 (twenty-four thousand eight hundred euros) provided for in paragraph 3 of the

thirtieth resolution of this General Meeting and (ii) the ceiling of 5% of the capital provided for in paragraph 2 of the thirty-third resolution of this General Meeting.

The issuance price of a BSA 2025 warrant shall be determined on the date of issuance of that warrant according to the features thereof; in any event, said issuance price shall be at least equivalent to 10% of the market value of the Company's ordinary shares on the date of allocation of the BSA 2025 warrants, corresponding to the volume-weighted average closing price for the last twenty (20) trading days preceding the date on which the Board of Directors allocates the BSA 2025 warrants, for as long as the Company's shares are admitted for trading on the regulated Euronext Paris Stock Exchange.

The Board of Directors shall identify the beneficiaries and set the conditions and criteria for the BSA 2025 warrants.

This authorization would automatically require shareholders to waive, in favor of the warrant holders, their preferential subscription rights for shares that may be issued pursuant to this resolution.

The Board of Directors proposes that this authorization, which would cancel and replace that granted by the fifteenth resolution of the General Meeting of February 9, 2024, be granted for a period of eighteen (18) months from this General Meeting.

By the thirty-third resolution, it is proposed that you authorize the Board of Directors to issue and allocate, on one or more occasions, free shares of the Company in issue or to be issued, for the benefit of members of staff or certain categories of them, to be identified from among the eligible corporate officers and employees of the Company or related companies.

The total number of free shares granted may not exceed 5% of the Company's share capital as at the date of the Board of Directors' decision to allocate the shares, it being specified that (i) that ceiling is a ceiling common to the thirtieth to thirty-third resolutions of this General Meeting, (ii) that ceiling will count toward the overall nominal ceiling of €828,000 (eight hundred and twenty-eight thousand euros) for capital increases provided for in paragraph 2 of the twenty-fourth resolution of this General Meeting, and (iii) the allocation of free ordinary shares to corporate officers may not exceed 5% of the free shares granted pursuant to this authorization.

The Board of Directors shall identify the beneficiaries and set the conditions and criteria for allocating the shares.

In particular, the allocation of shares to their beneficiaries would become final at the end of a vesting period, the duration of which would be set by the Board of Directors. Furthermore, if the Board of Directors deemed it necessary or appropriate, the beneficiaries would have to hold those shares for a period set at the Board's discretion, it being specified that the cumulative duration of the vesting period and, where appropriate, the holding period would be set in compliance with the minimum conditions provided for by law.

This authorization would automatically require shareholders to waive, in favor of the beneficiaries of the free shares, their preferential subscription rights for shares that may be issued pursuant to this resolution.

The Board of Directors proposes that this authorization, which would cancel and replace that granted by the sixteenth resolution of the General Meeting of February 9, 2024, be granted for a period of thirty-eight (38) months from this General Meeting.

VII – Amendments to the articles of association and delegations of authority to the Board to make the necessary amendments (thirty-fourth and thirty-fifth extraordinary resolutions)

By the thirty-fourth resolution and in order to bring the Company's articles of association into compliance with the provisions of France's Attractiveness Law 2024-537 of June 13, 2024 and its implementation decree, you are asked to amend Article 15 of the Company's articles of association so that (i) decisions of the Board of Directors made by written consultation may from now on be made electronically and (ii) the directors also have the option of voting by mail by means of a form.

It is therefore proposed that you:

- i. amend the fourth paragraph of item 1 of Article 15 of the articles of association relating to the deliberations of the Board of Directors as follows:
"Certain Board decisions may, in accordance with legal and regulatory provisions in force, be made by written consultation of the Directors, including electronically. Any Board member may object to this procedure being used for a specific decision. At the request of the Chairman of the Board of Directors, the consultation will be sent to each director, indicating the appropriate time limit for responding to it, which may not be less than seven calendar days or two working days in case of emergency, as the Chairman sees fit depending on the decision to be made, the urgency or the time needed to reflect before casting a vote. The document communicated to this effect will indicate the modalities of the consultation, its purpose; it will include a presentation of and the reasons for the proposed decisions, as well as the draft deliberations.

The directors who have not responded by the end of the period provided will be deemed absent for quorum purposes as regards the decision-making contained in the consultation, unless said period may be extended by the Chairman of the Board of Directors. The Secretary of the Board of Directors will consolidate the votes of the directors on the proposed deliberations and inform the Board of the outcome of the vote." »
- ii. add a fifth paragraph to item 2 of Article 15 of the articles of association, as follows:
"Directors also have the option to vote by mail using a form that complies with the laws and regulations in force." »

The rest of the article will remain unchanged.

We also propose, under the terms of the thirty-fifth resolution, to authorize the Board of Directors to make the necessary amendments to the Company's articles of association to bring them into compliance with the legal and regulatory provisions, subject to the ratification of these amendments by the next Extraordinary General Meeting. This delegation will be valid for a period of eighteen (18) months from the date of this General Meeting.

VIII - Powers for formalities (thirty-sixth ordinary resolution)

By this thirty-sixth and final resolution, we propose to grant you the necessary powers to fulfill the formalities required by law.

DRAFT RESOLUTIONS

RESOLUTIONS TO BE PROPOSED AT THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

(Approval of the annual financial statements for the financial year ended September 30, 2024)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' report on the financial statements for the financial year ended September 30, 2024, approves, as presented, the annual financial statements for the year then ended, which show a loss of €8,023,659.

The General Meeting notes that the annual financial statements for the financial year ended September 30, 2024 do not show any expenses that are not deductible from profits subject to corporate income tax referred to in Article 39-4 of the French General Tax Code, or any general expenses referred to in Article 39-5 of that Code.

SECOND RESOLUTION

(Approval of the consolidated financial statements for the financial year ended September 30, 2024)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' report on the consolidated financial statements for the financial year ended September 30, 2024, approves those financial statements, as presented, which show a profit of €5,012,943.

THIRD RESOLUTION

(Appropriation of net profit (loss) for the financial year)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the Board of Directors' report:

1. Resolves to appropriate the entire loss for the financial year ended September 30, 2024, in the amount of €8,023,659 to retained earnings.
2. Notes that following this appropriation of the net loss:
 - The Company's equity will remain greater than the amount of share capital plus non-distributable reserves;
 - The reserves, which totaled €65,775 after the appropriation of net profit (loss) for the financial year ended September 30, 2023, remain unchanged;
 - The "Retained earnings" item, which after the appropriation of net profit (loss) for the financial year ended September 30, 2023 stood at -€24,741,151, is now -€32,764,810.
3. Recalls, in accordance with the law, that no dividends were paid in the previous three financial years.

FOURTH RESOLUTION

(Approval of the Statutory Auditors' report on the regulated related-party agreements referred to in Article L. 225-38 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' special report mentioning the absence of any new agreement of the type referred to in Article L. 225-38 of the French Commercial Code, notes that there are no agreements to be submitted for the approval of the General Meeting.

FIFTH RESOLUTION

(Renewal of Guillaume Paoli's term of office as Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General meetings, having reviewed the Board of Directors' Report and having noted that Guillaume Paoli's term of office as Director expires at the close of this General Meeting, resolves to renew his term of office for a period of three (3) years, which will end at the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2027.

SIXTH RESOLUTION

(Renewal of Nicolas Chartier's term of office as Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General meetings, having reviewed the Board of Directors' Report and having noted that Nicolas Chartier's term of office as Director expires at the close of this General Meeting, resolves to renew his term of office for a period of three (3) years, which will end at the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2027.

SEVENTH RESOLUTION

(Renewal Patrick Bataillard's term of office as Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General meetings, having reviewed the Board of Directors' Report and having noted that Patrick Bataillard's term of office as Director expires at the close of this General Meeting, resolves to renew his term of office for a period of four (4) years, which will end at the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2028.

EIGHTH RESOLUTION

(Renewal of Linda Jackson's term of office as Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General meetings, having reviewed the Board of Directors' Report and having noted that Linda Jackson's term of office as Director expires at the close of this General Meeting, resolves to renew her term of office for a period of four (4) years, which will end at the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2028.

NINTH RESOLUTION

(Renewal of Delphine Mousseau's term of office as Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General meetings, having reviewed the Board of Directors' Report and having noted that Delphine Mousseau's term of office as Director expires at the close of this General Meeting, resolves to renew her term of office for a period of two (2) years, which will end at the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2026.

TENTH RESOLUTION

(Renewal of Sophie Le Roi's term of office as Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General meetings, having reviewed the Board of Directors' Report and having noted that Sophie Le Roi's term of office as Director expires at the close of this General Meeting, resolves to renew her term of office for a period of two (2) years, which will end at the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2026.

ELEVENTH RESOLUTION

(Renewal of Philippe de Rovira's term of office as Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General meetings, having reviewed the Board of Directors' Report and having noted that Philippe de Rovira's term of office as Director expires at the close of this General Meeting, resolves to renew his term of office for a period of four (4) years, which will end at the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2028.

TWELFTH RESOLUTION

(Appointment of Sonia Barrière as Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General meetings and having reviewed the Board of Directors' Report, resolves to appoint Sonia Barrière born on July 26, 1974 in Bordeaux (33), a French national residing at 19 boulevard Henri IV 75004 Paris, as Company Director for a term of three (3) years to end at the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2027.

THIRTEENTH RESOLUTION

(Appointment of James Weston as Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General meetings and having reviewed the Board of Directors' Report, resolves to appoint James Weston, born on April 2, 1976 in Kurby Muxloe (England), a British national domiciled at 2-10 boulevard de l'Europe in Poissy (78300), as Company Director for a term of three (3) years to end at the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2027.

FOURTEENTH RESOLUTION

(Appointment of Deloitte et Associés as Statutory Auditor responsible for certifying sustainability information)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General meetings and having reviewed the Board of Directors' Report, appoints Deloitte et Associés, a French société par actions simplifiée (simplified joint-stock company) with share capital of €2,188 thousand, with registered office at 6, place de la Pyramide, 92908 Paris La Défense cedex and registered in the Nanterre Trade and Companies Register under number 572 028 041 as Statutory Auditor in charge of certifying sustainability information provided for in Directive (EU) 2022/2464 of 14 December 2022, transposed into French law by Order 2023-1142 of 6 December 2023 and the information required by Article 8 of Regulation (EU) 2020/852 of 18 June 2020, for a term of three (3) financial years, i.e., until the close of the General Meeting to be held to approve the financial statements for the financial year ending September 30, 2027.

