

**FREE ENGLISH TRANSLATION IN CASE OF INCONSISTENCY, THE FRENCH VERSION SHALL PREVAIL.**

## **SCOR SE**

*Societas Europaea* with a share capital of EUR 1,416,526,205.51  
Registered office: 5, avenue Kléber, 75016 Paris  
562 033 357 R.C.S. Paris

## **AGENDA AND TEXT OF THE RESOLUTIONS**

### **ORDINARY RESOLUTIONS**

1. Approval of the financial statements for the year ended December 31, 2024;
2. Approval of the consolidated financial statements for the year ended December 31, 2024;
3. Allocation of net income and determination of the dividend for the year ended December 31, 2024;
4. Statutory Auditors' special report on agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code;
5. Approval of the information related to the compensation of corporate officers referred to in Article L. 22-10-9 I of the French Commercial Code;
6. Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded to Fabrice Brégier, Chairman of the Board of Directors, for the year ended December 31, 2024 – ex-post Say on Pay;
7. Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded to Thierry Léger, Chief Executive Officer, for the year ended December 31, 2024 – ex-post Say on Pay;
8. Approval of the 2025 compensation policy for directors and observers – ex-ante Say on Pay;
9. Approval of the 2025 compensation policy for the Chairman of the Board of Directors – ex-ante Say on Pay;
10. Approval of the 2025 compensation policy for the Chief Executive Officer – ex-ante Say on Pay;
11. Renewal of the term of office of Fabrice Brégier as a director of the Company;
12. Renewal of the term of office of Martine Gerow as a director of the Company;
13. Renewal of the term of office of Fields Wicker-Miurin as a director of the Company;
14. Appointment of Diane Côté as a director of the Company;
15. Appointment of Doina Palici-Chehab as a director of the Company;
16. Appointment of Jacques Aigrain as an observer of the Company; and
17. Authorization granted to the Board of Directors to carry out transactions in the Company's ordinary shares.

### **EXTRAORDINARY RESOLUTIONS**

18. Delegation of authority granted to the Board of Directors to take decisions with respect to capital increases by capitalization of profits, reserves, or additional paid-in capital or any other amounts whose capitalization would be allowed;
19. Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to ordinary shares to be issued, with preferential subscription rights;
20. Delegation of authority granted to the Board of Directors to decide to issue, as part of a public offering other than those referred to in Article L. 411-2,1° of the French Monetary and Financial Code, shares and/or securities giving immediate or future access to ordinary shares to be issued, without preferential subscription rights and with a compulsory priority subscription period;
21. Delegation of authority granted to the Board of Directors to decide to issue, as part of a public offering referred to in Article L. 411-2,1° of the French Monetary and Financial Code, shares

- and/or securities giving immediate or future access to ordinary shares to be issued, without preferential subscription rights;
22. Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to ordinary shares to be issued to one or more persons specifically designated by the Board of Directors, without preferential subscription rights;
  23. Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to ordinary shares to be issued, as consideration for securities tendered to a public exchange offer initiated by the Company, without preferential subscription rights;
  24. Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to ordinary shares to be issued, within the limit of 10% of the Company's share capital, as consideration for securities tendered to the Company, without preferential subscription rights;
  25. Authorization granted to the Board of Directors to increase the number of shares to be issued in the case of a capital increase with or without preferential subscription rights;
  26. Delegation of authority granted to the Board of Directors to issue warrants exercisable for ordinary shares of the Company without preferential subscription rights for shareholders in favor of categories of beneficiaries meeting specific criteria, with a view to implementing a contingent capital program;
  27. Delegation of authority granted to the Board of Directors to issue warrants exercisable for ordinary shares of the Company, without preferential subscription rights for shareholders in favor of categories of beneficiaries meeting specific criteria, with a view to implementing an ancillary own funds program;
  28. Authorization granted to the Board of Directors to reduce the share capital by canceling treasury shares;
  29. Authorization granted to the Board of Directors to grant share subscription and/or purchase options to employees and executive corporate officers of the Company and/or affiliated companies or groups, entailing the waiver by shareholders of their preferential subscription rights to the shares to be issued upon exercise of the subscription options;
  30. Authorization granted to the Board of Directors to award existing ordinary shares of the Company to employees and executive corporate officers of the Company and affiliated companies or groups;
  31. Delegation of authority granted to the Board of Directors to carry out a capital increase by issuing ordinary shares reserved for the members of the Company's employee savings plans (*plans d'épargne d'entreprise*), without preferential subscription rights in favor of such members;
  32. Total maximum amount of capital increases;
  33. Amendments to Article 11 (*Deliberations of the Board of Directors*) of the Company's articles of association to allow for written consultation of members of the Board of Directors;
  34. Amendments to Article 17 (*Observers*) of the Company's articles of association to adjust observers' term of office; and
  35. Powers.

## ORDINARY RESOLUTIONS

### FIRST RESOLUTION

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

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, having considered the management report presented by the Board of Directors and the Statutory Auditors' report on the Company's financial statements for the year ended December 31, 2024, approves the Company's financial statements for the year ended December 31, 2024, as presented, including the balance sheet, income statement and notes thereto, which show net income of EUR 146,362,458.35 compared with net income of EUR 8,864,522.38 for the previous year, as well as the transactions recorded in these financial statements and summarized in these reports.

Pursuant to Article 223 *quater* of the French General Tax Code (*Code général des impôts*), the Shareholders' Meeting approves the amount of the expenses and charges referred to in Article 39.4 of said Code, which stands at EUR 229,265 for the year ended December 31, 2024.

It is specified that the tax consolidation group generated a taxable profit. Taking into account the use of tax credits, no provisions for corporate tax are recorded in the Company's financial statements for the year ended December 31, 2024.

### SECOND RESOLUTION

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

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, having considered the management report presented by the Board of Directors and the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2024, approves the consolidated financial statements for the year ended December 31, 2024, as presented, including the balance sheet, the income statement, and the notes thereto, as well as the transactions recorded in these consolidated financial statements and summarized in these reports, which show consolidated net income attributable to the Group of EUR 3,890,195.98 compared with EUR 812,161,890.69 for the previous year.

### THIRD RESOLUTION

#### **Allocation of net income and determination of the dividend for the year ended December 31, 2024**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having considered the Board of Directors' management report and noting that according to Article R. 352-1-1 of the French Insurance Code (*Code des assurances*), undertakings such as the Company which are subject to prudential supervision are not required to set up a legal reserve, resolves not to allocate any amount to the legal reserve.

Having noted that the financial statements for the year ended December 31, 2024, show net income of EUR 146,362,458.35, the Shareholders' Meeting resolves to allocate such amount to the "retained earnings" account, as follows:

	(in euros)
Retained earnings as at December 31, 2024	741,173,583.82
Net income for the year ended December 31, 2024	146,362,458.35
Retained earnings after allocation of 2024 net income	887,536,042.17

Having also noted that distributable amounts for 2024 amount to EUR 1,531,087,927.70, the Shareholders' Meeting resolves to pay a total dividend of EUR 323,239,320.00, representing a gross dividend per share of EUR 1.80, and to allocate distributable amounts as follows:

	(in euros)
Additional paid-in capital	512,388,517.92
Other reserves	131,163,367.61
Retained earnings after allocation of 2024 net income	887,536,042.17
<b>2024 distributable reserves</b>	<b>1,531,087,927.70</b>
2024 dividend	323,239,320.00
Dividend charged to the "retained earnings" account	323,239,320.00
<b>Retained earnings after allocation of net income and dividends for 2024</b>	<b>564,296,722.17</b>

The ex-dividend date will be May 2, 2025, and the dividend will be paid on May 6, 2025.

The total dividend of EUR 323,239,320.00 has been calculated on the basis of the number of shares comprising the Company's share capital on December 31, 2024, as recorded by the Board of Directors during its meeting of March 4, 2025 (corresponding to a gross dividend per share of EUR 1.80), and will be adjusted on the ex-dividend date in the event of a change in this number, depending on the number of outstanding shares with rights to the dividend on that date.

Prior to the ex-dividend date, the Company will determine the number of outstanding shares with rights to the dividend, taking into account:

- (i) the number of treasury shares (*actions auto-détenues*) held by the Company; and
- (ii) the number of new shares, if any, issued since December 31, 2024, upon exercise of stock options or securities giving access to the Company's share capital that entitle their holders to the 2024 dividend due to their entitlement date.

The Shareholders' Meeting resolves that if, as of the ex-dividend date, the number of shares with rights to the dividend is different from the number of shares recorded by the Board of Directors during its meeting on March 4, 2025, the total dividend shall be adjusted accordingly (without affecting the dividend per share) and, as the case may be:

- (i) unpaid dividends shall be credited to the "retained earnings" account; or

- (ii) the amount of additional dividends to be paid shall be firstly deducted from the “retained earnings” account, and if needed, the remainder shall be deducted from the “additional paid-in capital” account.

The Shareholders’ Meeting notes that the gross dividend will be subject to a flat rate withholding tax (*prélèvement forfaitaire unique* or PFU) at a rate of 30% (comprising 12.8% for income tax and 17.2% for social security contributions) for individuals who are tax residents in France and registered with the French social security system or any other social security system not listed below.

Individuals who are tax residents in France and registered with a social security system other than the French system within a country in the European Economic Area (European Union, Iceland, Norway, Liechtenstein) or Switzerland are exempt from CSG/CRDS social security charges but remain liable for the solidarity levy of 7.5%. Consequently, the gross dividend will be subject to a flat rate withholding tax of 20.3% (12.8% + 7.5%) at the time of payment.

The dividend will not benefit from the 40% proportional allowance provided for in Article 158-3, 2° of the French General Tax Code, except if expressly and irrevocably opting for the progressive income tax scale, which in this case would apply to all capital income. If opting for the progressive income tax scale, this will entitle the taxpayer to the 40% proportional allowance provided for in Article 158-3, 2° of the French General Tax Code, equal to EUR 0.72 per share.

For individuals who are tax residents in France, if they opt for the progressive income tax scale, the dividend will, unless specifically exempted, be subject at the time of payment to the flat-rate non-discharging withholding tax (*prélèvement forfaitaire non libératoire* or PFNL) at a rate of 12.8%, which constitutes an advance payment of income tax deductible from tax due the following year<sup>1</sup>.

Social security contributions at a rate of 17.2% (CSG, CRDS, solidarity social levy) due by French tax residents, as well as the withholding tax on income (see “PFU” or “PFNL” above) are in all cases deducted from the gross amount at the time the dividend is paid.

In the event, and only in the event, of opting for the progressive income tax scale, a portion of the CSG paid will be deductible up to 6.8%.

Pursuant to the requirements of Article 243 *bis* of the French General Tax Code, the Shareholders’ Meeting notes that the following amounts were paid out as dividends in respect of the previous three years:

Year ended:	12/31/2021	12/31/2022	12/31/2023
<b>Dividend</b> (Amount eligible for the allowance provided for in Article 158-3-2 of the French General Tax Code)	EUR 321,141,315.60 <sup>(1)</sup> or EUR 1.80 per share	EUR 251,539,813.00 <sup>(1)</sup> or EUR 1.40 per share	EUR 323,644,716.00 <sup>(1)</sup> or EUR 1.80 per share
<sup>(1)</sup> Amount decided by the Shareholders’ Meeting, excluding adjustments made on the ex-dividend date to take into account the number of treasury shares held by the Company and the number of new shares resulting from the exercise of stock options as of that date.			

<sup>1</sup> Taxpayers whose reference taxable income does not exceed EUR 50,000 (for single, divorced, or widowed individuals) or EUR 75,000 (for jointly taxed individuals) may request an exemption from the 12.8% PFNL tax.

#### **FOURTH RESOLUTION**

##### **Statutory Auditors' special report on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report on agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code (*Code de commerce*), hereby takes note of the information relating to the agreements and commitments referred to in those reports that were entered into and authorized in prior years and remained in force in 2024, and that no new agreements falling within the scope of Articles L. 225-38 et seq. of the French Commercial Code were entered into during the year ended December 31, 2024.

#### **FIFTH RESOLUTION**

##### **Approval of the information related to the compensation of corporate officers referred to in Article L. 22-10-9 I of the French Commercial Code**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having considered the Board of Directors' report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code, including the information related to the compensation of corporate officers (*mandataires sociaux*) referred to in Article L. 22-10-9 I of the French Commercial Code, approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information provided in said report, as presented in Section 2.2 of the Company's 2024 Universal Registration Document.

#### **SIXTH RESOLUTION**

##### **Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded to Fabrice Brégier, Chairman of the Board of Directors, for the year ended December 31, 2024 – ex-post Say on Pay**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having considered the Board of Directors' report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code and having noted that the Shareholders' Meeting of May 17, 2024, in its twelfth resolution, approved the compensation policy for the Chairman of the Board of Directors for the year ended December 31, 2024, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded for the year ended December 31, 2024, to Fabrice Brégier as Chairman of the Board of Directors, as presented in Section 2.2.1.2.1 of the Company's 2024 Universal Registration Document.

#### **SEVENTH RESOLUTION**

##### **Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded to Thierry Léger, Chief Executive Officer, for the year ended December 31, 2024 – ex-post Say on Pay**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, having considered the Board of Directors' report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code and having noted that the Shareholders' Meeting of May 17, 2024, in its thirteenth resolution, approved the compensation policy for the Chief Executive Officer for the year ended December 31, 2024, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded for the year ended December 31, 2024, to Thierry Léger as Chief Executive Officer, as presented in Section 2.2.1.2.2 of the Company's 2024 Universal Registration Document.

## **EIGHTH RESOLUTION**

### **Approval of the 2025 compensation policy for directors and observers – ex-ante Say on Pay**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having considered the Board of Directors' report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code, including the compensation policy for corporate officers determined in application of Article L. 22-10-8 I of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the directors and observers of the Company presented in this report, as reproduced in Section 2.2.1.4.1 of the Company's 2024 Universal Registration Document.