FIFTEENTH RESOLUTION

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

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, and in accordance with Article L. 22-10-34 I of the French Commercial Code, approves information referred to in Item I, Article L. 22-10-9 of the French Commercial Code, as set out in the Corporate Governance Report included in Chapter 2 of the Company's 2024 Universal Registration Document.

SIXTEENTH RESOLUTION

(Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any nature paid or granted during or in respect of the financial year ended September 30, 2024 to Guillaume Paoli, Chairman and Chief Executive Officer)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, and in accordance with Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of the total remuneration and benefits of any nature paid during the financial year ended September 30, 2024 or granted for the same financial year to Guillaume Paoli, Chairman and Chief Executive Officer, as presented in the Corporate Governance Report included in Chapter 2 of the Company's 2024 Universal Registration Document.

SEVENTEENTH RESOLUTION

(Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any nature paid or granted during or in respect of the financial year ended September 30, 2024 to Nicolas Chartier, Deputy Chief Executive Officer)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, and in accordance with Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of the total remuneration and benefits of any nature paid during the financial year ended September 30, 2024 or granted for the same financial year to Nicolas Chartier, Deputy Chief Executive Officer, as presented in the Corporate Governance Report included in Chapter 2 of the Company's 2024 Universal Registration Document.

EIGHTEENTH RESOLUTION

(Approval of the remuneration policy applicable to members of the Board of Directors)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, and in accordance with Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy applicable to Board members, as presented in the Corporate Governance Report included in Chapter 2 of the Company's 2024 Universal Registration Document.

NINETEENTH RESOLUTION

(Approval of the remuneration policy applicable to the Chairman and Chief Executive Officer)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, and in accordance with Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy applicable to the Chairman and Chief Executive Officer, as presented in the Corporate Governance Report included in Chapter 2 of the Company's 2024 Universal Registration Document.

TWENTIETH RESOLUTION

(Approval of the remuneration policy applicable to the Deputy Chief Executive Officer)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, and in accordance with Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy applicable to the Deputy Chief Executive Officer, as presented in the Corporate Governance Report included in Chapter 2 of the Company's 2024 Universal Registration Document.

TWENTY-FIRST RESOLUTION

(Authorization for the Board of Directors to carry out transactions in the Company's shares)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the Board of Directors' report:

1. Authorizes the Board of Directors, with an option to further delegate such authorization as provided by law and regulations, in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, to purchase or cause to be purchased, on one or more occasions and at times set by the Board, a number of Company shares that may not at any time exceed 10% of the total number of shares comprising the share capital.

Such transactions may be carried out at any time, in compliance with the regulations in force, excluding the public offer periods for the Company's shares. The above-mentioned percentages apply to a number of shares adjusted, where applicable, to account for transactions affecting the share capital carried out after this General Meeting.

Under no circumstances may the Company's purchases result in the Company holding at any time more than 10% of the shares comprising its share capital.

2. Resolves that this authorization may be used:

i. to ensure liquidity and for market-making for the Company's shares through an investment services intermediary acting independently under a liquidity contract compliant with the market practice accepted by the French Financial Markets Authority (AMF) on July 1, 2021;

ii. to allocate shares to the corporate officers and employees of the Company and other entities of the Group, particularly for: (i) a profit-sharing plan, (ii) a Company stock options plan under Articles L. 22-10-56 and L. 225-177 et seq. of the French Commercial Code or (iii) a savings plan in accordance with Articles L. 3331-1 et seq. of the French Labor Code, or (iv) any free shares granted under Articles L. 22-10-59 and L. 225-197-1 et seq. of the French Commercial Code, as well as for the purpose of hedging transactions related to such transactions, under the conditions provided by the market authorities and at such times as the Company's Board of Directors or the person acting on behalf of the Board may determine;

iii. to deliver the Company's shares upon the exercise of rights attached to securities entitled to allocation of the Company's equity in the context of the regulations in force through redemption, conversion, exchange, presentation of a warrant, or in any other manner, as well as for the purpose of hedging in relation to such transactions, and to do so in the manner provided for by the market authorities and at such times as the Company's Board of Directors or a person acting on behalf of the Board shall choose;

iv. to hold the Company's shares for subsequent use as payment or exchange in any external growth transaction, merger, spin-off or contribution;

v. to cancel some or all of the shares thus purchased, subject to the adoption of the twenty-second resolution of this General Meeting or any other similar resolution;

vi. to carry out any market practice accepted by the French Financial Markets Authority (AMF) and, more generally, to execute any transaction compliant with the regulations in force.

3. Resolves that the maximum purchase price per share, net of costs, may not exceed €23 (twenty-three euros) per share. The Board of Directors may, however, in the event of transactions impacting the Company's equity (including changes to the share's nominal value, capital increases through the capitalization of reserves followed by the issue and allocation of free shares, stock splits or reverse stock splits) adjust the maximum price indicated above to reflect the impact of such transactions on the Company's share value.

4. Resolves that the purchase, sale or transfer of such shares may be carried out and settled by any means permitted by the regulations in force, e.g. on a regulated market, on a multilateral trading facility, with a systematic internalizer or over the counter, including by the acquisition or sale of blocks of shares, by the use of options, other derivative financial instruments or warrants or equity instruments of the Company in general, and at such times as the Board of Directors shall choose;

5. Resolves that the Board of Directors shall have full powers, with an option to further delegate such powers as provided by law and regulations and acting in compliance with all legislative and regulatory provisions, to allocate and, where applicable, reallocate, if so permitted, the shares bought back for the purposes of one of the objectives of the program to one or more of its other objectives, or to sell them, on the market or off market;

Accordingly, the Board of Directors has full powers, with an option to further delegate such powers as provided by law and regulations, to give effect to this authorization, to specify, if necessary, the terms thereof and to determine the arrangements as provided by law and this resolution, and in particular, to place any orders on the financial markets, enter into any agreements, particularly for keeping records of share purchases and sales, file any declarations with the French Financial Markets Authority (AMF) or any other competent authority, prepare any documents, including information documents, complete any formalities, and in general, do whatever may be necessary.

The Board of Directors shall, as provided by law, inform the General Meeting of the transactions carried out pursuant to this authorization.

6. Resolves that this authorization, which cancels and replaces the one granted by the eleventh resolution of the General Meeting of February 9, 2024, is granted for a period of eighteen (18) months from this General Meeting.

RESOLUTIONS TO BE PROPOSED AT THE EXTRAORDINARY GENERAL MEETING

TWENTY-SECOND RESOLUTION

(Authorization for the Board of Directors to reduce the Company's share capital by canceling treasury shares)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' special report, subject to the condition precedent of the adoption of the twenty-first resolution of this General Meeting:

1. Authorizes the Board of Directors, with an option to further delegate such authorization as provided by law and regulations, to:

- i. cancel, at its sole discretion, on one or more occasions, subject to a limit of 10% of the share capital outstanding at the cancellation date (i.e. adjusted for changes made to the share capital following the adoption of this resolution), in any twenty-four (24) month period, some or all of the shares acquired by the Company under a share buyback program authorized by the shareholders;

- ii. reduce the share capital accordingly and deduct the difference between the redemption price of the canceled shares and their nominal value from the available premiums and reserves of its choice, including the legal reserve, subject to a limit of 10% of the capital decrease carried out;
2. Vests all powers in the Board of Directors, with an option to further delegate such powers as provided by law and regulations, to finalize the amount of capital decreases subject to the limits provided by law and this resolution, to determine the necessary arrangements, to record their completion, to take any action, complete any formalities or file any declarations with a view to finalizing the capital reductions carried out pursuant to this authorization and to amend the articles of association accordingly;
3. Resolves that this authorization, which cancels and replaces that granted by the twelfth resolution of the General Meeting of February 9, 2024, is granted for a period of twenty-six (26) months from this General Meeting.

TWENTY-THIRD RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital through capitalization of reserves, profits, premiums or any other sum for which capitalization is allowed)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report, and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129 to L. 225-129-6 and L. 225-130 and L. 22-10-50:

1. delegates to the Board of Directors the authority, with the option to further delegate such authority as permitted by law and regulations, to increase the share capital on one or more occasions, in the proportion and at the times it deems appropriate, by capitalization of reserves, profits, share premiums or other sums of which their capitalization may be allowed, either again together with a capital increase in cash carried out under the resolutions that follow, and in the form of allocations of free shares or an increase in the nominal value of the existing shares, or by combining the two transactions;
2. resolves that the nominal amount of the capital increases that may be carried out under this delegation of authority may not exceed an amount of €331,000 (three hundred and thirty-one thousand euros) (representing, for informational purposes, as at September 30, 2024, approximately 20% of the share capital); this ceiling is independent of the one set in the twenty-fourth resolution of this General Meeting and this amount does not take into account the adjustments that may be made in accordance with applicable legal and regulatory provisions or, where applicable, with contractual stipulations providing for other adjustments to preserve the rights of holders of securities or other rights to the share capital;
3. resolves that the Board of Directors may decide that fractional rights will not be transferable and that the corresponding shares will be sold, with the sums resulting from the sale allocated to the rights holders within the time limits provided by the regulations;
4. resolves that the Board of Directors will have full powers, with the option to further delegate such powers as provided by law and regulations, to give effect to this resolution, and in particular to:
 - i. determine the terms and conditions of the authorized transactions and in particular set the amount and nature of the reserves, profits, share premiums or other amounts to be capitalized, set the number of new shares to be issued and/or the amount by which the nominal of the existing shares composing the share capital will be increased, approve the date, even retroactive, from which the new shares will be used or the date on which the nominal increase will take effect and, where applicable, make any charges to the issue premium(s), in particular the costs incurred in carrying out the issuances and, where the Board deems it appropriate, deduct from the amount of the capital increase the sums necessary to bring the legal reserve to one-tenth of the new share capital;

- ii. take all measures to protect the rights of holders of securities or other rights to the share capital, existing on the day of the capital increase;
 - iii. record the completion of the capital increase, take all appropriate measures and sign any agreements in order to ensure the successful completion of the proposed transaction(s) and, in general, do whatever is necessary, perform all acts and formalities to make the capital increase(s) that may be carried out pursuant to this delegation final, as well as proceed with the corresponding amendment of the Company's articles of association;
 - iv. take all measures and have all formalities carried out as required for the newly issued securities to be admitted for trading on the regulated Euronext Paris Stock Exchange;
5. resolves that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this delegation of authority after a third party has filed a public tender offer for the Company's shares and until the end of the offer period.
6. Resolves that this delegation of authority, which cancels and replaces that granted by the fifteenth resolution of the General Meeting of February 10, 2023, is granted for a period of twenty-six (26) months from this General Meeting.

TWENTY-FOURTH RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital by issuing, with preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129 et seq., L. 22-10-49, L. 225-132, L. 225-133 and L. 228-91 et seq.:

1. delegates to the Board of Directors the authority, with the option to further delegate such authority as permitted by law and regulations, to decide, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros or foreign currency, to issue, with preferential subscription rights, Company shares and/or equity securities with rights to acquire other equity securities and/or that contain rights to the allocation of debt securities and/or securities with rights to acquire equity securities to be issued, the subscription of which may be made either in cash, or by set-off against claims that are certain, liquid and payable, or, in whole or in part, by capitalization of reserves, profits or share premiums;
2. resolves that the total nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation of authority may not exceed a maximum amount of €828,000 (eight hundred and twenty-eight thousand euros) (representing, for informational purposes, as at September 30, 2024, approximately 50% of the share capital) or the equivalent in any other currency; the nominal amount of capital increases pursuant to this resolution and the twenty-fifth to thirty-third resolutions submitted to this General Meeting will count toward that ceiling. This ceiling shall be increased, where appropriate, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and the applicable contractual stipulations, if any, the rights of the holders of securities or other rights giving entitlement to the share capital of the Company;
3. resolves that the securities with rights to the Company's share capital thus issued may consist of debt securities or be associated with the issuance of such securities, or alternatively allow that they be issued, as intermediate securities. The maximum nominal overall amount of debt securities that may be issued under this delegation of authority may not exceed €500,000,000 (five hundred million euros) or its equivalent in foreign currency; the nominal amount of the debt securities issued pursuant to this

resolution and the twenty-fifth to twenty-ninth resolutions submitted to this General Meeting will count toward that ceiling;

4. resolves that the Board of Directors may not, without the prior authorization of this General Meeting, make use of this delegation of authority after a third party has filed a public tender offer for the Company's shares and until the end of the offer period;

5. Notes that this delegation of authority implies a waiver by shareholders of their preferential subscription rights to the Company's equity securities to which the securities issued on the basis of this delegation of authority may give immediate or future entitlement;

6. resolves that the shareholders may exercise, under the conditions provided for by law, their preferential subscription rights on an irreducible basis for equity securities and/or securities that may be issued by decision of the Board of Directors under this delegation of authority. The Board of Directors will have the option to grant shareholders the right to subscribe on a reducible basis for a number of securities greater than that which they can subscribe for on an irreducible basis, in proportion to the subscription rights available to them and, in any event, within the limits of their requests; if the irreducible basis and, where applicable, reducible basis subscriptions have not absorbed all the equity securities and/or securities issued, the Board of Directors will have the option, in the order it may determine, to either limit, in accordance with the law, the relevant issue to the amount of subscriptions received, provided that it reaches at least three-quarters of the issue originally decided, or freely distribute all or part of the unsubscribed securities among the persons of its choice, or to offer all or part of the unsubscribed securities to the public in the same way, on the French or international market; the Board of Directors may make use of all or some of the aforementioned options;

7. specifies furthermore that the Board of Directors may carry out the following actions, with the option to further delegate such actions as provided by law and regulations, namely:

i. define and set the features of the share issues and securities to be issued and, in particular, the issue price (with or without issue premium), the terms of subscription and full payment and the dividend entitlement date (including a retroactive date);

ii. in the event of the issuance of share warrants, approve the number and features of the warrants and decide, if it deems it appropriate, on the terms and conditions that it will set, whether the warrants may be repaid or redeemed, or alternatively that they will be allocated free of charge to shareholders in proportion to their rights in the share capital;

iii. more generally, approve the features of all securities and, in particular, the terms and conditions for the allocation of shares, the duration of loans that may be issued as bonds, whether they will be subordinated or unsubordinated, the currency of the issue's denomination, the terms and conditions for repayment of the principal, with or without premium, the terms and conditions of amortization and, where applicable, of purchase, exchange or early redemption, the interest rates, fixed or variable, and the date of payment; remuneration may include a variable portion calculated by reference to elements relating to the Company's activity and results and a deferred payment in the absence of distributable profits;

iv. decide to use the shares acquired under a share buyback program authorized by shareholders to allocate them as a result of the issuance of the securities issued on the basis of this delegation of authority;

v. take all measures aimed at preserving the rights of holders of issued securities or other rights to the Company's share capital as required by law and regulations and applicable contractual stipulations;

- vi. potentially suspend the exercise of the rights attached to these securities for a fixed period in accordance with the law and regulations and applicable contractual stipulations;
- vii. record the completion of any capital increases and securities issues, amend the articles of association accordingly, charge the issuing costs to the share premiums and, if it deems it appropriate, deduct from the amount of capital increases the sums necessary to increase the legal reserve to one tenth of the new share capital;
- viii. take all measures and carry out all formalities required for the newly issued securities to be admitted for trading on a regulated market;

8. Resolves that this authorization, which cancels and replaces that granted by the sixteenth resolution of the General Meeting of February 10, 2023, is granted for a period of twenty-six (26) months from this General Meeting.

TWENTY-FIFTH RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, with a mandatory priority subscription period, in the context of a public offer other than those referred to in Article L. 411-2 of the French Monetary and Financial Code)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129 et seq., L. 225-135, L. 22-10-51, L. 225-136, L. 22-10-52, L. 22-10-54 and L. 228-92:

1. delegates to the Board of Directors the authority, with the option to further delegate such authority as permitted by law and regulations, to decide to issue by way of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros or foreign currency, without preferential subscription rights, Company shares and/or equity securities with rights to acquire other equity securities and/or that contain rights to the allocation of debt securities and/or securities with rights to acquire equity securities to be issued, that may be subscribed for either in cash or by set-off against claims that are certain, liquid and payable;

2. resolves that the total nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation of authority may not exceed a maximum amount of €497,140 (four hundred and ninety-seven thousand one hundred and forty euros) (representing, for informational purposes, as at September 30, 2024, approximately 30% of the share capital) or the equivalent in any other currency; the nominal amount of any capital increase carried out pursuant to this delegation of authority will count toward the overall nominal ceiling of €828,000 (eight hundred and twenty-eight thousand euros) provided for capital increases in paragraph 2 of the twenty-fourth resolution of this General Meeting.

This ceiling shall be increased, where appropriate, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and the applicable contractual stipulations, if any, the rights of the holders of securities or other rights giving entitlement to the share capital of the Company;

3. resolves that the Board of Directors may not, without the prior authorization of this General Meeting, make use of this delegation of authority after a third party has filed a public tender offer for the Company's shares and until the end of the offer period;

4. resolves to remove the shareholders' preferential subscription rights to shares and other securities to be issued under this resolution;
5. resolves to grant shareholders a mandatory priority subscription period, not resulting in the creation of transferable rights, exercisable in proportion to the number of shares held by each shareholder and, where appropriate, on a reducible basis, and therefore delegates to the Board of Directors the power, with the option to further delegate such power, to set the duration and terms in accordance with legal and regulatory provisions;
6. resolves that the securities with rights to the Company's share capital thus issued may consist of debt securities or be associated with the issuance of such securities, or alternatively allow that they be issued, as intermediate securities. The maximum nominal overall amount of debt securities that may be issued immediately or in the future under this delegation of authority may not exceed €500,000,000 (five hundred million euros) or its equivalent in foreign currency; this amount will count toward the overall nominal ceiling provided for debt securities issuances in paragraph 3 of the twenty-fourth resolution;
7. Notes that this delegation of authority implies a waiver by shareholders of their preferential subscription rights to the Company's equity securities to which the securities issued on the basis of this delegation of authority may give entitlement;
8. resolves that if the subscriptions have not absorbed all of the equity securities and/or other securities issued, the Board of Directors will have the option, in the order it determines, either to limit the issue to the amount of subscriptions received provided that it reaches at least three-quarters of the issue that has been decided, or to freely distribute all or part of the unsubscribed securities among the persons of its choice, or to offer them in the same way to the public; the Board of Directors may make use of all or some of the aforementioned options;
9. specifies moreover that the Board of Directors may carry out the following actions, with the option to further delegate such actions as provided by law and regulations, namely:
 - i. define and set the features of the share issues and securities to be issued and, in particular, the issue price (with or without issue premium), the terms of subscription and full payment and the dividend entitlement date;
 - ii. in the event of the issuance of share warrants, approve the number and features of the warrants and decide, if it deems it appropriate, on the terms and conditions that it will set, whether the warrants may be repaid or redeemed, or alternatively that they will be allocated free of charge to shareholders in proportion to their rights in the share capital;
 - iii. more generally, approve the features of all securities and, in particular, the terms and conditions for the allocation of shares, the duration of loans that may be issued as bonds, whether they will be subordinated or unsubordinated, the currency of the issue's denomination, the terms and conditions for repayment of the principal, with or without premium, the terms and conditions of amortization and, where applicable, of purchase, exchange or early redemption, the interest rate, fixed or variable, and the date of payment; remuneration may include a variable portion calculated by reference to elements relating to the Company's activity and results and a deferred payment in the absence of distributable profits;
 - iv. set the issue price of the shares or securities that may be issued pursuant to the preceding paragraphs in accordance with the following conditions:
 - (a) the issue price of the shares will be, at the option of the Board of Directors, at least equal to (i) the weighted average price of the Company's share on the regulated Euronext Paris Stock Exchange on the day preceding the issue price fixing date, which may be reduced by a discount freely determined by the Board of Directors or, (ii) the weighted average of the Company's share prices on the regulated Euronext Paris Stock Exchange over a maximum period of six (6) months preceding the issue price fixing date, which may be reduced by a discount freely determined by the Board of Directors;

- (b) the issue price of securities with rights to the share capital must be such that the sum received immediately by the Company, where applicable, increased by the sum that may be received subsequently by the Company, is, for each share of the Company issued as a result of the issuance of such securities, at least equal to the amount referred to above;
 - v. decide to use the shares acquired under a share buyback program authorized by shareholders to allocate them as a result of the issuance of the securities issued on the basis of this delegation of authority;
 - vi. take all measures aimed at preserving the rights of holders of issued securities or other rights to the Company's share capital as required by law and regulations and applicable contractual stipulations;
 - vii. potentially suspend the exercise of the rights attached to these securities for a fixed period in accordance with applicable law, regulations and contractual stipulations;
 - viii. record the completion of any capital increases and securities issues, amend the articles of association accordingly, charge the issuing costs to the share premiums and, if it deems it appropriate, deduct from the amount of capital increases the sums necessary to increase the legal reserve to one tenth of the new share capital;
 - ix. take all measures and carry out all formalities required for the newly issued securities to be admitted for trading on a regulated market;
10. resolves that this delegation of authority, which cancels and replaces that granted by the twenty-seventh resolution of the General Meeting of February 10, 2023, is granted for a period of twenty-six (26) months from this General Meeting.