## **NINTH RESOLUTION**

### **Approval of the 2025 compensation policy for the Chairman of the Board of Directors – ex-ante Say on Pay**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having considered the Board of Directors' report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code including the compensation policy for corporate officers determined in application of Article L. 22-10-8 I of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors presented in this report, as reproduced in Section 2.2.1.4.2 of the Company's 2024 Universal Registration Document.

## **TENTH RESOLUTION**

### **Approval of the 2025 compensation policy for the Chief Executive Officer – ex-ante Say on Pay**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having considered the Board of Directors' report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code including the compensation policy for corporate officers determined in application of Article L. 22-10-8 I of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chief Executive Officer presented in this report, as reproduced in Section 2.2.1.4.3 of the Company's 2024 Universal Registration Document.

## **ELEVENTH RESOLUTION**

### **Renewal of the term of office of Fabrice Brégier as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having noted that the term of office of Mr. Fabrice Brégier as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew the office of Mr. Fabrice Brégier as a director for a term of three (3) years, in accordance with Article 10, I of the Company's articles of association, expiring at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2027.

## **TWELFTH RESOLUTION**

### **Renewal of the term of office of Martine Gerow as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having noted that the term of office of Martine Gerow as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew the office of Martine Gerow as a director for a term of three (3) years, in accordance with Article 10, I of the Company's articles of association, expiring at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2027.

### **THIRTEENTH RESOLUTION**

#### **Renewal of the term of office of Fields Wicker-Miurin as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having noted that the term of office of Fields Wicker-Miurin as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew the office of Fields Wicker-Miurin as a director for a term of three (3) years, in accordance with Article 10, I of the Company's articles of association, expiring at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2027.

### **FOURTEENTH RESOLUTION**

#### **Appointment of Diane Côté as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having considered the Board of Directors' report, resolves to appoint Diane Côté as a director for a term of two (2) years, in accordance with Article 10, I of the Company's articles of association, expiring at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2026.

### **FIFTEENTH RESOLUTION**

#### **Appointment of Doina Palici-Chehab as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having considered the Board of Directors' report, resolves to appoint Doina Palici-Chehab as a director for a term of three (3) years, in accordance with Article 10, I of the Company's articles of association, expiring at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2027.

### **SIXTEENTH RESOLUTION**

#### **Appointment of Jacques Aigrain as an observer of Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having considered the Board of Directors' report, resolves to appoint Jacques Aigrain as observer for a term that:

- (i) if the thirty-fourth resolution is adopted, would be one (1) year, expiring at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2025; or
- (ii) if the thirty-fourth resolution is rejected, would be two (2) years, expiring at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2026.



## SEVENTEENTH RESOLUTION

### Authorization granted to the Board of Directors to carry out transactions in the Company's ordinary shares

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having considered the Board of Directors' report:

1. authorizes the Board of Directors, with the right to sub-delegate in accordance with applicable laws and regulations, to purchase, sell, transfer or exchange the Company's ordinary shares pursuant, *inter alia*, to Articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.* of the French Commercial Code, Articles 241-1 to 241-5 of the General Regulation (*Règlement général*) of the French financial markets authority (AMF), Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014, Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016, and the market practices accepted by the AMF;
2. resolves that the maximum number of shares that may be bought back under this authorization shall be capped at 10% of the number of ordinary shares comprising the Company's share capital at the date of buying these shares, it being specified that:
  - (i) when the shares are bought back to enhance the stock's liquidity, in accordance with the applicable law and regulations, the number of shares taken into account to calculate the 10% limit shall correspond to the number of shares bought less the number of shares resold during the period covered by the authorization;
  - (ii) when the shares are bought back by the Company to be held and later delivered as payment or in exchange within the framework of an acquisition, merger, spin-off or contribution, the number of shares bought back shall not exceed 5% of the Company's share capital; and
  - (iii) the number of treasury shares shall be taken into account so that the Company never holds treasury ordinary shares in excess of 10% of its share capital.

These percentages shall apply to a number of shares adjusted, if applicable, to reflect transactions that may affect the share capital following this Shareholders' Meeting;

3. resolves that such transactions may be carried out for any purposes authorized or which become authorized by the applicable laws and regulations, and in particular with the following objectives:
  - (i) to reduce the Company's share capital by canceling any shares bought back, within the limits established by law, in conjunction with a capital reduction decided or authorized by the Shareholders' Meeting;
  - (ii) to allocate shares to employees and/or corporate officers (*mandataires sociaux*) of the Company and/or affiliated companies or groups, including in connection with any of the following transactions:
    - coverage of the Company's stock option plans pursuant to Articles L. 225-177 to L. 225-185 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code;
    - allocation of free shares in the Company in accordance with Articles L. 225-197-1 to L. 225-197-5 and L. 22-10-59 to L. 22-10-60 of the French Commercial Code;
    - allocation of shares in the Company in connection with the profit-sharing scheme

(*participation aux fruits de l'expansion de l'entreprise*); or

- allocation or sale of the Company's shares under any employee savings plan (*plan d'épargne d'entreprise*), including pursuant to Articles L. 3332-18 *et seq.* of the French Labor Code (*Code du travail*);
  - (iii) to ensure the liquidity of the Company's shares by means of a liquidity agreement with an investment service provider in accordance with the market practice accepted by the AMF;
  - (iv) to hold the shares to be delivered at a later date as payment or in exchange in connection with an acquisition, merger, spin-off or contribution;
  - (v) to deliver shares on the exercise of rights attached to securities giving access to the Company's share capital by redemption, conversion, exchange, presentation of a warrant or in any other way, immediately or in the future, as well as to carry out any coverage transactions in respect of the obligations concerned, as the case may be, linked to these securities;
  - (vi) to implement any market practice that may be accepted by the AMF; and
  - (vii) more generally, to carry out any other transaction in accordance with the regulations in force;
4. resolves that the purchase, sale, transfer or exchange of such ordinary shares may be done, at any time, on one or more occasions, in accordance with applicable regulations and under the conditions authorized by the stock market authorities, by any means, in particular on a regulated market, on a multilateral trading facility, via a systematic internalizer or over-the-counter, including through block purchases or sales, use of derivative financial instruments traded on a regulated stock market or over-the-counter, or the implementation of options strategies, and at such times as the Board of Directors or any person appointed for this purpose by the Board of Directors may decide.

As an exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this authorization during any public offer for the Company's shares until the end of the public offer period.

However, the Company will continue to be authorized to carry out the transactions covered by this resolution:

- (i) when the public offer in question is entirely in cash; and
- (ii) for the strict requirements of compliance with Company commitments made prior to the filing of the public offer in question, regarding the servicing or coverage of any stock options, other share awards and, more generally, any kind of award made to employees and/or corporate officers (*mandataires sociaux*) of the Company and/or of any affiliated companies or groups.

Regarding the authorization granted under the cumulative conditions described under (i) and (ii) above, it is specified that should the transactions in question be liable to cause the public offer in question to fail, their implementation should be the subject of authorization or confirmation from the Shareholders' Meeting;

5. resolves that the shares may not be bought at a price of more than EUR 60 per share (excluding transaction costs), or the equivalent price on the same date in any other currency. Excluding the shares already held by the Company and based on the number of ordinary shares outstanding at December 31, 2024, the theoretical number of shares that may be bought back would be 17,957,740 shares and the theoretical maximum amount allocated to the share buyback program in application of this resolution would therefore amount to EUR 1,077,464,400 (excluding transaction costs);
6. resolves to grant full powers to the Board of Directors, with the right to sub-delegate in accordance with applicable laws and regulations, to adjust the maximum price, including in the event of a capital increase carried out by raising the par value of the shares or creating and awarding free shares, paid up by capitalizing profits, reserves or additional paid-in capital and any other amounts whose capitalization would be allowed, as well as in the event of a stock split or a reverse stock split of Company shares or any other equity transaction, to reflect the impact of such transactions on the share value; and
7. resolves to grant full powers to the Board of Directors, with the right to sub-delegate in accordance with applicable laws and regulations, to implement this resolution and to place all buy and sell orders for execution on the stock exchange, to enter into any agreements with a view, *inter alia*, to keeping share purchase and sale records, to determine the method to be used, if necessary, to protect the rights of holders of securities giving access to the Company's share capital or any other rights to the share capital in accordance with the legal and regulatory provisions in force and the terms of said securities, to prepare all documents, including information documents, to carry out any permitted allocation or reallocation of the purchased shares to any of the various purposes in accordance with applicable laws and regulations, to carry out all declarations and formalities with the AMF and other bodies and, more generally, to do whatever may be necessary.

The Board of Directors shall report to the Shareholders' Meeting each year on transactions carried out pursuant to this resolution.

The share buyback authorization described above shall end at the next Shareholders' Meeting to approve the financial statements, no more than eighteen (18) months after being approved by this Shareholders' Meeting. It renders null and void the unused portion of any prior authorization with the same purpose.

## **EXTRAORDINARY RESOLUTIONS**

### **EIGHTEENTH RESOLUTION**

#### **Delegation of authority granted to the Board of Directors to take decisions with respect to capital increases by capitalization of profits, reserves, or additional paid-in capital or any other amounts whose capitalization would be allowed**

The Shareholders' Meeting, held as an extraordinary meeting and in accordance with the quorum and majority conditions required for ordinary shareholders' meetings provided for in Article L. 225-98, applicable in reference to Article L. 225-130, and Article L. 22-10-32 of the French Commercial Code, in accordance with Articles L. 225-129 *et seq.*, particularly Articles L. 225-129-2, L. 225-130, L. 22-10-49 and L. 22-10-50 of the French Commercial Code, having considered the Board of Directors' report and noted that the Company's share capital is fully paid up:

1. delegates authority to the Board of Directors to decide on and carry out and a capital increase, on one or more occasions and in the proportions and at the times it deems appropriate, by capitalizing all or part of profits, reserves, or additional paid-in capital or any other amounts whose

capitalization would be allowed, and issuing free ordinary shares in the Company and/or raising the par value of the outstanding ordinary shares;

2. resolves that the total nominal value of the capital increase(s) carried out under this delegation of authority shall not exceed two hundred million euros (EUR 200,000,000);

This maximum amount:

- (i) does not take into account any shares in the Company that may be issued, in accordance with the applicable law and any contractual provisions, to protect the rights of holders of any securities giving immediate and/or future access to the Company's share capital; and
  - (ii) is independent of the total maximum amount of capital increases set in the thirty-second resolution;
3. resolves that the Board of Directors may decide that any rights to fractional shares shall not be negotiable or tradable, and that the corresponding shares shall be sold on the market and that the sale proceeds shall be allocated to the holders of such rights within the period specified in the applicable regulations;
  4. resolves that the Board of Directors shall have full powers, which may be subdelegated in accordance with the applicable laws and regulations, to use this delegation of authority and in particular to:
    - (i) determine the amount and nature of the sums to be capitalized;
    - (ii) determine the dates, terms and other characteristics of issues;
    - (iii) set the number of new shares to be issued or the amount by which the par value of existing shares shall be increased;
    - (iv) determine the entitlement date, even retroactively, of the new shares or the date on which the increase in par value shall take effect;
    - (v) set the terms under which, if applicable, the rights of holders of securities giving access to the share capital or other rights giving access to the share capital will be preserved, in accordance with the legal and regulatory provisions in force and the terms of said securities;
    - (vi) decide, at its discretion, to deduct all costs, expenses and fees incurred in relation to the issues from the corresponding additional paid-in capital after each issue;
    - (vii) apply for the admission to trading of the securities issued pursuant to this resolution on any market at the Board's discretion; and
    - (viii) more generally, take all useful measures or arrangements, enter into all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to ensure the successful completion of the issues or to defer them, and in particular to record the capital increase(s) resulting immediately or in the future from any issue carried out under this delegation, and amend the articles of association accordingly;
  5. notes that the Board of Directors will report to the next ordinary shareholders' meeting, in accordance with the applicable law and regulations, on the use made of the authorization granted

under this resolution.

This delegation of authority is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior delegation of authority with the same purpose.

## **NINETEENTH RESOLUTION**

### **Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to ordinary shares to be issued, with preferential subscription rights**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and in accordance with Articles L. 225-129 *et seq.*, in particular Articles L. 225-129-2 and L. 225-132 to L. 225-134 of Articles L. 22-10-49 and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital is fully paid up:

1. delegates authority to the Board of Directors to decide on and carry out the issue, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, and subject to the conditions and limits set out below, of:
  - (i) ordinary shares in the Company; and/or
  - (ii) securities of any kind, issued for consideration or free of charge, granting access immediately or in the future to existing or future shares of the Company.

As an exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority during any public offer for the Company's shares until the end of the public offer period.

This delegation of authority may not be used to issue preference shares;

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuing of such securities, or alternatively allow for the issuing of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation may in particular take the form of subordinated or unsubordinated securities, perpetual or not, and may be issued either in euros or in any other currency (including a unit of account established in reference to several currencies);
3. resolves, as necessary, that the debt securities may, if appropriate, be issued with warrants attached giving holders the right to be awarded, buy or subscribe to bonds or other debt securities;
4. resolves, as necessary, that subscriptions may be paid up either in cash or by offsetting due and payable debts, or by a combination of these two methods;
5. resolves that the following limits shall apply to issues carried out under this delegation of authority:
  - (i) the maximum nominal value (excluding additional paid-in capital) of capital increases that may be decided by the Board of Directors and carried out pursuant to this delegation of authority, immediately and/or in the future, shall not exceed five hundred and sixty-five million eight hundred and ten thousand four hundred eighty-two euros (EUR 565,810,482), or the equivalent value in any other currency on the date the issue is decided.

This limit does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with the applicable law and any contractual provisions to protect the rights of holders of securities giving access to the share capital or other rights to the Company's share capital.

In addition, in the case of a capital increase carried out by capitalizing profits, reserves, or additional paid-in capital or other amounts whose capitalization would be allowed and issuing free ordinary shares to shareholders during the period of validity of this delegation of authority, the above-mentioned total nominal value (excluding additional paid-in capital) and the corresponding number of ordinary shares shall be adjusted by multiplying it by a coefficient equal to the ratio of the number of ordinary shares comprising the share capital before capitalization to the number of shares after capitalization;

- (ii) the maximum nominal value of debt securities that may be issued pursuant to this delegation of authority shall not exceed seven hundred million euros (EUR 700,000,000) or the equivalent value in any other currency as of the date the issue is decided.

In the case of debt securities redeemable for an amount above the par value, the redemption premium shall be added to the above amount.

This maximum amount is independent of the amount of any issues of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code;

- (iii) the issues carried out pursuant to this delegation of authority shall be deducted from the total maximum amounts set in the thirty-second resolution of this Shareholders' Meeting;

6. resolves that the shareholders shall have a preferential right to subscribe for ordinary shares or securities giving access to the share capital issued pursuant to this delegation of authority, pro rata to their shares in the Company's capital;
7. authorizes the Board of Directors to give shareholders the right to subscribe for additional ordinary shares or securities giving access to the share capital in excess of their preferential right, which can also be exercised pro rata to their subscription rights in the Company's share capital and within the limit of their requests;
8. resolves, as necessary, that if the issue has not been taken up in full, the Board of Directors may take one or more of the following courses of action, in the order of its choice, subject to compliance with Article L. 225-134 of the French Commercial Code:
  - (i) limit the issue to the amount of subscriptions received, within the limits specified by regulations, if any;
  - (ii) allocate freely all or some of the unsubscribed ordinary shares or securities giving access to the share capital included in the proposed issue, within the limits specified by regulations, if any; or
  - (iii) offer all or some of the unsubscribed ordinary shares or securities giving access to the share capital for subscription by the public;
9. notes that the decision to issue securities giving access to the share capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the share capital,

of their preferential right to subscribe for the shares to which such securities giving access to the capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code;

10. resolves that the amount to be received by the Company, immediately or in the future, for each ordinary share issued pursuant to the above delegation of authority, shall be at least equal to the par value of the ordinary shares;
11. resolves that the Board of Directors shall have full powers, which may be subdelegated in accordance with the applicable laws and regulations, to use this delegation of authority and in particular to:
  - (i) set the terms, conditions and procedures, including the timing of the issues of ordinary shares and/or securities giving access to share capital to be issued, including the number and characteristics of the securities that would be issued under this resolution, including, in the case of debt securities, their rank, interest rate, and interest payment terms, issue currency, duration, and redemption and amortization terms;
  - (ii) set the entitlement date, even retroactively, of the securities issued under this resolution;
  - (iii) set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued pursuant to this resolution;
  - (iv) suspend, if necessary, the exercise of the rights to receive ordinary shares in the Company attached to securities, in accordance with applicable regulations;
  - (v) determine the method to be used, if necessary, to protect the rights of holders of securities giving access to the Company's share capital or any other rights to the share capital in accordance with the legal and regulatory provisions in force and the terms of said securities;
  - (vi) if necessary, amend the terms and conditions of the securities issued pursuant to this resolution, during the life of the securities in question and in accordance with applicable formalities;
  - (vii) decide, at its discretion, to charge all costs, expenses and fees arising from the issues against the corresponding additional paid-in capital after each issue;
  - (viii) apply for the admission to trading of the securities issued pursuant to this resolution on any market at the Board's discretion; and
  - (ix) more generally, take all useful measures or arrangements, enter into all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to ensure the successful completion of the issues or to defer them, and in particular to record the capital increase(s) resulting immediately or in the future from any issue carried out under this delegation, and amend the articles of association accordingly;
12. notes that the Board of Directors will report to the next ordinary shareholders' meeting, in accordance with the applicable law and regulations, on the use made of the authorization granted under this resolution.

This delegation of authority is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior delegation of authority with the same purpose.

## **TWENTIETH RESOLUTION**

**Delegation of authority granted to the Board of Directors to decide to issue, as part of a public offering other than those referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, ordinary shares and/or securities giving immediate or future access to ordinary shares to be issued, without preferential subscription rights and with a compulsory priority subscription period**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and in accordance with Articles L. 225-129 *et seq.* of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-131, L. 225-135 and L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital is fully paid up:

1. delegates authority to the Board of Directors to decide on and carry out the issue, as part of a public offering other than those referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, and subject to the conditions and limits set out below, of:
  - (i) ordinary shares in the Company; and/or
  - (ii) securities of any kind, issued for consideration or free of charge, granting access immediately or in the future to existing or future shares of the Company;

without preferential subscription rights and with a compulsory priority subscription period.

As an exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority during any public offer for the Company's shares until the end of the public offer period.

The following are excluded from the scope of this delegation of authority:

- (i) issues of preference shares; and
  - (ii) issues of ordinary shares and/or any other securities giving access to the share capital as part of a public offer referred to in Article L. 411-2-1 of the French Monetary and Financial Code, which are the subject of the twenty-first resolution;
2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuing of such securities, or alternatively allow for the issuing of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation may in particular take the form of subordinated or unsubordinated securities, perpetual or not, and may be issued either in euros or in any other currency (including a unit of account established in reference to several currencies);
  3. resolves, as necessary, that the debt securities may, if appropriate, be issued with warrants attached giving holders the right to be awarded, buy or subscribe to bonds or other debt securities;
  4. resolves, as necessary, that subscriptions may be paid up either in cash or by offsetting due and payable debts, or by a combination of these two methods;
  5. resolves that public offer(s) decided upon pursuant to this resolution may be combined in the same issue or in several issues carried out simultaneously as part of private placements pursuant to the twenty-first resolution;



6. resolves that the following limits shall apply to issues carried out under this delegation of authority:

- (i) the maximum nominal value (excluding additional paid-in capital) of capital increases that may be decided by the Board of Directors and carried out pursuant to this delegation of authority, immediately and/or in the future, shall not exceed two hundred and eighty-two million nine hundred and five thousand two hundred and forty-one euros (EUR 282,905,241), or the equivalent value in any other currency on the date the issue is decided.

This limit does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with the applicable law and any contractual provisions to protect the rights of holders of securities giving access to the share capital or other rights to the Company's share capital.

In addition, in the case of a capital increase carried out by capitalizing profits, reserves, or additional paid-in capital or other amounts whose capitalization would be allowed and issuing free ordinary shares to shareholders during the period of validity of this delegation of authority, the above-mentioned total nominal value (excluding additional paid-in capital) and the corresponding number of ordinary shares shall be adjusted by multiplying it by a coefficient equal to the ratio of the number of ordinary shares comprising the share capital before capitalization to the number of shares after capitalization;

- (ii) the maximum nominal value of debt securities that may be issued pursuant to this delegation of authority shall not exceed five hundred million euros (EUR 500,000,000) or the equivalent value in any other currency as of the date the issue is decided.

In the case of debt securities redeemable for an amount above the par value, the redemption premium shall be added to the above amount.

This maximum amount is independent of the amount of any issues of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code;

- (iii) the issues carried out pursuant to this delegation of authority shall be deducted from the total maximum amounts set in the nineteenth resolution and the total maximum amounts set in the thirty-second resolution;

7. resolves that the aggregate par value of ordinary shares issued upon exercise of all or some of:

- (i) the warrants issued by the Company on December 16, 2022, pursuant to the twenty-second resolution of the Shareholders' Meeting of May 18, 2022 (the "2022 Warrants");
- (ii) the 2025 Contingent Warrants (as defined in the twenty-sixth resolution below) that may be issued pursuant to the twenty-sixth resolution submitted to this Shareholders' Meeting for approval; and
- (iii) the 2025 AOF Warrants (as defined in the twenty-seventh resolution below) that may be issued pursuant to the twenty-seventh resolution submitted to this Shareholders' Meeting for approval;

shall be deducted from the maximum amount of capital increases set in this resolution;

8. resolves to waive shareholders' preferential right to subscribe for ordinary shares and the securities giving access to the share capital that may be issued under this resolution.

However, the Board of Directors shall be required to grant shareholders non-transferable and non-tradable priority subscription rights, which can be exercised pro rata to the number of ordinary shares held, during a priority period of at least five (5) trading days.

This priority subscription right may be supplemented by a subscription for additional shares.

9. notes that the decision to issue securities giving access to the share capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the share capital, of their preferential right to subscribe for the shares to which such securities giving access to the capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code;
10. resolves that, if proposed issue is not taken up in full by the end of the priority subscription period, the Board of Directors may, within the limits specified by the applicable regulations, limit the issue to the amount of subscriptions received and/or freely allocate all or some of the unsubscribed ordinary shares or securities giving access to the share capital, as applicable;
11. resolves that the issue price of the ordinary shares issued under this authorization shall be set by the Board of Directors and must be at least equal to the volume-weighted average of the prices quoted for the Company's shares over the three (3) trading days on the Euronext Paris regulated market preceding the beginning of the public offer within the meaning of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended, minus a discount of up to 10%, if applicable, as adjusted to take account of the entitlement date;
12. resolves that the issue price of the securities giving access to the share capital shall be set in such a way that the amount received immediately by the Company plus, if applicable, the amount received subsequently by the Company for each share issued as a result of the issuing of these securities, shall be at least equal to the minimum price defined in paragraph 11. above;
13. resolves that the Board of Directors shall have full powers, which may be subdelegated in accordance with the applicable laws and regulations, to use this delegation of authority and in particular to:
  - (i) set the terms, conditions and procedures, including the timing of the issues of ordinary shares and/or securities giving access to share capital to be issued, including the number and characteristics of the securities that would be issued under this resolution, including, in the case of debt securities, their rank, interest rate, and interest payment terms, issue currency, duration, and redemption and amortization terms;
  - (ii) set the entitlement date, even retroactively, of the securities issued under this resolution;
  - (iii) set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued pursuant to this resolution;
  - (iv) suspend, if necessary, the exercise of the rights to receive ordinary shares in the Company attached to securities, in accordance with applicable regulations;
  - (v) determine the method to be used, if necessary, to protect the rights of holders of securities giving access to the Company's share capital or any other rights to the share capital in accordance with the legal and regulatory provisions in force and the terms of said securities;

- (vi) if necessary, amend the terms and conditions of the securities issued pursuant to this resolution, during the life of the securities in question and in accordance with applicable formalities;
- (vii) decide, at its discretion, to charge all costs, expenses and fees arising from the issues against the corresponding additional paid-in capital after each issue;
- (viii) apply for the admission to trading of the securities issued pursuant to this resolution on any market at the Board's discretion; and
- (ix) more generally, take all useful measures or arrangements, enter into all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to ensure the successful completion of the issues or to defer them, and in particular to record the capital increase(s) resulting immediately or in the future from any issue carried out under this delegation, and amend the articles of association accordingly;

14. notes that the Board of Directors will report to the next ordinary shareholders' meeting, in accordance with the applicable law and regulations, on the use made of the authorization granted under this resolution.

This delegation of authority is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior delegation of authority with the same purpose.

#### **TWENTY-FIRST RESOLUTION**

**Delegation of authority granted to the Board of Directors to decide to issue, as part of a public offering referred to in Article L. 411-2,1° of the French Monetary and Financial Code, ordinary shares and/or securities giving immediate or future access to ordinary shares to be issued, without preferential subscription rights**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and in accordance with Articles L. 225-129 *et seq.* and in particular Articles L. 225-129-2, L. 225-131, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-91 of the French Commercial Code, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital is fully paid up:

1. delegates its authority to the Board of Directors to decide on and carry out the issue, as part of a public offering as referred to in Article L. 411-2,1° of the French Monetary and Financial Code, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, and subject to the conditions and limits set out below, of:
  - (i) ordinary shares in the Company; and/or
  - (ii) securities of any kind, issued for consideration or free of charge, granting access immediately or in the future to existing or future shares of the Company;

without preferential subscription rights.

As an exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority during any public offer for the Company's shares until the end of the public offer period.

This delegation of authority may not be used to issue preference shares;

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuing of such securities, or alternatively allow for the issuing of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation may in particular take the form of subordinated or unsubordinated securities, perpetual or not, and may be issued either in euros or in any other currency (including a unit of account established in reference to several currencies);
3. resolves, as necessary, that the debt securities may, if appropriate, be issued with warrants attached giving holders the right to be awarded, buy or subscribe to bonds or other debt securities;
4. resolves, as necessary, that subscriptions may be paid up either in cash or by offsetting due and payable debts, or by a combination of these two methods;
5. resolves that the following limits shall apply to issues carried out under this delegation of authority:
  - (i) the capital increase(s) that may be decided by the Board of Directors and carried out, immediately and/or in the future, shall not result in the issuing of a number of ordinary shares representing more than 10% of the Company's share capital on the issue date (i.e. for purely indicative purposes, based on the Company's share capital as of December 31, 2024, a nominal value of one hundred forty-one million four hundred fifty-two thousand six hundred twenty-one euros (EUR 141,452,621)).

This does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with the applicable law and any contractual provisions to protect the rights of holders of securities giving access to the share capital or other rights to the Company's share capital;

- (ii) the maximum nominal value of debt securities that may be issued pursuant to this delegation of authority shall not exceed five hundred million euros (EUR 500,000,000) or the equivalent value in any other currency as of the date the issue is decided.

In the case of debt securities redeemable for an amount above the par value, the redemption premium shall be added to the above amount.