TWENTY-SIXTH RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, with an optional priority subscription period, in the context of a public offer other than those referred to in Article L. 411-2 of the French Monetary and Financial Code)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129 et seq., L. 225-135, L. 22-10-51, L. 225-136, L. 22-10-52, L. 22-10-54 and L. 228-92:

1. delegates to the Board of Directors the authority, with the option to further delegate such authority as permitted by law and regulations, to decide to issue by way of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros or foreign currency, without preferential subscription rights, Company shares and/or equity securities with rights to acquire other equity securities and/or that contain rights to the allocation of debt securities and/or securities with rights to acquire equity securities to be issued in the future, that may be subscribed for either in cash or by set-off against claims that are certain, liquid and payable. These shares may in particular be issued to remunerate securities that may be contributed to the Company, as part of a public exchange offer in France or abroad according to local rules (for example in the context of an Anglo-Saxon type reverse merger) on securities that meet the conditions set out in Article L. 22-10-54 of the French Commercial Code;

2. resolves that the total nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation of authority may not exceed a maximum amount of €497,140 (four hundred and ninety-seven thousand one hundred and forty euros) (representing, for informational purposes, as at September 30, 2024, approximately 30% of the share capital) or the equivalent in any other currency; the nominal amount of any capital increase carried out pursuant to this delegation of authority will count toward the overall nominal ceiling of €828,000 (eight hundred and twenty-eight thousand euros) provided for capital increases in paragraph 2 of the twenty-fourth resolution of this General Meeting.

This ceiling shall be increased, where appropriate, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and the applicable contractual stipulations, if any, the rights of the holders of securities or other rights giving entitlement to the share capital of the Company;

3. resolves that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this delegation of authority after a third party has filed a public tender offer for the Company's shares and until the end of the offer period;

4. resolves to remove the shareholders' preferential subscription rights to shares and other securities to be issued under this resolution;

5. resolves that the Board of Directors may establish for the benefit of shareholders a priority subscription period, not resulting in the creation of transferable rights, exercisable in proportion to the number of shares held by each shareholder and, where appropriate, on a reducible basis, and therefore delegates to the Board of Directors the power to set the duration and terms in accordance with legal and regulatory provisions;

6. resolves that the securities with rights to the Company's share capital thus issued may consist of debt securities or be associated with the issuance of such securities, or alternatively allow that they be issued, as intermediate securities. The maximum nominal overall amount of debt securities that may be issued immediately or in the future under this delegation of authority may not exceed €500,000,000 (five hundred million euros) or its equivalent in foreign currency; this amount will count toward the overall nominal ceiling provided for debt securities issuances in paragraph 3 of the twenty-fourth resolution;

7. Notes that this delegation of authority implies a waiver by shareholders of their preferential subscription rights to the Company's equity securities to which the securities issued on the basis of this delegation of authority may give entitlement;

8. resolves that if the subscriptions have not absorbed all of the equity securities and/or other securities issued, the Board of Directors will have the option, in the order it determines, either to limit the issue to the amount of subscriptions received provided that it reaches at least three-quarters of the issue that has been decided, or to freely distribute all or part of the unsubscribed securities among the persons of its choice, or to offer them in the same way to the public; the Board of Directors may make use of all or some of the aforementioned options;

9. specifies moreover that the Board of Directors may carry out the following actions, with the option to further delegate such actions as provided by law and regulations, namely:

i. define and set the features of the share issues and securities to be issued and, in particular, the issue price (with or without issue premium), the terms of subscription and full payment and the dividend entitlement date;

ii. in the event of the issuance of share warrants, approve the number and features of the warrants and decide, if it deems it appropriate, on the terms and conditions that it will set, whether the warrants may be repaid or redeemed, or alternatively that they will be allocated free of charge to shareholders in proportion to their rights in the share capital;

iii. more generally, approve the features of all securities and, in particular, the terms and conditions for the allocation of shares, the duration of loans that may be issued as bonds, whether they will be subordinated or unsubordinated, the currency of the issue's denomination, the terms and conditions for repayment of the principal, with or without premium, the terms and conditions of amortization and, where applicable, of purchase, exchange or early redemption, the interest rate, fixed or variable, and the date of payment; remuneration may include a variable portion calculated by reference to elements relating to the Company's activity and results and a deferred payment in the absence of distributable profits;

iv. set the issue price of the shares or securities that may be issued pursuant to the preceding paragraphs in accordance with the following conditions:

(a) the issue price of the shares will be, at the option of the Board of Directors, at least equal to (i) the weighted average price of the Company's share on the regulated Euronext Paris Stock Exchange on the day preceding the issue price fixing date, which may be reduced by a discount freely determined by the Board of Directors or, (ii) the weighted average of the Company's share prices on the regulated Euronext Paris Stock Exchange over a maximum period of six (6) months preceding the issue price fixing date, which may be reduced by a discount freely determined by the Board of Directors;

(b) the issue price of securities with rights to the share capital must be such that the sum received immediately by the Company, where applicable, increased by the sum that may be received subsequently by the Company, is, for each share of the Company issued as a result of the issuance of such securities, at least equal to the amount referred to above;

v. where securities are issued to remunerate securities brought as part of a public exchange offer (or a mixed public offer or alternative purchase or exchange or any other offer containing an exchange component), set the exchange ratio and, where applicable, the amount of the cash adjustment to be paid without triggering the application of the pricing terms under paragraph 9.iv, to record the number of securities contributed to the exchange, and to define the conditions of issue;

vi. decide to use the shares acquired under a share buyback program authorized by shareholders to allocate them as a result of the issuance of the securities issued on the basis of this delegation of authority;

vii. take all measures aimed at preserving the rights of holders of issued securities or other rights to the Company's share capital as required by law and regulations and applicable contractual stipulations;

viii. potentially suspend the exercise of the rights attached to these securities for a fixed period in accordance with applicable law, regulations and contractual stipulations;

ix. record the completion of any capital increases and securities issues, amend the articles of association accordingly, charge the issuing costs to the share premiums and, if it deems it appropriate, deduct from the amount of capital increases the sums necessary to increase the legal reserve to one tenth of the new share capital;

x. take all measures and carry out all formalities required for the newly issued securities to be admitted for trading on a regulated market;

10. Resolves that this delegation of authority, which cancels and replaces that granted by the eighteenth resolution of the General Meeting of February 10, 2023, is granted for a period of twenty-six (26) months from this General Meeting.

TWENTY-SEVENTH RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, in the context of a public offer referred to in Item 1 of Article L. 411-2 of the French Monetary and Financial Code)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129 et seq., L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-91 et seq.:

1. delegates to the Board of Directors the authority, with the option to further delegate such authority as permitted by law and regulations, to decide to issue as part of public offers as those referred to in Item 1 of Article L. 411-2 of the French Monetary and Financial Code, as provided and subject to the maximum limits specified by law and regulations, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros or currencies, without preferential subscription rights, Company shares and/or equity securities with rights to acquire other equity securities and/or that contain rights to the allocation of debt securities and/or securities with rights to acquire equity securities to be issued in the future, that may be subscribed for either in cash or by set-off against claims that are certain, liquid and payable;

2. resolves that the total nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation of authority may not exceed a maximum amount of €497,140 (four hundred and ninety-seven thousand one hundred and forty euros) (representing, for informational purposes, as at September 30, 2024, approximately 30% of the share capital) or the equivalent in any other currency; this amount may not, however, exceed 30% of the share capital over a period of twelve (12) months and will count toward the overall nominal ceiling of €828,000 (eight hundred and twenty-eight thousand euros) provided for capital increases in paragraph 2 of the twenty-fourth resolution of this General Meeting. This ceiling shall be increased, where appropriate, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and the applicable contractual stipulations, if any, the rights of the holders of securities or other rights giving entitlement to the share capital of the Company;

3. resolves that the Board of Directors may not, without the prior authorization of this General Meeting, make use of this delegation of authority after a third party has filed a public tender offer for the Company's shares and until the end of the offer period;

4. resolves to remove the shareholders' preferential subscription rights to shares and other securities to be issued under this resolution;

5. resolves that the securities with rights to the Company's share capital thus issued may consist of debt securities or be associated with the issuance of such securities, or alternatively allow that they be issued, as intermediate securities. The maximum nominal overall amount of debt securities that may be issued immediately or in the future under this delegation of authority may not exceed €500,000,000 (five hundred million euros) or its equivalent in foreign currency; this amount will count toward the overall nominal ceiling provided for debt securities issuances in paragraph 3 of the twenty-fourth resolution;

6. Notes that this delegation of authority implies a waiver by shareholders of their preferential subscription rights to the Company's equity securities to which the securities issued on the basis of this delegation of authority may give entitlement;

7. resolves that if the subscriptions have not absorbed all of the equity securities and/or securities issued, the Board of Directors will have the option, in the order it determines, either to limit the issue to the amount of subscriptions received provided that it reaches at least three-quarters of the issue that has been decided, or to freely distribute all or part of the unsubscribed securities among the persons of its

choice, or to offer them in the same way to the public; the Board of Directors may make use of all or some of the aforementioned options;

8. in addition, specifies that the Board of Directors may carry out the following actions, with the option to further delegate such actions as provided by law and regulations, namely:

- i. define and set the features of the share issues and securities to be issued and, in particular, the issue price (with or without issue premium), the terms of subscription and full payment and the dividend entitlement date;
- ii. in the event of the issuance of share warrants, approve the number and features of the warrants and decide, if it deems it appropriate, on terms and conditions that it will define, that the warrants may be repaid or redeemed;
- iii. more generally, approve the features of all securities and, in particular, the terms and conditions for the allocation of shares, the duration of loans that may be issued as bonds, whether they will be subordinated or unsubordinated, the currency of the issue's denomination, the terms and conditions for repayment of the principal, with or without premium, the terms and conditions of amortization and, where applicable, of purchase, exchange or early redemption, the interest rates, fixed or variable, and the date of payment; remuneration may include a variable portion calculated by reference to elements relating to the Company's activity and results and a deferred payment in the absence of distributable profits;
- iv. set the issue price of the shares or securities that may be issued pursuant to the preceding paragraphs in accordance with the following conditions:
 - (a) the issue price of the shares will be, at the option of the Board of Directors, at least equal to (i) the weighted average price of the Company's share on the regulated Euronext Paris Stock Exchange on the day preceding the issue price fixing date, reduced, if applicable, by a maximum discount freely determined by the Board of Directors or, (ii) the weighted average of the Company's share prices on the regulated Euronext Paris Stock Exchange over a maximum period of six (6) months preceding the issue price fixing date, reduced, if applicable, by a maximum discount freely determined by the Board of Directors;
 - (b) the issue price of securities with rights to the share capital must be such that the sum received immediately by the Company, where applicable, increased by the sum that may be received subsequently by the Company, is, for each share of the Company issued as a result of the issuance of such securities, at least equal to the amount referred to above;
- v. decide to use the shares acquired under a share buyback program authorized by shareholders to allocate them as a result of the issuance of the securities issued on the basis of this delegation of authority;
- vi. take all measures aimed at preserving the rights of holders of issued securities as required by law and regulations and applicable contractual stipulations;
- vii. potentially suspend the exercise of the rights attached to these securities for a fixed period in accordance with law, regulations and contractual stipulations;
- viii. record the completion of any capital increases and securities issues, amend the articles of association accordingly, charge the issuing costs to the share premiums and, if it deems it appropriate, deduct from the amount of capital increases the sums necessary to increase the legal reserve to one tenth of the new share capital;
- ix. take all measures and carry out all formalities required for the newly issued securities to be admitted for trading on a regulated market;

9. Resolves that this delegation of authority, which cancels and replaces that granted by the nineteenth resolution of the General Meeting of February 10, 2023, is granted for a period of twenty-six (26) months from this General Meeting.

TWENTY-EIGHTH RESOLUTION

(Authorization to the Board of Directors to increase the amount of the issues, with or without maintaining preferential subscription rights)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General meetings, having reviewed the Statutory Auditors' special report and the Board of Directors report and subject to the adoption of the twenty-fourth, twenty-fifth, twenty-sixth and twenty-seventh resolutions of this General Meeting, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

1. authorizes the Board of Directors, with the option to further delegate such authorization as provided for by law and regulations, to decide to increase the number of securities to be issued for each of the issues with or without preferential subscription rights decided under the twenty-fourth, twenty-fifth, twenty-sixth and twenty-seventh resolutions of this General Meeting under the conditions provided for by the laws and regulations applicable at the day of issue (i.e., to date, within thirty (30) days of the closing of the subscription, within the limit of 15% of each issue and at the same price as that used for the initial issue);
2. resolves that the total nominal amount of capital increases that may be carried out under this delegation of authority will count toward the amount of the ceiling stipulated in the resolution under which the issue is decided and toward the overall nominal ceiling of €828,000 (eight hundred and twenty-eight thousand euros) provided for capital increases in paragraph 2 of the twenty-fourth resolution of this General Meeting. This ceiling shall be increased, where appropriate, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and the applicable contractual stipulations, if any, the rights of the holders of securities or other rights giving entitlement to the share capital of the Company;
3. resolves that the securities with rights to the Company's share capital thus issued may consist of debt securities or be associated with the issuance of such securities, or alternatively allow that they be issued, as intermediate securities. The maximum nominal overall amount of debt securities that may be issued immediately or in the future under this delegation of authority may not exceed €500,000,000 (five hundred million euros) or its equivalent in foreign currency; this amount will count toward the overall nominal ceiling provided for the issuance of debt securities in paragraph 3 of the twenty-fourth resolution of this General Meeting;
4. resolves that the Board of Directors may not, without the prior authorization of this General Meeting, make use of this delegation of authority after a third party has filed a public tender offer for the Company's shares and until the end of the offer period;
5. Resolves that this authorization, which cancels and replaces that granted by the twenty-first resolution of the General Meeting of February 10, 2023, is granted for a period of twenty-six (26) months from this General Meeting.

TWENTY-NINTH RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities with rights to acquire other equity securities and/or that contain rights for the attribution of debt securities and/or securities with rights to acquire equity securities to be issued in future, in consideration for contributions in kind)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special

report and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129 et seq. and L. 22-10-53:

1. delegates to the Board of Directors the power, with the option to further delegate such power as permitted by law and regulations, to decide, based on a report by the Contributions Auditor(s), on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros or currencies or units of account set by reference to several currencies, to issue shares and/or equity securities with rights to acquire other equity securities and/or that contain rights to the allocation of debt securities and/or securities with rights to acquire equity securities to be issued, in order to remunerate contributions in kind made to the Company and consisting of equity securities or securities with rights to the share capital, where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;

2. resolves that the total nominal amount of capital increases that may be carried out under this delegation of authority may not exceed, in addition to the legal limit of 20% of the share capital (measured as at the day of the decision of the Board of Directors deciding on the issuance), a maximum amount of €331,000 (three hundred and thirty-one thousand euros) or the equivalent in any other currency or monetary unit defined by reference to several currencies; the nominal amount of any capital increase made pursuant to this delegation of authority will count toward the overall nominal ceiling of €828,000 (eight hundred and twenty-eight thousand euros) provided for capital increases in paragraph 2 of the twenty-fourth resolution of this General Meeting. This ceiling shall be increased, where appropriate, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and the applicable contractual stipulations, if any, the rights of the holders of securities or other rights giving entitlement to the share capital of the Company;

3. resolves that the securities with rights to the share capital or that contain rights to the allocation of debt securities of the Company issued in this way may consist of debt securities or be associated with the issuance of such securities, or alternatively allow that they be issued, as intermediate securities. The maximum nominal overall amount of debt securities that may be issued immediately or in the future under this delegation of authority may not exceed €500,000,000 (five hundred million euros) or its equivalent in foreign currency; this amount will count toward the overall nominal ceiling provided for the issuance of debt securities in paragraph 3 of the twenty-fourth resolution of this General Meeting;

4. resolves to remove in favor of the holders of the shares, which are the subject of the contributions in kind, the shareholders' preferential subscription rights to the shares to be issued under this resolution;

5. resolves that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this delegation of power after a third party has filed a public tender offer for the Company's shares and until the end of the offer period;

6. specifies moreover that the Board of Directors may carry out the following actions, with the option to further delegate such actions as provided by law and regulations, namely:

i. to rule, based on the report of the Contributions Auditors, on the measurement of the contributions and the granting of special benefits, if any;

ii. define the features of the share issues and, in particular, their issue price (with or without issue premium), the exchange ratio (and, where applicable, the amount of the cash adjustment), the terms of subscription, full payment and dividend entitlement date;

iii. deduct the costs of the capital increase(s) from the additional paid-in capital relating to such contributions and deduct from this amount the amounts necessary to make the legal reserve equivalent to one-tenth of the new share capital after each capital increase, at its sole discretion;

- iv. take all measures aimed at preserving the rights of holders of issued securities or other rights to the Company's share capital as required by law and regulations and applicable contractual stipulations;
- v. record the completion of any securities issues, amend the articles of association required by the completion of any capital increase, charge the issuing costs against the share premiums, if it so wishes, and also increase the legal reserve to one tenth of the new share capital as well as carry out all formalities and make all representations and request any authorizations that may be necessary to carry out such contributions;
- vi. take all measures and carry out all formalities required for the newly issued securities to be admitted for trading on a regulated market.

7. resolves that this delegation of authority, which cancels and replaces that granted by the twenty-second resolution of the General Meeting of February 10, 2023, thus conferred on the Board of Directors is granted for a period of twenty-six (26) months from the date of this General Meeting.

THIRTIETH RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital without preferential subscription rights by issuing Company shares reserved for members of a company savings plan)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with Articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138, L. 22-10-49 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labor Code:

1. Delegates its authority to the Board of Directors, with an option to further delegate such authority as provided by law, to proceed on one or more occasions, at its sole discretion, in the proportions and at the times it deems appropriate, both in France and abroad, with the issuance of new shares, such issuance being reserved for employees, former employees and eligible corporate officers of the Company and/or companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, who are members of a company savings plan;
2. Removes, in favor of those members, shareholders' preferential subscription rights to the shares that may be issued pursuant to this authorization, and waive any rights to free shares that may be granted on the basis of this resolution by way of a discount and/or matching contribution;
3. resolves that the nominal amount of the capital increase that may be carried out pursuant to this delegation of authority may not exceed €24,800 (twenty-four thousand eight hundred euros) (i.e., for informational purposes, at September 30, 2024, approximately 1.5% of the share capital) or the equivalent in any other currency or monetary unit established by reference to several currencies, provided that (i) the nominal amount of the capital increases carried out under this resolution and the thirty-first and thirty-second resolutions submitted to this General Meeting will count toward that ceiling and (ii) the nominal amount of the capital increases carried out under this resolution will count toward the ceiling of 5% of the share capital provided for in paragraph 2 of the thirty-third resolution of this General Meeting, which is a ceiling common to this resolution and the thirty-first, thirty-second and thirty-third resolutions of this General Meeting. This ceiling shall be increased, where appropriate, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and the applicable contractual stipulations, if any, the rights of the holders of securities or other rights giving entitlement to the share capital of the Company;

4. Resolves that the issuance price of the new shares shall be determined as provided for in Articles L. 3332-18 et seq. of the French Labor Code and may not be less than 70% (or when the lock-up period required by the plan under Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than or equal to ten years, 60%), in accordance with Article L. 3332-19 of the French Labor Code, of the average quoted share price on Euronext Paris during the twenty (20) trading days preceding the date of the decision setting the opening date of the subscription period for the capital increase reserved for members of a company savings plan (the "Reference Price"). Nevertheless, when giving effect to this delegation of authority, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular owing to tax, social security or accounting constraints applicable in the countries where the Group entities participating in the capital increase are located. The Board of Directors may also decide to grant free shares to subscribers of new shares, instead of the discount and/or as a matching contribution;

5. Resolves that the Board of Directors shall have full powers, with an option to further delegate such powers as provided by law and regulations, to give effect to this delegation of authority, subject to the limits and conditions specified above, particularly in order to:

- i. decide to issue new shares in the Company;
- ii. draw up the list of companies whose employees, former employees and eligible corporate officers might qualify for the issuance, setting the terms and conditions that the beneficiaries must meet to be able to subscribe for shares issued pursuant to this delegation of authority, either directly or via a mutual fund;
- iii. establish the amounts of such issuance and setting the share subscription prices and subscription dates, the terms and conditions of each issuance and the conditions governing the subscription, payment and delivery of the shares issued pursuant to this delegation of authority, together with the date from which the new shares qualify for dividends, which may be retroactive;
- iv. resolve to allocate, free of charge, to the above-mentioned beneficiaries, additional shares to be subscribed for, in issue or to be issued, as a substitute for all or part of the discount on the Reference Price and/or matching contribution; the benefit resulting from such allocation may not exceed the legal or regulatory limits under Articles L. 3332-18 et seq. and L. 3332-11 et seq. of the French Labor Code and, in the event of the issuance of new shares as a discount and/or matching contribution, to capitalize the reserves, profits or share premiums necessary for payment of said shares;
- v. In the event of the allocation of free shares, deciding on the type, features and number of shares to be issued and the number to be allocated to each beneficiary, and setting the dates, deadlines and terms and conditions for the allocation of such shares subject to applicable legal and regulatory limits, and in particular choosing either to substitute in whole or in part the allocation of such shares with the above-mentioned discounts on the Reference Price, or to deduct the equivalent value of those shares from the total amount of the matching contribution, or a combination of the two;
- vi. set the deadline by which subscribers must pay for their shares;
- vii. record the completion of the capital increase, or have it recorded, according to the number of shares that are actually subscribed for, and amend the articles of association;
- viii. deduct the costs of the capital increase(s) from the additional paid-in capital relating to such increases, and deduct from this amount the amounts necessary to make the legal reserve equivalent to one-tenth of the new share capital after each capital increase, at its sole discretion;
- ix. in general, take any measures and complete any formalities relevant for the issuance and listing of the shares issued and resulting from capital increases and the corresponding amendments to the articles of association pursuant to this delegation of authority.