This maximum amount is independent of the amount of any issues of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code;

- (iii) the issues carried out pursuant to this delegation of authority shall be deducted from the total maximum amounts set in the twentieth resolution as well as the total maximum amounts set in the thirty-second resolution;
6. resolves to waive shareholders' preferential right to subscribe for ordinary shares and the securities giving access to the share capital that may be issued under this resolution;

7. notes that the decision to issue securities giving access to the share capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the share capital, of their preferential right to subscribe for the shares to which such securities entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code;
8. resolves that, if proposed issue is not taken up in full, the Board of Directors may, within the limits specified by the applicable regulations, limit the issue to the amount of subscriptions received and/or freely allocate all or some of the unsubscribed ordinary shares or securities giving access to the share capital, as applicable;
9. resolves that the issue price of the ordinary shares issued under this authorization shall be set by the Board of Directors and must be at least equal to the volume-weighted average of the prices quoted for the Company's shares over the three (3) trading days on the Euronext Paris regulated market preceding the beginning of the public offer within the meaning of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended, minus a discount of up to 10%, if applicable, as adjusted to take account of the entitlement date;
10. resolves that the issue price of the securities giving access to the share capital shall be set in such a way that the amount received immediately by the Company plus, if applicable, the amount received subsequently by the Company for each share issued as a result of the issuing of these securities, shall be at least equal to the minimum price defined in paragraph 9. above;
11. resolves that the Board of Directors, with the right to sub-delegate in accordance with applicable laws and regulations, shall have full powers to use this delegation of authority and in particular to:
  - (i) set the terms, conditions and procedures, including the timing of the issues of ordinary shares and/or securities giving access to share capital to be issued, including the number and characteristics of the securities that would be issued under this resolution, including, in the case of debt securities, their rank, interest rate, and interest payment terms, issue currency, duration, and redemption and amortization terms;
  - (ii) set the entitlement date, even retroactively, of the securities issued under this resolution;
  - (iii) set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued pursuant to this resolution;
  - (iv) suspend, if necessary, the exercise of the rights to receive ordinary shares in the Company attached to securities, in accordance with applicable regulations;
  - (v) determine the method to be used, if necessary, to protect the rights of holders of securities giving access to the Company's share capital or any other rights to the share capital in accordance with the legal and regulatory provisions in force and the terms of said securities;
  - (vi) if necessary, amend the terms and conditions of the securities issued pursuant to this resolution, during the life of the securities in question and in accordance with applicable formalities;
  - (vii) decide, at its discretion, to charge all costs, expenses and fees arising from the issues against the corresponding additional paid-in capital after each issue;
  - (viii) apply for the admission to trading of the securities issued pursuant to this resolution on any market at the Board's discretion; and

- (ix) more generally, take all useful measures or arrangements, enter into all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to ensure the successful completion of the issues or to defer them, and in particular to record the capital increase(s) resulting immediately or in the future from any issue carried out under this delegation, and amend the articles of association accordingly;
12. notes that the Board of Directors will report to the next ordinary shareholders' meeting, in accordance with the applicable law and regulations, on the use made of the authorization granted under this resolution.

This delegation of authority is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior delegation of authority with the same purpose.

## **TWENTY-SECOND RESOLUTION**

### **Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to ordinary shares to be issued to one or more persons specifically designated by the Board of Directors, without preferential subscription rights**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and in accordance with Articles L. 225-129 *et seq.* and in particular Articles L. 225-129-2, L. 225-132, L. 225-135, L. 225-138, L. 22-10-49, L. 22-10-52-1 and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital is fully paid up:

1. delegates authority to the Board of Directors to decide on and carry out the issue, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, and subject to the conditions and limits set out below, of:
  - (i) ordinary shares in the Company; and/or
  - (ii) securities of any kind, issued for consideration or free of charge, granting access immediately or in the future to existing or future shares of the Company;

without preferential subscription rights and with one or more persons specifically designated by the Board of Directors.

As an exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority during any public offer for the Company's shares until the end of the public offer period.

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuing of such securities, or alternatively allow for the issuing of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation may in particular take the form of subordinated or unsubordinated securities, perpetual or not, and may be issued either in euros or in any other currency (including a unit of account established in reference to several currencies);
3. resolves, as necessary, that the debt securities may, if appropriate, be issued with warrants attached giving holders the right to be awarded, buy or subscribe to bonds or other debt securities;
4. resolves, as necessary, that subscriptions may be paid up either in cash or by offsetting debts, or

by a combination of these two methods;

5. resolves on the subscription of ordinary shares and/or securities giving access to the share capital to be issued for the benefit of one or more designated persons and to delegate to the Board of Directors all powers to proceed with the designation of these persons;

6. resolves that the following limits shall apply to issues carried out under this delegation of authority:

(i) the capital increase(s) that may be decided by the Board of Directors and carried out, immediately or in the future, shall not result in the issuing of a number of ordinary shares representing more than 10% of the Company's share capital on the issue date (i.e., for purely indicative purposes, based on the Company's share capital as of December 31, 2024, a nominal value of one hundred forty-one million four hundred fifty-two thousand six hundred twenty-one euros (EUR 141,452,621)).

This does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with the applicable law and any contractual provisions to protect the rights of holders of securities giving access to the share capital or other rights to the Company's share capital;

(ii) the maximum nominal value of debt securities that may be issued pursuant to this delegation of authority shall not exceed five hundred million euros (EUR 500,000,000) or the equivalent value in any other currency as of the date the issue is decided.

In the case of debt securities redeemable for an amount above the par value, the redemption premium shall be added to the above amount.

This maximum amount is independent of the amount of any issues of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code; and

(iii) the issues carried out pursuant to this delegation of authority shall be deducted from the total maximum amounts set in the twentieth resolution as well as the total maximum amounts set in the thirty-second resolution;

7. resolves to waive shareholders' preferential right to subscribe for ordinary shares and the securities giving access to the share capital that may be issued under this resolution;

8. notes that the decision to issue securities giving access to the share capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the share capital, of their preferential right to subscribe for the shares to which such securities entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code;

9. resolves that the issue price of the ordinary shares issued under this delegation will be set by the Board of Directors in accordance with the regulatory provisions in force on the date of use of this delegation, possibly reduced by a maximum discount of 10% calculated in relation to the reference price set in accordance with the regulatory provisions in force on the date of use of this delegation;

10. resolves that the issue price of the securities giving access to the share capital shall be set in

such a way that the amount received immediately by the Company plus, if applicable, the amount received subsequently by the Company for each share issued as a result of the issuing of these securities, shall be at least equal to the minimum price defined in paragraph 9. above;

- 11.** resolves that the Board of Directors shall have full powers, which may be subdelegated in accordance with the applicable laws and regulations, to use this delegation of authority and in particular to:
- (i) set the terms, conditions and procedures, including the timing of the issues of ordinary shares and/or securities giving access to share capital to be issued, including the number and characteristics of the securities that would be issued under this resolution, including, in the case of debt securities, their rank, interest rate, and interest payment terms, issue currency, duration, and redemption and amortization terms;
  - (ii) designate the person(s) for whose benefit the issue of ordinary shares and/or securities giving access to the share capital is reserved;
  - (iii) set the entitlement date, even retroactively, of the securities issued under this resolution;
  - (iv) set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued pursuant to this resolution;
  - (v) suspend, if necessary, the exercise of the rights to receive ordinary shares in the Company attached to securities, in accordance with applicable regulations;
  - (vi) determine the method to be used, if necessary, to protect the rights of holders of securities giving access to the Company's share capital or any other rights to the share capital in accordance with the legal and regulatory provisions in force and the terms of said securities;
  - (vii) if necessary, amend the terms and conditions of the securities issued pursuant to this resolution, during the life of the securities in question and in accordance with applicable formalities;
  - (viii) decide, at its discretion, to charge all costs, expenses and fees arising from the issues against the corresponding additional paid-in capital after each issue;
  - (ix) apply for the admission to trading of the securities issued pursuant to this resolution on any market at the Board's discretion; and
  - (x) more generally, take all useful measures or arrangements, enter into all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to ensure the successful completion of the issues or to defer them, and in particular to record the capital increase(s) resulting immediately or in the future from any issue carried out under this delegation, and amend the articles of association accordingly;
- 12.** notes that the Board of Directors will report to the next ordinary shareholders' meeting, in accordance with the applicable law and regulations, on the use made of the authorization granted under this resolution.

This delegation of authority is given to the Board for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting.



## **TWENTY-THIRD RESOLUTION**

### **Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to ordinary shares to be issued, as consideration for securities tendered to a public exchange offer initiated by the Company, without preferential subscription rights**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and in accordance with Articles L. 225-129 *et seq.*, in particular Articles L. 22-10-49 and L. 22-10-54, Articles L. 225-129 *et seq.* and in particular Articles L. 225-129-2 to L. 225-129-6, L. 225-147 as well as L. 228-91 and L. 228-92 of the French Commercial Code, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital is fully paid up:

1. delegates authority to the Board of Directors to decide on and carry out the issue, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate:
  - (i) ordinary shares in the Company; and/or
  - (ii) securities of any kind, issued for consideration or free of charge, granting access immediately or in the future to existing or future shares of the Company;

as consideration for securities tendered to any public exchange offer or any cash offer with a stock alternative initiated by the Company, in France or abroad, according to local rules, for the securities of a company whose shares are traded on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code (or any other transaction having the same effect, such as a reverse merger or scheme of arrangement) and resolves to cancel the shareholders' preferential right to subscribe for these ordinary shares and/or securities giving access to the share capital in favor of the holders of the securities tendered to the offer.

As an exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority during any public offer for the Company's shares until the end of the public offer period.

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuing of such securities, or alternatively allow for the issuing of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation may in particular take the form of subordinated or unsubordinated securities, perpetual or not, and may be issued either in euros or in any other currency (including a unit of account established in reference to several currencies);
3. resolves, as necessary, that the debt securities may, if appropriate, be issued with warrants attached giving holders the right to be awarded, buy or subscribe to bonds or other debt securities;
4. resolves that the following limits shall apply to issues carried out under this delegation of authority:
  - (i) the maximum nominal value (excluding additional paid-in capital) of capital increases that may be decided by the Board of Directors and carried out pursuant to this delegation of authority, immediately and/or in the future, shall not exceed one hundred forty-one million four hundred fifty-two thousand six hundred twenty-one euros (EUR 141,452,621).

This limit does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with the applicable law and any contractual provisions to protect the rights of holders of securities giving access to the share capital or other rights to the Company's share capital.

In addition, in the case of a capital increase carried out by capitalizing profits, reserves, or additional paid-in capital or other amounts whose capitalization would be allowed and issuing free ordinary shares to shareholders during the period of validity of this delegation of authority, the above-mentioned total nominal value (excluding additional paid-in capital) and the corresponding number of ordinary shares shall be adjusted by multiplying it by a coefficient equal to the ratio of the number of ordinary shares comprising the share capital before capitalization to the number of shares after capitalization;

- (ii) the maximum nominal value of debt securities that may be issued pursuant to this delegation of authority shall not exceed five hundred million euros (EUR 500,000,000) or the equivalent value in any other currency as of the date the issue is decided.

In the case of debt securities redeemable for an amount above the par value, the redemption premium shall be added to the above amount.

This maximum amount is independent of the amount of any issues of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code; and

- (iii) the issues carried out pursuant to this delegation of authority shall be deducted from the total maximum amounts set in the twentieth resolution as well as the total maximum amounts set in the thirty-second resolution;

5. notes that the decision to issue securities giving access to the share capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the share capital, of their preferential right to subscribe for the shares to which such securities entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code;

6. resolves that the Board of Directors shall have full powers, which may be subdelegated in accordance with the applicable laws and regulations, to use this delegation of authority and in particular to:

- (i) set the terms and conditions and implement the public offer(s) concerned by this delegation of authority;
- (ii) place on record the number of securities tendered to the offer;
- (iii) determine the number and characteristics of the securities that would be issued under this resolution, including, in the case of debt securities, their rank, interest rate, and interest payment terms, issue currency, duration, and redemption and amortization terms;
- (iv) set the terms, conditions and procedures, including the timing, of the issues;
- (v) set the entitlement date, even retroactively, of the securities issued under this resolution;
- (vi) set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued pursuant to this resolution;
- (vii) suspend, if necessary, the exercise of the rights to receive ordinary shares in the Company attached to securities, in accordance with applicable regulations;
- (viii) determine the method to be used, if necessary, to protect the rights of holders of securities

giving access to the Company's share capital or any other rights to the share capital in accordance with the legal and regulatory provisions in force and the terms of said securities;

- (ix) if necessary, amend the terms and conditions of the securities issued pursuant to this resolution, during the life of the securities in question and in accordance with applicable formalities;
  - (x) decide, at its discretion, to charge all costs, expenses and fees arising from the issues against the corresponding additional paid-in capital after each issue;
  - (xi) apply for the admission to trading of the securities issued pursuant to this resolution on any market at the Board's discretion; and
  - (xii) more generally, take all useful measures or arrangements, enter into all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to ensure the successful completion of the issues or to defer them, and in particular to record the capital increase(s) resulting immediately or in the future from any issue carried out under this delegation, and amend the articles of association accordingly;
7. notes that the Board of Directors will report to the next ordinary shareholders' meeting, in accordance with the applicable law and regulations, on the use made of the authorization granted under this resolution.

This delegation of authority is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior delegation of authority with the same purpose.

#### **TWENTY-FOURTH RESOLUTION**

**Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to ordinary shares to be issued, within the limit of 10% of the Company's share capital, as consideration for securities tendered to the Company, without preferential subscription rights**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and in accordance with Articles L. 225-147, L. 22-10-53, L. 225-129 *et seq.* and L. 228-91 to L. 228-97 of the French Commercial Code, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital is fully paid up:

1. delegates the powers to the Board of Directors to decide and carry out the issue, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, within the limit of 10% of the Company's share capital (i.e., purely for indicative purposes, based on the Company's share capital as of December 31, 2024, a nominal value of one hundred forty-one million four hundred fifty-two thousand six hundred twenty-one euros (EUR 141,452,621)), of:
  - (i) ordinary shares in the Company; and/or
  - (ii) securities of any kind, issued for consideration or free of charge, granting access immediately or in the future to existing or future shares of the Company;

as consideration for shares or securities giving access to the share capital contributed to the Company where Article L. 22-10-54 of the French Commercial Code does not apply.

As an exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority during any public offer for the Company's shares until the end of the public offer period.

This does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with the applicable law and any contractual provisions to protect the rights of holders of securities giving access to the share capital or other rights to the Company's share capital.

Any decision to use this delegation of power shall be made by the Board of Directors on the basis of the report of one or more contribution auditors appointed in accordance with Article L. 225-147 of the French Commercial Code;

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuing of such securities, or alternatively allow for the issuing of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation may in particular take the form of subordinated or unsubordinated securities, perpetual or not, and may be issued either in euros or in any other currency (including a unit of account established in reference to several currencies);
3. resolves, as necessary, that the debt securities may, if appropriate, be issued with warrants attached giving holders the right to be awarded, buy or subscribe to bonds or other debt securities;
4. resolves that the ordinary shares of the Company and/or securities giving access to the share capital issued pursuant to this delegation shall be deducted from the total maximum amounts set in the twentieth resolution as well as the total maximum amounts set in the thirty-second resolution;
5. notes that the Company's shareholders shall have no preferential subscription rights to the ordinary shares and/or securities giving access to the share capital issued pursuant to this delegation, these being intended exclusively as consideration for any contributions in kind of shares made to the Company;
6. notes that the decision to issue securities giving access to the share capital automatically entails the waiver by shareholders of their preferential right to subscribe for the shares to which such securities giving access to the share capital entitle their holders;
7. resolves that the Board of Directors shall have full powers, which may be subdelegated in accordance with the applicable laws and regulations, to use this delegation of authority and in particular to:
  - (i) approve the value attributed to the contributed assets as well as the value of any related benefits granted, and approve the report of the contribution auditors on the value of the contributed assets referred to in Article L. 22-10-53 and Article L. 225-147 1 & 2 of the French Commercial Code;
  - (ii) set the terms, conditions and procedures, including the timing of the issues of ordinary shares and/or securities giving access to share capital to be issued, including the number and characteristics of the securities that would be issued under this resolution, including, in the case of debt securities, their rank, interest rate, and interest payment terms, issue currency, duration, and redemption and amortization terms;
  - (iii) set the entitlement date, even retroactively, of the securities issued under this resolution;

- (iv) set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued pursuant to this resolution;
- (v) suspend, if necessary, the exercise of the rights to receive ordinary shares in the Company attached to securities, in accordance with applicable regulations;
- (vi) determine the method to be used, if necessary, to protect the rights of holders of securities giving access to the Company's share capital or any other rights to the share capital in accordance with the legal and regulatory provisions in force and the terms of said securities;
- (vii) if necessary, amend the terms and conditions of the securities issued pursuant to this resolution, during the life of the securities in question and in accordance with applicable formalities;
- (viii) decide, at its discretion, to charge all costs, expenses and fees arising from the issues against the corresponding additional paid-in capital after each issue;
- (ix) apply for the admission to trading of the securities issued pursuant to this resolution on any market at the Board's discretion; and
- (x) more generally, take all useful measures or arrangements, enter into all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to ensure the successful completion of the issues or to defer them, and in particular to record the capital increase(s) resulting immediately or in the future from any issue carried out under this delegation, and amend the articles of association accordingly;

This delegation of authority is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior delegation of authority with the same purpose.

## **TWENTY-FIFTH RESOLUTION**

### **Authorization granted to the Board of Directors to increase the number of shares to be issued in the case of a capital increase with or without preferential subscription rights**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and in accordance with Articles L. 225-135-1, L. 22-10-49 and R. 225-118 of the French Commercial Code, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital is fully paid up:

1. authorizes the Board of Directors, with the right to sub-delegate in accordance with applicable laws and regulations, to decide, at any time, to increase the number of securities to be issued in the event of an increase in the Company's share capital, with or without preferential subscription rights, carried out pursuant to the nineteenth, twentieth, twenty-first and twenty-second resolutions above, within the time limits and limits provided by the law and regulations applicable on the date of issue (i.e. as of the date hereof, within thirty days of the closing of the subscription, up to 15% of the initial issue and at the same price as that of the initial issue), and subject to compliance with:
  - (i) the specific maximum limit provided for in the resolution on the basis of which the initial issue was decided; and

- (ii) the total maximum amount of capital increases set in the thirty-second resolution of this Shareholders' Meeting, in particular in order to offer a greenshoe option in accordance with market practices.

As an exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this authorization during any public offer for the Company's shares until the end of the public offer period; and

- 2. notes that, in the case of a decision to increase the capital pursuant to the nineteenth, twentieth, twenty-first and twenty-second resolutions, the limit referred to in Article L. 225-134 I, 1 of the French Commercial Code shall be increased in the same proportions.

This authorization is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior authorization with the same purpose.

#### **TWENTY-SIXTH RESOLUTION**

##### **Delegation of authority granted to the Board of Directors to issue warrants exercisable for ordinary shares of the Company without preferential subscription rights for shareholders in favor of categories of beneficiaries meeting specific criteria, with a view to implementing a contingent capital program**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and in accordance with Articles L. 228-92, L. 225-129-2, L. 22-10-49 and L. 225-138 of the French Commercial Code, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital is fully paid up:

- 1. delegates authority to the Board of Directors, with the right to sub-delegate in accordance with applicable laws and regulations, to decide to issue, on one or more occasions, in France or abroad, in euros or in any currency or unit of account, in the proportions and at the times it deems appropriate, securities giving access to the Company's share capital that have the characteristics of warrants (the "2025 Contingent Warrants").

The holders of the 2025 Contingent Warrants shall have a an obligation, under the conditions to be defined contractually, to exercise the warrants and subscribe for new ordinary shares if the Company, in its capacity as insurer or reinsurer, needs to raise capital to cover the consequences of natural or man-made disasters likely to have a significant adverse effect on the Group's profitability or solvency, as described in the Board of Directors' report (a "Trigger Event").

The Company shall be required to notify the holders of the 2025 Contingent Warrants of the occurrence of any such Trigger Event in order to draw on the contingent equity line(s) and automatically raise additional capital;

- 2. resolves that (i) use of this delegation of authority by the Board of Directors shall be subject to the prior exercise, cancellation or expiration of all or some of the 2022 Warrants (as defined in the twentieth resolution of this Shareholders' Meeting) and that (ii) if the Board of Directors uses this delegation of authority prior to the exercise, cancellation or expiration of all of the 2022 Warrants, the aggregate number of new ordinary shares to be issued upon exercise of the outstanding 2022 Warrants and the 2025 Contingent Warrants shall not exceed 10% of the number of ordinary shares comprising the Company's share capital on the issue date of the ordinary shares.

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority during any public offer for the Company's shares until the end of the public offer period.

3. resolves that the aggregate par value of all the ordinary shares issued upon exercise of the 2025 Contingent Warrants shall not exceed three hundred million euros (EUR 300,000,000), including additional paid-in capital;
4. resolves that the number of new ordinary shares to be issued upon exercise of the 2025 Contingent Warrants shall not exceed 10% of the number of ordinary shares comprising the capital of the Company on the date of issue of said ordinary shares (i.e., purely for indicative purposes, based on the Company's share capital as of December 31, 2024, a nominal value of one hundred forty-one million four hundred fifty-two thousand six hundred twenty-one euros (EUR 141,452,621)), and that the aggregate par value of the ordinary shares issued upon exercise of the 2025 Contingent Warrants shall be deducted from:
  - (i) on one hand, the total maximum amount of capital increases set in the thirty-second resolution of this Shareholders' Meeting, without exceeding this amount; and
  - (ii) on the other hand, the maximum amount set in the twentieth resolution of this Shareholders' Meeting, without being limited by this amount.

This delegation of authority does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with the applicable law and any contractual provisions to protect the rights of holders of securities giving access to the share capital or other rights to the Company's share capital;

5. resolves to waive the shareholders' preferential right to subscribe for the 2025 Contingent Warrants and to reserve their subscription to the categories of beneficiaries meeting the following criteria:
  - (i) any special purpose vehicle (SPV) not owned by the Group and set up for the specific purpose of acting as the vehicle for the transaction described in the Board of Directors' report; and/or
  - (ii) any investment service providers licensed to provide the investment services referred to in paragraph 6-1 of Article L. 321-1 of the French Monetary and Financial Code.

In accordance with Article L. 225-138 I of the French Commercial Code, the Board of Directors shall draw up the list of investors in these categories or select a single investor, as it deems appropriate;

6. resolves that, in accordance with Article L. 225-138 II of the French Commercial Code, taking into account the terms of the Board of Directors' report and the Statutory Auditors' special report, the subscription price per 2025 Contingent Warrant shall be one thousandth of a euro (EUR 0.001);
7. resolves that the subscription price per share for the new ordinary shares issued upon exercise of the 2025 Contingent Warrants shall be determined by the Board of Directors on the basis of the volume-weighted average of the prices quoted for the Company's ordinary shares on the Euronext Paris regulated market over the three (3) trading days immediately preceding the exercise of the 2025 Contingent Warrants minus a discount of up to 10%, not being less than the shares' par value;

8. notes that, in accordance with Article L. 225-132 of the French Commercial Code, the issuing of the 2025 Contingent Warrants will automatically entail the waiver by shareholders, in favor of the holders of said 2025 Contingent Warrants, of their preferential right to subscribe for the ordinary shares to be issued upon exercise of the warrants;
9. resolves that the 2025 Contingent Warrants shall have a maximum duration of four (4) years from the issue date;
10. resolves that if the Board of Directors uses the delegation of authority granted in the twenty-seventh resolution of this Shareholders' Meeting, this delegation of authority shall become null and void;
11. resolves that the Board of Directors shall have full powers, which may be subdelegated in accordance with the applicable laws and regulations, to use this delegation of authority and in particular to:
  - (i) set the terms, conditions and procedures, of the issuing of the 2025 Contingent Warrants;
  - (ii) enter into one or more agreements with the designated investor(s) within the above category(ies);
  - (iii) determine the definitive characteristics of the 2025 Contingent Warrants and of the ordinary shares to be issued upon exercise of the 2025 Contingent Warrants;
  - (iv) set the entitlement date, even retroactively, of the securities issued under this resolution;
  - (v) set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued pursuant to this resolution;
  - (vi) determine the method to be used, if necessary, to protect the rights of holders of securities giving access to the Company's share capital or any other rights to the share capital in accordance with the legal and regulatory provisions in force and the terms of said securities;
  - (vii) if necessary, amend the terms and conditions of the securities issued pursuant to this resolution, during the life of the securities in question and in accordance with applicable formalities;
  - (viii) apply for the admission to trading of the securities issued pursuant to this resolution on any market at the Board's discretion; and
  - (ix) more generally, take all useful measures or arrangements, enter into all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to ensure the successful completion of the issues or to defer them, and in particular to record the capital increase(s) resulting immediately or in the future from any issue carried out under this delegation, and amend the articles of association accordingly;
12. notes that the Board of Directors will report to the next ordinary shareholders' meeting, in accordance with the applicable law and regulations, on the use made of the authorization granted under this resolution.

This delegation of authority is given to the Board for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior delegation of authority with the same purpose.



## **TWENTY-SEVENTH RESOLUTION**

### **Delegation of authority granted to the Board of Directors to issue warrants exercisable for ordinary shares of the Company, without preferential subscription rights for shareholders in favor of categories of beneficiaries meeting specific criteria, with a view to implementing an ancillary own funds program**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and in accordance with Articles L. 228-92, L. 225-129-2, L. 22-10-49 and L. 225-138 of the French Commercial Code, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital is fully paid up:

1. delegates authority to the Board of Directors, with the right to sub-delegate in accordance with applicable laws and regulations, to decide to issue, on one or more occasions, in France or abroad, in euros or in any currency or unit of account, in the proportions and at the times it deems appropriate, securities giving access to the Company's share capital that have the characteristics of warrants (the "2025 AOF Warrants").

The holders of the 2025 AOF Warrants shall have a an obligation, under the conditions to be defined contractually, to exercise the warrants and subscribe for corresponding new ordinary shares if the Company, in its capacity as insurer or reinsurer, needs to raise capital to cover the consequences of a Trigger Event.

The 2025 AOF Warrants shall enable the Company to have automatic access to additional capital on request or on a mandatory basis following the occurrence of a Trigger Event;

2. resolves that (i) use of this delegation of authority by the Board of Directors shall be subject to the prior exercise, cancellation or expiration of all or some of the 2022 Warrants (as defined in the twentieth resolution of this Shareholders' Meeting) and that (ii) if the Board of Directors uses this delegation of authority prior to the exercise, cancellation or expiration of all of the 2022 Warrants, the aggregate number of new ordinary shares to be issued upon exercise of the outstanding 2022 Warrants and the 2025 AOF Warrants shall not exceed 10% of the number of ordinary shares comprising the Company's share capital on the issue date of the ordinary shares (i.e., purely for indicative purposes, based on the Company's share capital as of December 31, 2024, a nominal value of one hundred forty-one million four hundred fifty-two thousand six hundred twenty-one euros (EUR 141,452,621)).

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority during any public offer for the Company's shares until the end of the public offer period.

3. resolves that the aggregate par value of all the ordinary shares issued upon exercise of the 2025 AOF Warrants shall not exceed three hundred million euros (EUR 300,000,000), including additional paid-in capital;
4. resolves that the number of new ordinary shares to be issued upon exercise of the 2025 AOF Warrants shall not exceed 10% of the number of ordinary shares comprising the Company's share capital on the date of issue of said ordinary shares, and that the aggregate par value of the ordinary shares issued upon exercise of the 2025 AOF Warrants shall be deducted from:
  - (i) on one hand, the total maximum amount of capital increases set in the thirty-second resolution of this Shareholders' Meeting, without exceeding this amount; and
  - (ii) on the other hand, the maximum amount set in the twentieth resolution of this Shareholders'

Meeting, without being limited by this amount.