6. Resolves that this delegation of authority, which cancels and replaces that granted by the thirteenth resolution of the General Meeting of February 9, 2024, is granted for a period of twenty-six (26) months from this General Meeting.

THIRTY-FIRST RESOLUTION

(Delegation of authority granted to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares intended for an identified category of beneficiaries (employees, executive directors and corporate officers of the Company and its related companies))

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with Articles L. 225-129 et seq. and L. 225-138 of the French Commercial Code:

1. Delegates its authority, with an option to further delegate such authority as provided by law and regulations, to proceed on one or more occasions, at its sole discretion, in the proportions and at the times it deems appropriate, both in France and abroad, with the issuance of new shares, such issuance being reserved for one or more categories of beneficiaries with the following characteristics; (i) Employees and/or corporate officers of the Company and/or companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code and having their registered office outside France; (ii) one or more mutual funds or other entity under French or foreign law, whether having a legal personality or not, subscribing on behalf of the persons designated in paragraph (i) above, and (iii) one or more financial institutions mandated by the Company to propose to the persons designated in paragraph (i) above a share ownership scheme comparable to those offered to the Company's employees in France;

2. Removes, in favor of said beneficiaries, shareholders' preferential subscription rights to shares that may be issued pursuant to this delegation of authority;

3. Notes that this delegation of authority implies a waiver by shareholders of their preferential subscription rights to the Company's equity securities to which the securities issued on the basis of this delegation of authority may give entitlement;

4. resolves that the nominal amount of the capital increase that may be carried out pursuant to this delegation of authority may not exceed €24,800 (twenty-four thousand eight hundred euros) (i.e., for informational purposes, at September 30, 2024, approximately 1.5% of the share capital) or the equivalent in any other currency or monetary unit established by reference to several currencies; note that (i) the nominal amount of each capital increase carried out under this resolution will count toward the nominal ceiling of €24,800 (twenty-four thousand eight hundred euros) provided for in paragraph 3 of the thirtieth resolution of this General Meeting and (ii) the nominal amount of the capital increases carried out under this resolution will count toward the ceiling of 5% of the share capital provided for in paragraph 2 of the thirty-third resolution of this General Meeting, which is a ceiling common to this resolution and the thirtieth, thirty-second and thirty-third resolutions of this General Meeting. This ceiling shall be increased, where appropriate, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and the applicable contractual stipulations, if any, the rights of the holders of securities or other rights giving entitlement to the share capital of the Company;

5. Resolves that the subscription price of the shares issued under this delegation of authority may not be more than 30% lower than the average quoted share price during the twenty (20) trading days preceding the date of the decision setting the opening date for subscriptions, nor higher than that average. Nevertheless, when giving effect to this delegation of authority, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular owing to tax, social security or accounting constraints applicable in the particular country where the Group entities participating in the capital increase are located. In addition, where a transaction is carried out under this resolution simultaneously with a transaction under the thirtieth resolution, the subscription price of the shares

issued under this resolution may be identical to the subscription price of the shares issued on the basis of the thirtieth resolution;

6. Resolves that the Board of Directors shall have full powers, with an option to further delegate such powers as provided by law and regulations, to give effect to this delegation of authority, subject to the limits and conditions specified above, particularly in order to:

- i. draw up the list of beneficiaries, within the categories of beneficiaries defined above, of each issuance and the number of shares that each one may subscribe for under this delegation of authority;
- ii. establish the amounts of such issuance and setting the subscription prices and dates, the terms and conditions of each issuance and the conditions governing the subscription, payment and delivery of the shares issued pursuant to this delegation of authority, together with the date from which the new shares qualify for dividends, which may be retroactive;
- iii. set the deadline by which subscribers must pay for their shares;
- iv. record the completion of the capital increase, or have it recorded, according to the number of shares that are actually subscribed for, and amend the articles of association;
- v. deduct the costs of the capital increase(s) from the additional paid-in capital relating to such increases, and deduct from this amount the amounts necessary to make the legal reserve equivalent to one-tenth of the new share capital after each capital increase, at its sole discretion;
- vi. in general, take any measures and complete any formalities relevant for the issuance and listing of the shares issued and resulting from capital increases and the corresponding amendments to the articles of association pursuant to this delegation of authority.

7. Resolves that this delegation of authority, which cancels and replaces that granted by the fourteenth resolution of the General Meeting of February 9, 2024, is granted for a period of eighteen (18) months from this General Meeting.

THIRTY-SECOND RESOLUTION

(Delegation of authority to the Board of Directors to grant warrants for ordinary shares of the Company to specified categories of persons, automatically entailing the waiver by shareholders of their preferential subscription rights)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report on authorization for the allocation of ordinary share warrants, in accordance with Articles L. 225-129-2, L. 225-138 and L. 228-91 et seq. of the French Commercial Code:

1. Delegates to the Board of Directors its authority to issue, on one or more occasions, a maximum of 410,000 (four hundred and ten thousand) warrants to subscribe for the Company's ordinary shares (the "BSA 2025 warrants"), without shareholders having preferential subscription rights for said BSA 2025 warrants; each BSA 2025 warrant confers the right to subscribe for one ordinary share in the Company with a nominal value of €0.02, subject to a limit of 410,000 (four hundred and ten thousand) ordinary shares;

2. resolves accordingly that the total nominal amount of the capital increases that may be carried out in the future under this delegation of authority will be €8,200 (eight thousand two hundred euros) (i.e., for informational purposes, at September 30, 2024, approximately 0.5% of the share capital), corresponding to the issuance of 410,000 (four hundred and ten thousand) ordinary shares with a nominal value of €0.02 each; this ceiling will count toward (i) the nominal ceiling of €24,800 (twenty-four thousand eight hundred euros) provided for in paragraph 3 of the thirtieth resolution of this General Meeting and (ii) the ceiling of 5% of the share capital provided for in paragraph 2 of the thirty-third resolution of this General Meeting, which is a ceiling common to the thirtieth, thirty-second and thirty-third resolutions

of this General Meeting. This ceiling shall be increased, where appropriate, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and the applicable contractual stipulations, if any, the rights of the holders of securities or other rights giving entitlement to the share capital of the Company;

3. Resolves to remove shareholders' preferential subscription rights to the BSA 2025 warrants and to reserve the subscription of said BSA 2025 warrants for natural or legal persons having one of the following characteristics:

- i. a salaried employee and/or corporate officer of the Company and/or its subsidiaries; and
- ii. a consultant, director or partner of service providers that have a valid consultancy or service agreement with the Company and/or one of its subsidiaries when the Board of Directors makes use of this delegation of authority;

4. Specifies that, in accordance with Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision implies, in favor of the holders of BSA 2025 warrants, a waiver by shareholders of their preferential subscription rights to the ordinary shares for which the BSA 2025 warrants are eligible;

5. Resolves that:

- i. BSA 2025 warrants shall not be the subject of an application for admission to any market. They shall be transferable. They shall be issued in registered form and recorded by book entry;
- ii. BSA 2025 warrants shall be exercised within ten (10) years of their issuance and any BSA 2025 warrants that are not exercised at the end of this ten (10) year period shall automatically lapse;
- iii. The Board of Directors shall determine the issuance price of a BSA 2025 warrant on the date of issuance of that warrant according to the features thereof; in any event, said issuance price shall be at least equivalent to 10% of the market value of the Company's ordinary shares on the date of allocation of the BSA 2025 warrants, corresponding to the volume-weighted average closing price for the last twenty (20) trading days preceding the date on which the Board of Directors allocates the BSA 2025 warrants, for as long as the Company's shares are admitted for trading on the regulated Euronext Paris Stock Exchange;
- iv. The issuance price of the BSA 2025 warrants shall be paid in full upon subscription, either by payment in cash or by set-off against liquid and payable claims on the Company;
- v. The Board of Directors shall determine the issuance price of ordinary shares to be subscribed for by exercising the BSA 2025 warrants when the BSA 2025 warrants are allocated; the issuance price shall be equal to the volume-weighted average closing price for the last twenty (20) trading days preceding the date on which the Board of Directors allocates the BSA 2025 warrants, for as long as the Company's shares are admitted for trading on the regulated Euronext Paris Stock Exchange; and
- vi. The ordinary shares thus subscribed for shall be fully paid up upon subscription, either by payment in cash or by set-off against liquid and payable claims.

6. Resolves that if, before all the BSA 2025 warrants have been exercised, the Company carries out one of the following transactions:

- i. issuance of securities with preferential subscription rights for shareholders; or
- ii. capital increase by the capitalization of reserves, profits or share premiums; or
- iii. distribution of reserves in cash or portfolio securities, the rights of holders of BSA 2025 warrants will be reserved under the conditions provided for in Article L. 228-98 of the French Commercial Code.

7. Authorizes the Company to alter its legal form or corporate purpose, to amortize its capital, to modify the distribution of profits or to create preferred shares giving rise to such amortization or modification in accordance with Article L. 228-98 of the French Commercial Code.