This delegation of authority does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with the applicable law and any contractual provisions to protect the rights of holders of securities giving access to the share capital or other rights to the Company's share capital;

5. resolves to waive the shareholders' preferential right to subscribe for the 2025 AOF Warrants and to reserve their subscription to the categories of beneficiaries meeting the following criteria:
  - (i) any special purpose vehicle (SPV) not owned by the Group and set up for the specific purpose of acting as the vehicle for the transaction described in the Board of Directors' report; and/or
  - (ii) any investment service providers licensed to provide the investment services referred to in paragraph 6-1 of Article L. 321-1 of the French Monetary and Financial Code.

In accordance with Article L. 225-138 I of the French Commercial Code, the Board of Directors shall draw up the list of investors in these categories or select a single investor, as it deems appropriate;

6. resolves that, in accordance with Article L. 225-138 II of the French Commercial Code, the subscription price per 2025 AOF Warrant shall be one thousandth of a euro (EUR 0.001);
7. resolves that the subscription price per share for the new ordinary shares issued upon exercise of the 2025 AOF Warrants shall be determined by the Board of Directors and shall be at least equal to the volume-weighted average of the prices quoted for the Company's ordinary shares on the Euronext Paris regulated market over the thirty (30) trading days preceding the exercise of the 2025 AOF Warrants, if applicable minus a discount of up to 10%, not being less than the shares' par value;
8. notes that, in accordance with Article L. 225-132 of the French Commercial Code, the issuing of the 2025 AOF Warrants will automatically entail the waiver by shareholders, in favor of the holders of said 2025 AOF Warrants, of their preferential right to subscribe for the ordinary shares to be issued upon exercise of the warrants;
9. resolves that the 2025 AOF Warrants shall have a maximum duration of four (4) years from the issue date;
10. resolves that if the Board of Directors uses the delegation of authority granted in the twenty-sixth resolution of this Shareholders' Meeting, this delegation of authority shall become null and void;
11. resolves that the Board of Directors shall have full powers, which may be subdelegated in accordance with the applicable laws and regulations, to use this delegation of authority and in particular to:
  - (i) set the terms, conditions and procedures, of the issuing of the 2025 AOF Warrants;
  - (ii) enter into one or more agreements with the designated investor(s) within the above category(ies);
  - (iii) determine the definitive characteristics of the 2025 AOF Warrants and of the ordinary shares to be issued upon exercise of the 2025 AOF Warrants;

- (iv) set the entitlement date, even retroactively, of the securities issued under this resolution;
- (v) set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued pursuant to this resolution;
- (vi) determine the method to be used, if necessary, to protect the rights of holders of securities giving access to the Company's share capital or any other rights to the share capital in accordance with the legal and regulatory provisions in force and the terms of said securities;
- (vii) if necessary, amend the terms and conditions of the securities issued pursuant to this resolution, during the life of the securities in question and in accordance with applicable formalities;
- (viii) apply for the admission to trading of the securities issued pursuant to this resolution on any market at the Board's discretion; and
- (ix) more generally, take all useful measures or arrangements, enter into all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to ensure the successful completion of the issues or to defer them, and in particular to record the capital increase(s) resulting immediately or in the future from any issue carried out under this delegation, and amend the articles of association accordingly;

12. notes that the Board of Directors will report to the next ordinary shareholders' meeting, in accordance with the applicable law and regulations, on the use made of the authorization granted under this resolution.

This delegation of authority is given to the Board for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior delegation of authority with the same purpose.

## **TWENTY-EIGHTH RESOLUTION**

### **Authorization granted to the Board of Directors to reduce the share capital by canceling treasury shares**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report:

1. authorizes the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times it deems appropriate, by canceling a quantity of treasury shares determined at its discretion within the limits set by law in accordance with Articles L. 22-10-62 *et seq.* of the French Commercial Code.

As an exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this authorization during any public offer for the Company's shares until the end of the public offer period.

The number of shares that may be canceled in any twenty-four (24) month period pursuant to this authorization shall not exceed 10% of the shares comprising the Company's share capital. The number of shares represented by this limit shall be adjusted, if applicable, to reflect any transactions affecting the capital carried out after this Shareholders' Meeting;

2. authorizes the Board of Directors to charge the difference between the buyback price of the shares and their par value against additional paid-in capital or available reserves; and
3. resolves that the Board of Directors shall have full powers, which may be subdelegated in accordance with the applicable laws and regulations, to carry out the capital reduction(s), in particular, to determine the number of shares to be canceled, place on record the capital reduction, amend the articles of association accordingly, carry out all filing and other formalities and procedures with all agencies and, generally, to do whatever is necessary.

This authorization is given to the Board for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior authorization with the same purpose.

#### **TWENTY-NINTH RESOLUTION**

**Authorization granted to the Board of Directors to grant share subscription and/or purchase options to employees and executive corporate officers of the Company and/or affiliated companies or groups, entailing the waiver by shareholders of their preferential subscription rights to the shares to be issued upon exercise of the subscription options**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report and having noted that the share capital is fully paid up:

1. authorizes the Board of Directors, within the scope of Articles L. 225-177 to L. 225-185 and L. 22-10-56 and L. 22-10-58 of the French Commercial Code, to grant, on the recommendation of the Compensation Committee, on one or more occasions, in the proportions and at the times it deems appropriate, to all or selected employees of the Company and affiliated companies or groups under the conditions referred to in Article L. 225-180 of the French Commercial Code, as well as to executive corporate officers (*dirigeants mandataires sociaux*) of those same entities under the same conditions, options to subscribe for new ordinary shares in the Company, leading to an increase in the share capital, and options to purchase existing ordinary shares bought back for this purpose by the Company as provided for by law;
2. resolves that the options to subscribe shares and the options to purchase shares granted under this authorization shall be exercisable – subject to fulfillment of performance and other conditions set by the Board of Directors based on the recommendation of the Compensation Committee, as assessed over a period of at least three (3) years – for a maximum of one million (1,000,000) ordinary shares.

This limit does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with the applicable law and any contractual provisions to protect the rights of holders of securities giving access to the share capital or other rights to the Company's share capital.

3. resolves that the total nominal value of the capital increases carried out pursuant to this authorization will be deducted from the total maximum amount of capital increases set in the thirty-second resolution;
4. resolves that the list of grantees, the number of options granted to them and the vesting conditions (including for all grants the performance condition(s) mentioned in paragraph 2 above) shall be set by the Board of Directors. The options granted to each executive corporate officer shall not represent more than 10% of the aggregate principal amount authorized under this resolution;

5. resolves that the option exercise price shall be set by the Board on the grant date, in accordance with Articles L. 225-177 and L. 225-179 of the French Commercial Code, but without any discount;
6. resolves that this authorization shall entail the waiver by shareholders, in favor of holders of subscription options, of their preferential right to subscribe for the ordinary shares to be issued upon exercise of the options;
7. resolves that the Board of Directors shall have full powers to use this authorization in particular to:
  - (i) determine whether the options granted pursuant to this authorization shall be exercisable for new shares or for existing shares;
  - (ii) decide the total number of options to be granted, draw up the list of grantees and the number of options to be granted to each one in accordance with the terms and conditions of this authorization;
  - (iii) decide the option grant date(s), based on the recommendation of the Compensation Committee and within the legal conditions and limits; and
  - (iv) set the options' terms and conditions, and in particular to determine, within the legal conditions and limits:
    - the duration of the options, which shall be at least five (5) years and no more than ten (10) years from the grant date to the exercise date;
    - the vesting conditions applicable to the exercise of options by the grantees (including presence and performance conditions);
    - the option exercise date(s) or period(s), with the Board of Directors having the right to (a) bring forward the exercise date(s) or reduce the exercise period(s), or (b) extend the life of the options to a maximum of twelve (12) years from the grant date or (c) modify the dates or periods during which the ordinary shares received upon exercise of the options may not be sold or converted to bearer form; and
    - any restrictions prohibiting the immediate resale of all or some of the ordinary shares received upon exercise of options, provided that the lock-up period shall not exceed three (3) years from the option exercise date, without prejudice to the specific provisions concerning the corporate officers in Article L. 225-185 of the French Commercial Code;
  - (v) limit, suspend, restrict or prohibit the exercise of options or the sale or conversion into bearer form of the ordinary shares received upon exercise of the options, during certain periods or following certain events, with said decision being applicable to all or some of the options or ordinary shares or all or some of the grantees;
  - (vi) make any adjustments to the number and price of the ordinary shares to be received upon exercise of the options to protect the rights of the grantees in the event of any transactions affecting the Company's capital; and
  - (vii) determine the entitlement date, even retroactively, of the new ordinary shares to be received upon exercise of subscription options.

8. resolves that the Board of Directors shall have full powers, which may be subdelegated in accordance with the applicable laws and regulations, to:
- (i) place on record any capital increase(s) for the aggregate par value of the ordinary shares issued upon exercise of subscription options;
  - (ii) if it deems it appropriate, charge the share issue costs against related additional paid-in capital;
  - (iii) apply for the admission to trading of the securities issued pursuant to this resolution on any market at the Board's discretion; and
  - (iv) more generally, take all useful measures or arrangements, enter into all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to ensure the successful completion of the issues or to defer them, and in particular to record the capital increase(s) resulting immediately or in the future from any issue carried out under this delegation, and amend the articles of association accordingly;
9. notes that the Board of Directors will report to the next ordinary shareholders' meeting, in accordance with applicable law and regulations, on the use made of the authorization granted under this resolution.

This authorization is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior authorization with the same purpose.

### **THIRTIETH RESOLUTION**

#### **Authorization granted to the Board of Directors to award existing ordinary shares of the Company to employees and executive corporate officers of the Company and/or affiliated companies or groups**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and in accordance with Articles L. 225-197-1 to L. 225-197-5, and L. 22-10-59 to L. 22-10-60 of the French Commercial Code, having considered the Board of Directors' report and the Statutory Auditors' special report:

1. authorizes the Board of Directors, pursuant to Articles L. 225-197-1 to L. 225-197-5 and L. 22-10-59 to L. 22-10-60 of the French Commercial Code and on the recommendation of the Compensation Committee, to grant, on one or more occasions, existing fully paid-up ordinary shares of the Company to all or selected employees of the Company and affiliated companies or groups under the conditions referred to in Article L. 225-197-2 of the French Commercial Code, as well as to executive corporate officers (*dirigeants mandataires sociaux*) of those same entities referred to in Article L. 225-197-1-II of the French Commercial Code;
2. resolves that the total number of ordinary shares granted pursuant to this authorization, subject to fulfillment of performance and other conditions set by the Board of Directors on the recommendation of the Compensation Committee, shall not exceed three million five hundred thousand euros (EUR 3,500,000).

This limit does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with applicable contractual provisions to protect the rights of holders of securities giving access to the share capital or other rights to the Company's share capital.

3. resolves that the Board of Directors will determine the grantees of the ordinary shares, the number of ordinary shares granted to them and the vesting conditions (including for all grants the performance condition(s) mentioned in paragraph 2 above), if applicable, shall be set by the Board of Directors. All ordinary shares granted under this authorization to each executive corporate officer shall be performance shares – with performance assessed over at least three (3) years – and shall not represent more than 10% of the total authorized plan under this resolution;
4. resolves that all or some of the ordinary shares shall vest at the end of a vesting period of at least three (3) years and that the Board of Directors may or may not decide to impose a subsequent lock-up period;
5. resolves that if a grantee is declared as living with a level 2 or level 3 disability (as defined in Article L. 341-4 of the French Social Security Code or its foreign equivalent), the ordinary shares shall vest immediately, and no lock-up period shall apply;
6. resolves that the existing ordinary shares that may be allocated under this authorization must be acquired by the Company either in accordance with the provisions of Article 225-208 of the French Commercial Code or as part of a share buyback program in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code;
7. resolves that the Board of Directors shall have full powers, within the limits set above, to use this authorization and in particular to:
  - (i) set the dates of the share grants, on the recommendation of the Compensation Committee and within the legal conditions and limits, and to provide for the option of modifying the vesting dates of the ordinary shares, if appropriate;
  - (ii) set the conditions of the share grants (including a presence condition and if applicable performance conditions), determine the vesting and lock-up periods applicable to each grant subject to compliance with the minimum periods defined in this resolution, and provide for the possibility of temporarily suspending the allocation rights;
  - (iii) if necessary, adjust the number of ordinary shares allocated free of charge in order to preserve the rights of the grantees following any transactions affecting the Company's share capital that are carried out during the vesting period; in this case, the adjusted number of ordinary shares will be deemed to have been allocated on the same day as the ordinary shares initially allocated; and
  - (iv) more generally, with the right to sub-delegate in accordance with applicable laws and regulations, enter into all agreements, prepare all documents, carry out all necessary formalities and make all declarations to all organizations, and do everything else that may be necessary;
8. notes that the Board of Directors will report to the next ordinary shareholders' meeting, in accordance with the applicable law and regulations, on the use made of the authorization granted under this resolution.

This authorization is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior authorization with the same purpose.