8. recalls that under Article L. 228-98 of the French Commercial Code:

- i. where a reduction in share capital is triggered by losses, resulting in a decrease in the number of shares, the rights of holders of the BSA 2025 warrants regarding the number of shares that may be received when exercising those warrants shall be reduced accordingly, as if said holders had been shareholders from the date of issuance of the BSA 2025 warrants;
- ii. where a reduction in share capital is triggered by losses, resulting in a decrease in the nominal value of the shares, the subscription price of the shares for which the BSA 2025 warrants are eligible shall remain unchanged and the share premium shall increase by the amount of the reduction in nominal value.

9. Further resolves that:

- i. where a reduction in share capital is not triggered by losses, resulting in a decrease in the nominal value of the shares, the subscription price of the shares for which the BSA 2025 warrants are eligible shall be reduced accordingly; and
- ii. where a reduction in share capital is not triggered by losses, resulting in a decrease in the number of shares, the holders of the BSA 2025 warrants, if they exercise those warrants, may request to redeem their shares on the same terms as if they had been shareholders when the Company redeemed its own shares.

10. Authorizes the Company to impose the repurchase or redemption of their rights on holders of BSA 2025 warrants, as provided for in Article L. 228-102 of the French Commercial Code.

11. Resolves that the Board of Directors shall have full powers, with an option to further delegate such powers as provided by law, to give effect to this resolution, and in particular to:

- i. draw up the list of beneficiaries among persons with the characteristics specified above and decide on the number of BSA 2025 warrants to be allocated to each one;
- ii. issue and allocate the BSA 2025 warrants and determine the subscription price, the conditions for exercising the warrants and the final terms thereof, including the timetable for exercising the warrants and the cases in which the conditions for exercising the warrants may be expedited, in accordance with the provisions of this resolution and subject to the limits set out therein;
- iii. set the price of the ordinary shares that may be subscribed for when exercising a BSA 2025 warrant under the above-mentioned conditions;
- iv. determine the dates and the terms and conditions of issuance of ordinary shares pursuant to this delegation of authority, in accordance with the statutory requirements and the articles of association;
- v. collect subscriptions for the BSA 2025 warrants and record the completion of the final issuance of the BSA 2025 warrants under the above-mentioned conditions and their allocation;
- vi. record the number of ordinary shares issued as a result of the exercise of the BSA 2025 warrants, complete the formalities resulting from the corresponding capital increases and amend the articles of association accordingly; if necessary, have the ordinary shares thus issued admitted for trading on the regulated Euronext Paris Stock Exchange;
- vii. take any measures to protect the holders of the BSA 2025 warrants in the event of a financial transaction involving the Company, in accordance with the legal and regulatory provisions in force; and
- viii. in general, take any measures and complete any formalities relevant to this delegation of authority or its implementation.

12. Resolves that this delegation of authority, which cancels and replaces that granted by the fifteenth resolution of the General Meeting of February 9, 2024, is granted for a period of eighteen (18) months from this General Meeting.

THIRTY-THIRD RESOLUTION

(Authorization given to the Board of Directors to allocate new or existing free shares in the Company, without preferential subscription rights, to salaried employees, or certain categories of them, and to executive directors, or certain corporate officers of the Company and/or its related companies)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report and the Statutory Auditors' special report on authorization for the allocation of free shares in issue or to be issued:

1. authorizes the Board of Directors, under Articles L. 225-197-1 to L. 225-197-5 and L. 22-10-59 et seq. of the French Commercial Code, to allocate, on one or more occasions, free ordinary shares in the Company, in issue or to be issued, in favor of beneficiaries or categories of beneficiaries it will identify among (i) employees of the Company or of related companies or groups under the conditions set forth in Article L. 225-197-2 of the French Commercial Code and (ii) corporate officers of the Company or of related companies or groups who meet the requirements set forth in Article L. 225-197-1 II of the French Commercial Code, subject to the conditions hereinafter defined;
2. resolves that the total amount of free ordinary shares that may be allocated pursuant to this authorization may not exceed 5% of the share capital as recorded at the date of the Board of Directors' decision to allocate the shares; note that (i) that ceiling is a ceiling common to the thirtieth, thirty-first, thirty-second and thirty-third resolutions of this General Meeting, (ii) that ceiling will count toward the overall nominal ceiling of €828,000 (eight hundred and twenty-eight thousand euros) provided for capital increases in paragraph 2 of the twenty-fourth resolution of this General Meeting and (iii) the allocation of free ordinary shares to corporate officers may not exceed 5% of the free shares granted pursuant to this authorization. This ceiling shall be increased, where appropriate, by the nominal value of the shares to be issued in order to preserve, in accordance with the legislative and regulatory provisions and the applicable contractual stipulations, if any, the rights of the holders of securities or other rights giving entitlement to the share capital of the Company;
3. Resolves that the allocation of shares to the beneficiaries shall become final at the end of a vesting period, the duration of which shall be set by the Board of Directors and which may not be less than one (1) year; the minimum duration of the obligation for the beneficiaries to hold the Company's shares shall also be set by the Board of Directors and may not be less than one (1) year from the final allocation of the shares. However, for shares granted with a minimum vesting period of two (2) years, the obligation to hold the shares could be reduced or waived so that the shares are freely transferable from their final allocation;
4. Resolves, notwithstanding the above, that in the event of disability corresponding to the classification in the second or third categories provided for in Article L. 341-4 of the French Social Security Code, the final allocation of the shares may take place immediately and the beneficiary concerned shall not be bound by any obligation to hold the shares, which shall be immediately transferable;
5. Resolves that the Board of Directors may require the beneficiaries to be in continued employment with the Group;
6. Resolves that the final allocation of the ordinary shares allocated to the Company's corporate officers shall be linked to the fulfillment of performance criteria set by the Board of Directors;
7. resolves that the ordinary shares outstanding that may be allocated on the basis of this resolution will be acquired by the Company either under Article L. 225-208 of the French Commercial Code or, where applicable, under a share buyback program in accordance with Article L. 22-10-62 of the French Commercial Code;

8. Notes that in the event of the allocation of free new ordinary shares, this authorization shall imply, as and when said ordinary shares are finally allocated, a capital increase through the capitalization of reserves, profits or share premiums in favor of the beneficiaries of said ordinary shares and a corresponding waiver by the shareholders in favor of the beneficiaries of said shares of their preferential subscription rights for said ordinary shares;

9. Grants full powers, subject to the above-mentioned limits, to the Board of Directors with an option to further delegate such powers as provided by law, to give effect to this authorization and in particular to:

- i. determine whether the free shares granted are ordinary shares in issue or to be issued;
- ii. determine the number of ordinary shares allocated to each of the beneficiaries it has identified;
- iii. establish the terms and, where appropriate, the criteria for allocating ordinary shares, in particular the minimum vesting period and, where appropriate, the minimum holding period;
- iv. increase the share capital if necessary, through the capitalization of reserves, profits or share premiums in order to issue new ordinary shares allocated free of charge;
- v. allocate ordinary shares to the persons mentioned in the first paragraph of Item II of Article L. 225-197-1 of the French Commercial Code, subject to the conditions provided for in Article L. 22-10-60 of said Code, and in respect of the ordinary shares thus allocated, (i) choose whether or not the ordinary shares granted free of charge may be transferred by the interested parties before their employment has ceased, or (ii) determine the quantity of ordinary shares granted free of charge which they are required to hold in registered form until their employment has ceased;
- vi. allow the option, where appropriate, of postponing the final allocation of ordinary shares and, for the same amount of time, the expiration of the obligation to hold those shares (so that the minimum holding period is unchanged);
- vii. where applicable, to make the necessary adjustments to the number of free ordinary shares granted so as to preserve the rights of the beneficiaries, in the event of transactions affecting the Company's share capital or equity in the cases provided for in Articles L. 225-181 and L. 228-99 of the French Commercial Code. The ordinary shares granted as a result of such adjustments shall be deemed to have been granted on the same day as the ordinary shares initially granted;
- viii. establish the dates and the terms and conditions of the grants and in general take any necessary measures and enter into agreements to ensure the successful outcome of the grants envisaged;

The Board of Directors may also give effect to any supervening legal provisions during the period of validity of this authorization, the application of which does not require the specific approval of the General Meeting, and

10. Resolves that this authorization, which cancels and replaces the one granted by the sixteenth resolution of the General Meeting of February 9, 2024, is granted for a period of thirty-eight (38) months from this General Meeting.

THIRTY-FOURTH RESOLUTION

(Amendments to Article 15 of the Company's articles of association)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report resolves to:

1. amend the fourth paragraph of item 1 of Article 15 of the articles of association relating to the deliberations of the Board of Directors as follows:

"Certain Board decisions may, in accordance with legal and regulatory provisions in force, be made by written consultation of the Directors, including electronically. Any Board member may object to this procedure being used for a specific decision. At the request of the Chairman of the Board of Directors, the consultation will be sent to each director, indicating the appropriate time limit for responding to it, which may not be less than seven calendar days or two working days in case of emergency, as the Chairman sees fit depending on the decision to be made, the urgency or the time needed to reflect before casting a vote. The document communicated to this effect will indicate the modalities of the consultation, its purpose; it will include a presentation of and the reasons for the proposed decisions, as well as the draft deliberations.

The directors who have not responded by the end of the period provided will be deemed absent for quorum purposes as regards the decision-making contained in the consultation, unless said period may be extended by the Chairman of the Board of Directors. The Secretary of the Board of Directors will consolidate the votes of the directors on the proposed deliberations and inform the Board of the outcome of the vote."

2. add a fifth paragraph to item 2 of Article 15 of the articles of association, as follows:

"Directors also have the option to vote by mail using a form that complies with the laws and regulations in force." »

The rest of the article will remain unchanged.

THIRTY-FIFTH RESOLUTION

(Delegation of authority to the Board of Directors to amend the articles of association as required to ensure compliance with the applicable laws and regulations)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and in accordance with the provisions of Article L. 225-36 of the French Commercial Code:

1. authorizes the Board of Directors to make the necessary amendments to the Company's articles of association to bring them into compliance with law and regulations, subject to ratification of these amendments by the next Extraordinary General Meeting; and
2. resolves that this delegation of authority will be valid for a period of eighteen (18) months from the date of this General Meeting.

THIRTY-SIXTH RESOLUTION

(Powers for formalities (ordinary resolution))

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, gives full powers to the bearer of a copy or extract of these minutes to fulfill any legal formalities.