### **THIRTY-FIRST RESOLUTION**

#### **Delegation of authority granted to the Board of Directors to carry out a capital increase by issuing ordinary shares reserved for the members of the Company's employee savings plans (*plans d'épargne d'entreprise*), without preferential subscription rights in favor of such members**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and in accordance with Articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138 and L. 225-138-1 of the French Commercial Code, and Articles L. 3332-18 *et seq.* of the French Labor Code, having considered the Board of Directors' report and the Statutory Auditors' special report, and having noted that the share capital is fully paid up:

1. delegates authority to the Board of Directors to increase the share capital, on one or more occasions, in the proportions and at the times it deems appropriate, by issuing ordinary shares to be paid in cash, with the subscription reserved for employees of the Company and companies affiliated with it with the meaning of Article L. 3344-1 of the French Labor Code, who are members of an employee savings plan (*plan d'épargne d'entreprise*) either individually or through any mutual fund allowing the subscription of ordinary shares issued under this delegation;
2. resolves that the capital increase(s) decided by the Board of Directors pursuant to this delegation of authority and carried out immediately or at a later date, shall not result in the issuing of more than three million (3,000,000) ordinary shares, excluding any additional ordinary shares to be issued in accordance with the applicable law and any contractual stipulations, to protect the rights of holders of securities giving access to the share capital or other rights to the share capital, and that the aggregate par value of capital increases carried out under this delegation of authority shall be deducted from the total maximum amount of capital increases set in the thirty-second resolution;
3. resolves that the issue price of the new ordinary shares will be determined under the conditions provided for by the provisions of Article L.3332-19 of the French Labor Code, and that it shall not be higher than the average share prices during the twenty (20) trading days preceding the date of the Board of Directors' decision setting the subscription opening date and shall not be less than such average reduced by the maximum discount allowed by the applicable law and regulations on the date of the Board's decision;
4. resolves to waive shareholders' preferential rights to subscribe for the new ordinary shares issued under this delegation of authority, as well as the rights to the ordinary shares or other securities which may be allocated on the basis of this resolution, in favor of employees who are members of an employee savings plan individually or through a mutual fund;
5. resolves that the Board of Directors may provide, in accordance with Article L.3332-21 of the French Labor Code, for the free allocation of shares or other securities giving access to the Company's share capital, existing or to be issued, under the conditions and limits set by the aforementioned Article L.3332-21, with the capital increase, if applicable, being carried out by incorporating into the capital of any amounts eligible for capitalization;
6. resolves that the Board of Directors shall have full powers, which may be subdelegated in accordance with the applicable laws and regulations, to use this delegation of authority and to determine, in accordance with the conditions set out above, the terms of any issue carried out pursuant to this delegation of authority, including:
  - (i) to set the procedure and conditions for becoming a member of an employee savings plan and to draw up or amend the plan rules;



- (ii) to draw up the list of companies whose current and former employees shall be eligible to participate in the issue;
- (iii) to decide that the ordinary shares may be subscribed through a corporate mutual fund or directly by plan members;
- (iv) to set the seniority and other conditions to be fulfilled by employees in order for them to subscribe, directly or through a mutual fund, for the ordinary shares issued under this delegation of authority;
- (v) to set the amounts of the issues and determine the prices, dates, time limits, procedure and terms and conditions for the subscription, settlement and delivery of the ordinary shares issued under this delegation of authority, as well as the entitlement date, even retroactively, of the new ordinary shares;
- (vi) to determine, as necessary, any amounts to be capitalized subject to the limit set above, the reserve account(s) from which said amounts shall be transferred, as well as the conditions governing the allocation of the ordinary shares;
- (vii) to place on record – or have placed on record – the capital increase for the amount of ordinary shares effectively subscribed;
- (viii) to determine the method to be used, if necessary, to protect the rights of holders of securities giving access to the Company's share capital or any other rights to the share capital in accordance with the legal and regulatory provisions in force and the terms of said securities;
- (ix) to charge, as necessary, the costs, expenses and fees arising from the issues against the corresponding additional paid-in capital;
- (x) to apply for the admission to trading of the securities issued pursuant to this resolution on any market at the Board's discretion; and
- (xi) more generally, take all useful measures or arrangements, enter into all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to ensure the successful completion of the issues or to defer them, and to record the capital increase(s) resulting immediately or in the future from any issue carried out under this delegation, and amend the articles of association accordingly;

7. notes that the Board of Directors will report to the next ordinary shareholders' meeting, in accordance with the applicable law and regulations, on the use made of the authorization granted under this resolution.

This delegation of authority is given to the Board for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting. It renders null and void the unused portion of any prior delegation of authority with the same purpose.

## **THIRTY-SECOND RESOLUTION**

### **Total maximum amount of capital increases**

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and having considered the Board of Directors' report:

1. sets, in accordance with Article L. 225-129-2 of the French Commercial Code, the total maximum amount of capital increases resulting, immediately or at a later date, from the use of all of the delegations of authority and authorizations to issue ordinary shares granted to the Board of Directors in the twentieth, twenty-first, twenty-second, twenty-third, twenty-fourth, twenty-fifth, twenty-sixth, twenty-seventh, twenty-ninth, and thirty-first resolutions of this Shareholders' Meeting, at seven hundred thirty-eight million seven hundred seventy thousand nine hundred ninety-two euros (EUR 738,770,992)), excluding additional paid-in capital and excluding any ordinary shares that may be issued as a result of adjustments made in accordance with the applicable law and any contractual provisions to protect the rights of holders of securities giving access to the share capital or other rights to the Company's share capital.

It is specified that capital increases carried out under the delegations of authority and authorizations granted to the Board of Directors in the twenty-first, twenty-second, twenty-third, twenty-fourth, and twenty-fifth resolutions may not result in the issuing of a number of ordinary shares representing, in aggregate, more than 10% of the amount of the Company's share capital on the date of issuance (i.e., for purely indicative purposes, based on the Company's share capital as of December 31, 2024, a nominal amount of one hundred forty-one million four hundred fifty-two thousand six hundred twenty-one euros (EUR 141,452,621)).

In the case of a capital increase carried out by capitalizing profits, reserves, or additional paid-in capital or any other amounts whose capitalization would be allowed and issuing free ordinary shares to shareholders during the period of validity of these delegations of authority and authorizations, the above-mentioned total nominal value (excluding additional paid-in capital) and the corresponding number of shares shall be adjusted by multiplying it by a coefficient equal to the ratio of the number of shares comprising the share capital before capitalization to the number of shares after capitalization;

This maximum amount of capital increases is independent of the amount provided for in the eighteenth resolution granting the Board of Directors the authority to take decisions with respect to capital increases by capitalization of profits, reserves, or additional paid-in capital or any other amounts whose capitalization would be allowed; and

sets at seven hundred million euros (EUR 700,000,000) the maximum nominal value of issues of debt securities carried out under the delegations of authority and authorizations granted to the Board of Directors by the delegations and authorizations mentioned above, it being specified that this amount is in addition to the amount of redemption premiums above par, if any.

### THIRTY-THIRD RESOLUTION

#### Amendments to Article 11 (Deliberations of the Board of Directors) of the Company's articles of association to allow for written consultation of members of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, and having considered the Board of Directors' report, resolves to amend Article 11 (Deliberations of the Board of Directors) of the Company's articles of association to allow for written consultation of Board members, including by electronic means, in accordance with the provisions of Law No. 2024-537 of June 13, 2024, aimed at increasing the financing of companies and the attractiveness of France (the strikethrough text in red is deleted and the underlined text in blue is added):

#### “ARTICLE 11 - DELIBERATIONS OF THE BOARD OF DIRECTORS -

I. Directors are convened to meetings of the Board of Directors by all means, even verbally. Decisions are taken at the majority of ~~members~~directors present or represented. The quorum is reached at least half of members of the Board of Directors are present ~~or represented~~. In the event of a tie in votes, that of the Chairman of the Board of Directors shall prevail if the latter has chaired the meeting.

Any director may assist and participate in the Board of Directors meeting in line with the terms and conditions set forth by legal and regulatory provisions in force and the internal regulations of the Board of Directors of the Company.

~~Decisions relating to certain matters that are restrictively listed by the applicable regulation can be resolved upon by the Board of Directors through a written consultation process of the directors.~~

Minutes are drafted and copies or abstracts of deliberations are issued and certified as true and certified pursuant to law.

The Board of Directors shall meet at least once per quarter.

II. The decisions of the Board of Directors may also be made by written consultation of the directors, including by electronic means (notably by email).

To this end, a proposed decision, accompanied by the necessary contextual elements for understanding the subject, is sent by the Chairman of the Board of Directors or on his behalf to all the directors. This proposal must be formulated in such a way as to allow each director to respond “for”, “against”, to abstain, or to make any observations. The response time for the directors is set by the Chairman of the Board of Directors based on the context and nature of the decision; it cannot exceed five business days from the sending of the draft decision.

Any director may oppose this decision-making method within the aforementioned period. In the event of opposition, the Chairman of the Board of Directors informs the other directors and convenes a meeting of the Board of Directors.

The decision can only be adopted if at least half of the directors have participated in the written consultation. Decisions are taken at the majority of the directors. In the absence of a response from a director, he is deemed not to have participated in the written consultation.

The Chairman of the Board is deemed to preside over the written consultation and therefore has the casting vote in the event of a tie.

The results of the written consultations of the directors are communicated to the members of the Board of Directors. The minutes of the written consultations are drawn up and copies or extracts of these consultations are issued and certified in accordance with the Law.”

**THIRTY-THIRD RESOLUTION**

**Amendments to Article 17 (Observers) of the Company’s articles of association to adjust observers’ term of office**

The Shareholders’ Meeting, voting in accordance with the quorum and majority conditions required for extraordinary shareholders’ meetings, and having considered the Board of Directors’ report, resolves to amend Article 17 (Observers) of the Company’s articles of association to adjust the term of office of observers (the strikethrough text in red is deleted and the underlined text in blue is added):

**“ARTICLE 17 - OBSERVERS -**

The Ordinary Shareholders’ Meeting may appoint one or more Observers for the Company up to a limit of four.

The mandate of Observers, who may be renewed continuously, ~~shall last for~~ is for a duration of one or two years as decided by the Ordinary Shareholders’ Meeting at the time of appointment or renewal.

If the number of Observers should be less than four, the Board of Directors shall be entitled, if it should deem it necessary, within the best interests of the Company, to provisionally appoint one or more Observers. In this instance, provisional appointments undertaken by the Board of Directors shall be subject, at the forthcoming meeting, to ratification by the Ordinary Shareholders’ Meeting.

Similarly, if a position as Observer should become vacant between two Meetings, the Board of Directors may provisionally undertake replacement. Appointment shall be subject to ratification by the forthcoming Ordinary Shareholders’ Meeting.

An Observer appointed as a replacement for another whose mandate has not expired, shall only remain in office for the time remaining to run on the mandate of the predecessor.

The age limit for holding the office of Observer is 77 years. Any Observer who reaches this age limit shall be deemed as tendering resignation immediately following the forthcoming Ordinary Shareholders’ Meeting.

Observers are convened to meetings of the Board of Directors and shall take part in deliberations with a vote for consultation. They shall present a report to the Shareholders’ Meeting if deemed necessary.”

**THIRTY-FIFTH RESOLUTION**

**Powers**

The Shareholders’ Meeting grants full powers to the holder of an original or an extract from, or a copy of the minutes of this meeting for the purpose of completing all filings, publications, declarations and formalities required by law.

\* \* \* \* \*

## A) Advance formalities for attending and voting at the Shareholders' Meeting

All shareholders, regardless of how many shares they hold, can attend the Shareholders' Meeting in person or vote electronically or by post, or appoint a proxy.

Any shareholder can appoint a legal or natural person of their choice to represent them at the Shareholders' Meeting in accordance with Articles L. 225-106 and L. 22-10-39 of the French Commercial Code.

In accordance with Article R. 22-10-28 of the French Commercial Code, to be entitled to attend the Shareholders' Meeting, shares must be registered in a securities account in the name of the shareholder or the intermediary acting on their behalf (in accordance with the seventh paragraph of Article L. 228-1 of the French Commercial Code) at midnight, Paris time, two working days before the meeting (i.e. 00.00 a.m. CET on Friday, April 25, 2025):

- either in registered form in an account held by Uptevia on behalf of the Company;
- or in bearer form in an account held by an intermediary as stated in Article L. 211-3 of the French Monetary and Financial Code.

Only shareholders that meet the conditions set out in Article R. 22-10-28 as mentioned above on this date will be able to attend and vote at the Shareholders' Meeting.

Evidence of bearer shares registered in a securities account held by an intermediary as stated in Article L. 211-3 of the French Monetary and Financial Code is provided in the form of a shareholding certificate issued by the intermediary (if applicable, in electronic form as stated Article R. 225-61 of the French Commercial Code (in reference to Article R. 22-10-28)), as an attachment to the absentee or proxy voting form or upon requesting an admission card filled out in the shareholder's name or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to shareholders wishing to attend the Shareholders' Meeting in person who have not received or have misplaced their admission card at midnight, Paris time, two business days before the Shareholders' Meeting (i.e. 00.00 a.m. CET on Friday, April 25, 2025). Bearer shareholders will have to contact the financial intermediary with which their shares are registered in an account to obtain the absentee or proxy voting form or request an admission card.

## B) Attending the Shareholders' Meeting

### 1. Attending the Shareholders' Meeting in person

Shareholders who want to attend the Shareholders' Meeting in person may request an admission card either by post or online, as follows:

#### 1.1. Request an admission card by post:

Shareholders may request their admission card by post:

- **for holders of shares in registered form:** these shareholders will have to fill in the voting form attached to the meeting brochure (*brochure de convocation*), specifying that they want to attend the Shareholders' Meeting in person and obtain an admission card. In this case, the form must be dated and signed and then sent to Uptevia (Service Assemblées Générales, Cœur Défense, 90-110 Esplanade du Général de Gaulle, 92931 Paris la Défense Cedex, France) using the envelope provided. Alternatively, registered shareholders may present themselves on the date of the Shareholders' Meeting directly at the relevant desk, providing proof of identification.
- **for holders of shares in bearer form:** these shareholders will have to ask the financial intermediary that holds the account in which their shares are registered for an admission card to be sent to them.

The admission card request form can be requested from Uptevia and downloaded from the Company's website at <https://www.scor.com/fr/assemblees-generales> (in French) or <https://www.scor.com/en/shareholders-meetings> (in English) from twenty-one days before the Shareholders' Meeting (i.e. as of Tuesday, April 8, 2025).

The form can then be returned to Uptevia, at the address and before the deadline specified above, accompanied by a certificate of registration of the Company's shares in a securities account.

Admission card requests should not be returned to the Company under any circumstances.

### 1.2. Request an admission card online:

Shareholders wanting to attend the Shareholders' Meeting in person may also request an admission card online, on the VOTACCESS secured electronic platform, which will be open no later than 15 days before the Shareholders' Meeting (i.e. by Monday, April 14, 2025), as follows:

- **for holders shares in pure registered form:** these shareholders will be able to access the voting platform via their shareholder area at <https://www.investors.uptevia.com/> using their usual access codes.

If a shareholder no longer has their login and/or password, they can call (in France) 0 800 007 535.

Once they have logged in, shareholders will have to follow the instructions given on screen to access the VOTACCESS secured electronic platform and request their admission card.

- **for holders of shares in administered registered form and employee shareholders or former SCOR Group employees:** these shareholders will be able to access the voting platform via the VoteAG website at <https://www.voteag.com/> using the temporary codes provided on the voting form or electronic meeting notice.

If a shareholder no longer has their login and/or password, they can call (in France) 0 800 007 535.

Once they have logged in, shareholders will then have to follow the instructions given on screen to access the VOTACCESS secured electronic platform and request their admission card.

- **for holders of shares in bearer form:** these shareholders will have to find out whether the institution that holds their account has access to the VOTACCESS secured electronic platform and, if applicable, whether this access is subject to any specific terms of use. If the institution that holds the shareholder's account has access to the VOTACCESS secured electronic platform, it will have to identify itself on the online portal of the institution that holds the account using its usual access codes. This shareholder will then have to click on the icon that comes up on the line corresponding to their shares in the Company and follow the instructions given on screen to access the VOTACCESS secured electronic platform and request an admission card. Only holders of bearer shares whose account holder has signed up to the VOTACCESS secured electronic platform will be able to request an admission card online.

### 1.3. General instructions

To avoid overwhelming the website and in view of the time needed to process forms (and, if applicable, the time needed to send and receive admission cards), shareholders are advised not to wait until the day before the meeting to vote. Shareholders are reminded that

the admission card is strictly for their own use and is non-transferable. It does not allow anyone else to accompany them to the Shareholders' Meeting.

Shareholders who have not received their admission card within two working days before the Shareholders' Meeting (i.e. Friday, April 25, 2025) should:

- **for holders of shares in registered form:** present themselves on the date of the Shareholders' Meeting directly at the relevant desks, providing proof of identification;
- **for holders of shares in bearer form:** ask their financial intermediary to send them a shareholding certificate as evidence that they are a shareholder two working days before the Shareholders' Meeting (i.e. Friday, April 25, 2025).

Shareholders will be able to access the meeting room from 9.30 a.m., Paris time.

For security reasons and to ensure the entry process runs smoothly, shareholders are asked to arrive before 10.30 a.m., with proof of identity.

The attendance sheet will be closed at 11.00 a.m., Paris time.

Any shareholders arriving after this time will be able to attend the Shareholders' Meeting but will not be able to vote.

## 2. Absentee or proxy voting

If a shareholder is unable to attend the Shareholders' Meeting in person, they can choose from one of the three following options:

- vote by post;
- procure a proxy notice to the Chair of the Shareholders' Meeting; or
- appoint a legal or natural person of their choice to represent them at the Shareholders' Meeting in accordance with Articles L. 225-106 and L. 22-10-39 of the French Commercial Code.

### 2.1. Postal voting

- **for holders of shares in registered form:** these shareholders will have to fill in the absentee or proxy voting form attached to the meeting brochure (*brochure de convocation*), which must then be returned dated and signed in the envelope provided to Uptevia (Service Assemblées Générales, Cœur Défense, 90-110 Esplanade du Général de Gaulle, 92931 Paris la Défense Cedex, France).
- **for holders of shares in bearer form:** once the meeting has been called, these shareholders will have to ask the financial intermediary that holds the account in which their shares are registered to send them the absentee or proxy voting form. This form should be filled in by the shareholder and then returned to the institution that holds their account, along with a shareholding certificate, to Uptevia (Service Assemblées Générales, Cœur Défense, 90-110 Esplanade du Général de Gaulle, 92931 Paris la Défense Cedex, France).

If proxy is granted without naming a proxy holder, the Chair of the Shareholders' Meeting will place a vote in favor of proposed resolutions put forward or agreed by the Board of Directors and a vote against any other proposed resolutions.

If they wish to vote otherwise, shareholders must grant proxy to a proxy holder who agrees to vote in accordance with their instructions.

To be taken into account, absentee or proxy voting forms must be received by Uptevia (Service Assemblées Générales, Cœur Défense, 90-110 Esplanade du Général de Gaulle, 92931 Paris la Défense Cedex, France) no later than 3.00 p.m., Paris time, on the day before the meeting (i.e. 3.00 pm CET on Monday, April 28, 2025).

Requests to appoint or revoke proxy holders sent by post must be received no later than 3.00 p.m., Paris time, on the day before the meeting (i.e. 3.00 p.m. CET on Monday, April 28, 2025).

In view of the time needed to process forms, shareholders are advised not to wait until the day before the meeting to vote.

Shareholders who have requested an admission card request, proxy or absentee voting form will not be able to change the means by which they take part in the Shareholders' Meeting.

## 2.2. Online voting

Shareholders will be able to vote online using the VOTACCESS secured electronic platform, which will open no later than 15 days before the Shareholders' Meeting (i.e. by Monday, April 14, 2025).

- **for holders of shares in pure registered form:** these shareholders will be able to access the voting platform via their shareholder area at <https://www.investors.uptevia.com/> using their usual access codes.

If a shareholder no longer has their login and/or password, they can call (in France): 0 800 007 535.

Once they have logged in, shareholders will then have to follow the instructions given on screen to access the VOTACCESS secured electronic platform and vote or appoint or revoke a proxy holder.

- **for holders of shares in administered registered form and employee shareholders or former SCOR Group employees:** these shareholders will be able to access the voting platform via the VoteAG website at <https://www.voteag.com/> using the temporary codes provided on the voting form or electronic meeting notice.

If a shareholder no longer has their login and/or password, they can call (in France) 0 800 007 535.

Once they have logged in, shareholders will then have to follow the instructions given on screen to access the VOTACCESS secured electronic platform and vote or appoint or revoke a proxy holder.

- **for holders of shares in bearer form:** these shareholders will have to find out whether the institution that holds their account has access to the VOTACCESS secured electronic platform and, if applicable, whether this access is subject to any specific terms of use.
  - If the institution that holds the shareholder's account has access to the VOTACCESS secured electronic platform, it will have to identify itself on the online portal of the institution that holds the account using its usual access codes. This shareholder will then have to click on the icon that comes up on the line corresponding to their shares and follow the instructions given on screen to access the VOTACCESS secured electronic platform and vote or appoint or revoke a proxy holder.
  - If the institution that holds the shareholder's account does not have access to the VOTACCESS secured electronic platform, electronic notification can be given of the appointment or revocation of a proxy holder in accordance with Article R. 22-10-24 of the French Commercial Code, by sending an email to [ct-mandataires-assemblees@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com). A digital copy of the completed and signed attendance



form must be attached to this email. Holders of bearer shares must also attach a shareholding certificate provided by their accredited intermediary.

This email must contain the following information: name of the company concerned, date of the meeting, full name, address, the principal's bank details and the full name and, if possible, address of their proxy holder. Shareholders must ask the financial intermediary that manages their securities account to send written confirmation to Uptevia's General Meetings department (Service Assemblées Générales, Cœur Défense, 90-110 Esplanade du Général de Gaulle, 92931 Paris la Défense Cedex, France).

The absentee or proxy voting form can be requested from Uptevia and downloaded from the Company's website at <https://www.scor.com/fr/assemblees-generales> (in French) or <https://www.scor.com/en/shareholders-meetings> (in English) from twenty-one days before the Shareholders' Meeting (i.e. as of Tuesday, April 8, 2025). Paper forms can also be requested from Uptevia (Service Assemblées Générales, Cœur Défense, 90-110 Esplanade du Général de Gaulle, 92931 Paris la Défense Cedex, France), provided that the request is sent no later than six days before the date of the Shareholders' Meeting (i.e. by Wednesday, April 23, 2025).

Only notifications of the appointment or revocation of proxies that are duly signed, completed, received and confirmed no later than 3.00 p.m., Paris time, on the day before the Shareholders' Meeting (i.e. 3.00 p.m. CET on Monday, April 28, 2025) will be taken into account.

All forms must be sent to Uptevia with a certificate of registration, either in registered form in an account held by Uptevia on behalf of the Company or in bearer form in an account held by an intermediary as stated in Article L. 211-3 of the French Monetary and Financial Code.

If proxy is granted without naming a proxy holder or granting proxy to the Chairman, the Chair of the Shareholders' Meeting will place a vote in favor of proposed resolutions put forward or agreed by the Board of Directors and a vote against any other proposed resolutions.

If they wish to vote otherwise, shareholders must grant proxy to a proxy holder who agrees to vote in accordance with their instructions. Shareholders will only be able to vote or appoint or revoke a proxy online before the Shareholders' Meeting until 3.00 p.m., Paris time, on the day before the Shareholders' Meeting (i.e. 3.00 p.m. CET on Monday, April 28, 2025).

However, shareholders are advised not to wait until the day before the meeting to log in to the voting platform in case of any delays in receiving their logins and passwords and to avoid overwhelming the website.

### **C) Transferring securities before the Shareholders' Meeting**

If the shareholder has already voted remotely, appointed a proxy or requested their admission card or a shareholding certificate in accordance with the above conditions, they will not be able to select another way of taking part in the Shareholders' Meeting. However, they may transfer all or some of their shares in the meantime.

In this case:

- if the transfer of ownership takes place before midnight, Paris time, two days before the Shareholders' Meeting (0.00 a.m. CET i.e. Friday, April 25, 2025), the Company shall invalidate or amend the vote placed remotely, the proxy, the admission card or the shareholding certificate, and the accredited intermediary holding the account for this purpose, in the case of bearer

shares, shall notify the Company or the proxy holder of the transfer and send the necessary information;

- if the transfer of ownership takes place after midnight, Paris time, two days before the Shareholders' Meeting (0.00 a.m. CET i.e. Friday, April 25, 2025), this does not need to be notified by the accredited intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

#### **D) Preparatory documents for the Shareholders' Meeting**

All documents and information referred to in Article R. 22-10-23 of the French Commercial Code, in particular the documents to be presented to the Shareholders' Meeting in accordance with Article R. 225-83 of the French Commercial Code, will be made available to shareholders within the statutory time frame, no later than twenty-one days before the meeting (i.e. Tuesday, April 8, 2025), on the Company's website at <https://www.scor.com/fr/assemblees-generales> (in French) or <https://www.scor.com/en/shareholders-meetings> (in English).

Shareholders may also, within the statutory time frame, obtain the documents referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code by sending a request to Uptevia (Service Assemblées Générales, Cœur Défense, 90-110 Esplanade du Général de Gaulle, 92931 Paris la Défense Cedex, France) or to the Company's Investor Relations department ([investorrelations@scor.com](mailto:investorrelations@scor.com)).

#### **E) Questions in writing**

All shareholders have the option of asking questions in writing that the Board of Directors will be required to answer at the Shareholders' Meeting or, in accordance with article L.225-108 of the French Commercial Code, if published on the Company's website.

These questions should be sent to the attention of the Chairman of the Board of Directors and sent by registered post with proof of receipt to the Company's registered office (5, avenue Kléber, 75795 Paris Cedex 16) or by email to [investorrelations@scor.com](mailto:investorrelations@scor.com) no later than four working days before the Shareholders' Meeting (i.e. 0.00 a.m. CET on Wednesday, April 23, 2025).

All written questions must be accompanied by a certificate of registration of the shares either in registered form in a securities account held by Uptevia on behalf of the Company or in bearer form in an account held by an intermediary as stated in Article L. 211-3 of the French Monetary and Financial Code.

#### **F) Request for items or proposed resolutions to be included in the meeting agenda**

One or more shareholders meeting the conditions set out in Article R. 225-71 of the French Commercial Code or shareholder associations meeting the conditions stated in Article L. 22-10-44 of the French Commercial Code may request the inclusion of items or proposed resolutions in the agenda. These items or proposed resolutions are included in the meeting agenda and brought to the attention of shareholders in accordance with the conditions established by current regulations.

In accordance with applicable legal and regulatory requirements, the request for items or proposed resolutions to be included in the meeting agenda should be sent to the Company's registered office (5, avenue Kléber, 75795 Paris Cedex 16) by registered post with proof of receipt, or by email to [investorrelations@scor.com](mailto:investorrelations@scor.com), to be received no later than twenty-five working days before the Shareholders' Meeting (i.e. Friday, April 4, 2025).

All requests must be accompanied by a certificate of registration in an account with evidence, as of the date of the request, of ownership or representation of the portion of the share capital as stated in Article R. 225-71 of the French Commercial Code, either in registered form in a securities account held by Uptevia on behalf of the Company or in bearer form in an account held by an intermediary as stated in Article L. 211-3 of the French Monetary and Financial Code.

A reason must be provided for including an item in the agenda. Requests to include proposed resolutions must be accompanied by the wording of the proposed resolution and may also include a brief explanation of the reasons. The Chairman of the Board of Directors shall confirm receipt of requests to include items or proposed resolutions in the meeting agenda by registered letter within five days of receipt. In accordance with the conditions specified in Article R. 225-63 of the French Commercial Code, this confirmation of receipt can also be sent by email to an address provided by the shareholder.

The list of items added to the agenda and the wording of the proposed resolutions will be published in accordance with Article R. 22-10-23 of the French Commercial Code on the Company's website at <https://www.scor.com/fr/assemblees-generales> (in French) or <https://www.scor.com/en/shareholders-meetings> (in English).

Review of the item or proposed resolution will also be subject to the person(s) making the request sending a new certificate as evidence of registration of the shares in the same accounts by midnight, Paris time, two working days before the Shareholders' Meeting (i.e. 0.00 a.m. CET on Friday, April 25, 2025).

### **G) Broadcast**

In accordance with Article R. 22-10-29-1 of the French Commercial Code, the Shareholders' Meeting will be live-streamed on the Company's website.

**The Board of Directors**