Statutory auditors' report on the consolidated financial statements
Aramis Group SA
For the year ended 30 September 2024

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Group issued in French and it is provided solely for the convenience of English-speaking users. This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting of Aramis Group,

Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying consolidated financial statements of **Aramis Group SA** for the year ended 30 September 2024.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as of 30 September 2024 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

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

Basis for Opinion

Audit Framework

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

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

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for statutory auditors for the period from 1st October 2023 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) N°537/2014.

Justification of Assessments - Key Audit Matters

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

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

Asset impairment tests

Identified risk

As of 30 September 2024, the value of goodwill was €65.1 million and the value of intangible assets was €59.1 million, including €40.6 million worth of brands, i.e., 20% of total assets. We consider that the valuation of these assets is a key audit matter because of their significance to the consolidated accounts and because the determination of their recoverable amount, based on discounted future cash flow forecasts, is based on assumptions, estimates, assessments, or judgments of management.

Our audit approach:

As part of our audit, we examined, with the support of our valuation experts, the methods used to implement the impairment tests performed by the Group and we assessed the reasonableness of the main estimates by:

- reconciling cash-flow forecasts with budgets and business plans approved by the management bodies;
- assessing the consistency of the assumptions used with the Group's historical performance and with market growth forecasts;
- performing our own sensitivity calculations to corroborate the company's analyses;
- assessing, with the support of our valuation specialists, the appropriateness of the valuation model, the discount rates used in relation to market references and the perpetual growth rates.

We also assessed the appropriateness of the information disclosed in note 12 to the consolidated financial statements.

Recognition and measurement of commitments related to business combinations

Identified risk

In the context of the business combinations relating to Motor Depot and Onlinecars in March 2021 and October 2022 respectively, the put options and contingent consideration clauses granted to the non-controlling interests upon transfer of control to the Group, have been analyzed as constituting:

- partly a put on non-controlling interests, recognized as a financial liability, and
- partly a remuneration insofar as the Group has committed to remunerating the founding shareholders of these entities for their services as Group employees.

Accordingly, at September 30, 2024, €2.5 million of personnel expenses and €39.3 million of liabilities (of which €24.7 million of personnel debt and €14.6 million relating to the put options on non-controlling interests) have been recognized.

We consider the recognition and measurement of these expenses and liabilities to be a key audit matter because of their significance in the consolidated financial statements and because the determination of the value of the liabilities, based on discounted future cash flow forecasts, rely on assumptions, estimates, assessments, or judgments of management.

Our audit approach:

Within the context of our audit, we performed the following procedures:

- assessing the appropriateness of the accounting treatment used with respect to the contractual agreements;
- reconciling the assumptions used by management with the budgets and the business plans approved by management;
- assessing the consistency of the assumptions used by management with historical performance and expected market growth;
- ensuring that the calculation formulas used are consistent with the contractual agreements.

We have also assessed the appropriateness of the information presented in note 5.2.4 and 20.5 to the consolidated financial statements.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the Group's information given in the management report of the Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L.225-102-1 of the French Commercial Code (*Code de commerce*) is included in the Group's Management Report, it being specified that, in accordance with the provisions of Article L.823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein and this information must be reported on by an independent third party.

Report on Other Legal and Regulatory Requirements

Format of the presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the President and Chief executive officer, complies with the single electronic format defined in Commission Delegated Regulation 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the markup of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

Due to the technical limitations inherent in the block-tagging of the consolidated financial statements according to the European single electronic format, the content of certain tags of the notes may not be rendered identically to the consolidated financial statements attached to this report.

It is not our responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Aramis Group SA by decision of the general meeting held on 25 March 2022 for Grant Thornton and on 22 January 2021 for Atriom.

As of 30 September 2024, Grant Thornton was in the 7th year of its uninterrupted engagement and Atriom in the 16th year of its uninterrupted engagement, including, for each firm, four years since the company became a public interest entity at the time of its listing on the stock exchange.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L.821-55 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence

obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this audit report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N°537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Neuilly-sur-Seine and Paris, 19 December 2024

French original signed by

The Statutory Auditors

Grant Thornton
French Member of Grant Thornton International

Atriom

Pascal Leclerc
Partner

Jérôme Giannetti
Partner

Statutory auditors' report on the financial statements
Aramis Group SA
For the year ended 30 September 2024

This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users. This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting of Aramis Group SA,

Opinion

In compliance with the engagement entrusted to us by your annual general meetings, we have audited the accompanying financial statements of **Aramis Group SA** for the year ended 30 September 2024.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as of 30 September 2024 and of the results of its operations for the year then ended in accordance with French accounting principles.

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

Basis for Opinion

Audit Framework

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

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

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*code de commerce*) and the French Code of Ethics (*code de déontologie*) for statutory auditors for the period from 1st October 2023 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in article 5(1) of Regulation (EU) N°537/2014.

Justification of Assessments - Key Audit Matters

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

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

Measurement of financial assets and current accounts related to equity investments

Identified risk

As of 30 September 2024, the net book value of financial assets and current accounts related to equity investments amounted to €266.4 million, i.e., 89.8 % of total assets.

We consider that the measurement of these assets is a key audit matter because of their significance in the company's financial statements and the judgment exercised by management in determining and assessing the value in use of each investment.

Our audit approach:

Within the context of our audit, we performed the following procedures:

- reviewing the methodology implemented by management to perform impairment tests;
- verifying the methods used to perform these tests and the appropriateness of the methods used;
- reconciling cash flow forecasts with budgets and business plans approved by management;
- assessing the discount rate used in relation to market references.

We also assessed the appropriateness of the information disclosed in note 2.1.5 to the financial statements.

Specific verifications

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

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

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

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D.441-6 of the French Commercial Code (*Code de commerce*).

Report on corporate governance

We attest that the Board of Directors' report on corporate governance sets out the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code (*Code de commerce*).

Concerning the information given in accordance with the requirements of Article L.22-10-9 of the French Commercial Code (*Code de commerce*) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from controlling and controlled companies. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a takeover bid or exchange offer, provided pursuant to Article L.22-10-11 of the French Commercial Code (*Code de commerce*), we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

Other information

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

Report on Other Legal and Regulatory Requirements

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

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the President and Chief Executive Officer complies with the single electronic format defined in Commission Delegated Regulation 2019/815 of December 17, 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements to be included in the annual financial report complies, in all material respects, with the European single electronic report format.

It is not our responsibility to verify that the financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Aramis Group SA by decision of the general meeting held on 25 March 2022 for Grant Thornton and on 22 January 2021 for Atriom.

As of 30 September 2024, Grant Thornton was in the 7th year of its uninterrupted engagement and Atriom in the 16th year of its uninterrupted engagement, including, for each firm, four years since the company became a public interest entity at the time of its listing on the stock exchange.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit.

We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N°537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Neuilly-sur-Seine and Paris, 19 December 2024

French original signed by

The Statutory Auditors

Grant Thornton
French Member of Grant Thornton International

Atrium

Pascal Leclerc
Partner

Jérôme Giannetti
Partner

Statutory Auditors' special report on related-party agreements

Aramis Group SA

General Meeting held to approve the financial statements for the year ended 30 September 2024

This is a translation into English of the statutory auditors' special report on related-party agreements of the Company issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting of Aramis Group SA,

In our capacity as Statutory Auditors of your company, we hereby present to you our report on related-party agreements.

It is our responsibility to communicate to you, on the basis of the information provided to us, the essential characteristics and conditions, as well as the reasons justifying the interest for the company, of the agreements of which we have been informed or which we would have discovered during the execution of our procedures. We are not required to provide an opinion regarding either the utility or the validity of those agreements, nor to seek the existence of other regulated agreements. It is your responsibility, under the terms of article R.225-31 of the French Commercial Code (*Code de commerce*), to assess the interest related to the conclusion of these agreements with a view to their approval.

In addition, it is our responsibility, where applicable, to provide you with the information provided for in article R.225-31 of the French Commercial Code (*Code de commerce*) relating to the execution, during the past financial year, of the agreements already approved by the General Meeting.

We have carried out the procedures in accordance with the requirements of the professional guidance of the French National Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relevant to this engagement.

Agreements submitted to the approval of the Annual General Meeting

Agreements authorized and entered into during the year

We hereby inform you that we have not been advised of any agreement authorized and entered into during the year to be submitted to the approval of the Annual General Meeting pursuant to Article L.225-38 of the French Commercial Code (*Code de commerce*).

Agreements previously approved by the Annual General Meeting

We hereby inform you that we have not been advised of any agreement already approved by the Annual General Meeting, the execution of which would have continued during the past financial year.

Neuilly-sur-Seine and Paris, 19 December 2024

French original signed by

The Statutory Auditors

Grant Thornton
French Member of Grant Thornton International

Atrium

Pascal Leclerc
Partner

Jérôme Giannetti
Partner

SUMMARY OF ARAMIS GROUP'S RESULTS FOR THE LAST FIVE FINANCIAL YEARS

Financial year ended	09/30/2020	09/30/2021	09/30/2022	09/30/2023	09/30/2024
I. Financial position at the end of the financial year					
Share capital (in euros)	1,192,543	1,656,566.90	1,657,133.42	1,657,133.42	1,657,133.42
Number of shares	1,192,543	82,828,345	82,856,671	82,856,671	82,856,671
Number of bonds convertible in shares	-	-	-	-	-
II. Overall result of actual operations (in € thousand)					
Revenues (excluding taxes)	4,791,633	5,523,849	3,135,685	2,725,186	4,029,661
Income before taxes, depreciation, amortization and provisions	4,337	- 9,500,987	7,103,435	5,286,042	5,278,492
Tax (Negative - Tax consolidation income)	-80,290	1,023,973	846,501	346,811	821,648
Income after tax, but before depreciation, amortization and provisions	84,627	10,524,960	6,256,934	4,939,231	4,456,844
Income after tax, depreciation, amortization and provisions	-254,607	6,956,263	8,868,885	5,343,768	8,023,659
Amount of profits distributed	-	-	-	-	-
III. Result of operations per share (in euros)					
Income after tax, but before depreciation, amortization and provisions	0.07	-0.13	-0.08	-0.06	-0.05
Income after tax, depreciation, amortization and provisions	-0.21	-0.08	-0.11	-0.06	-0.10
Dividend paid per share	-	-	-	-	-
IV. Employees (in € thousand)					
Number of employees	10	11	15	41	23
Amount of payroll	3,329,817	3,523,174	4,767,183	7,423,964	4,843,654
Amounts paid for employee benefits	-	-	-	-	-



ARAMISGROUP

A French public limited company (société anonyme) with share capital of €1,657,133.42
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