

# 2026 COMBINED SHAREHOLDERS' MEETING BROCHURE

TUESDAY, APRIL 28, 2026 AT 10:30 AM – PARIS

IMMEUBLE SCOR  
5, AVENUE KLÉBER  
75116 PARIS

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*This document is a free translation of the French shareholders' meeting brochure and is made available for information purposes only. In the event of inconsistency or discrepancy between the English version and the French version, the French version shall prevail.*

## **SCOR SE**

European Company  
With a share capital of 1,413,321,107.51  
RCS Paris 562 033 357

**Corporate Office**  
5, avenue Kléber, 75116 Paris, France

**Website**  
[www.scor.com](http://www.scor.com)

# Chairman's Message

## Fabrice Brégier

Combined Shareholders' Meeting  
on April 28, 2026

**Ladies and Gentlemen,  
Dear Shareholders,**

It is my pleasure to invite you to attend SCOR's 2026 Combined Shareholders' Meeting, which will take place on:

**Tuesday, April 28, 2026, at 10:30 (CEST)  
at the registered office of the Company,  
5, avenue Kléber – 75116 Paris**



During this Annual General Meeting, you will be asked to vote on a number of important resolutions concerning the approval of the 2025 financial statements, the distribution of a dividend of EUR 1.90 per share for 2025, the renewal of the mandates of four directors, and the appointment of the current observer as a director.

2025, a remarkable year in many respects, was consistent with the far-reaching changes SCOR has made over the past few years. It represents a key step in the execution of the **Forward 2026** strategic plan, confirming both the coherence and the relevance of the approaches taken. In a volatile, demanding, and unpredictable environment, the Group has pursued its course with rigor and consistency.

Our results are the clearest demonstration of this. At the end of 2025, your Group reported a record net income of EUR 846 million, driven by the robust and complementary performance of all its business activities. This sustained and recurring performance, delivered quarter after quarter, reflects the discipline of our execution and the strength of our business model.

The Group's profitability reached an elevated level, with a return on equity of 19.1%, while its economic value stood at EUR 8.5 billion as at 31 December 2025, up by 13.7% at constant economics. Our solvency ratio of 215%, a key indicator of the Group's ability to honor its long-term commitments, stands in the upper part of our optimal solvency range, reflecting disciplined capital management and rigorous risk steering. The strength of this financial position, combined with what we consider to be a very positive outlook, enables us to propose a dividend of EUR 1.90 per share, representing an increase of 5.6% compared to 2024.

Beyond the figures themselves, these results highlight the strength of our Tier 1 reinsurance franchise, the relevance of our diversified business model, and the recognition of SCOR's expertise and market positioning. Above all, they are the result of the remarkable commitment of our teams worldwide, the renewed trust of our clients and partners, and, of course, the continued support we receive from you, our shareholders.

SCOR's governance has played its role to the full in terms of delivering this performance in 2025, clearly illustrating the effectiveness of our governing bodies at the highest level. The changes to the Board of Directors which you made possible have strengthened the complementarity of our collective skills and enhanced the quality of our strategic discussions, helping us to make informed decisions. The management team, which has the full support of the Board of Directors, successfully implemented the necessary measures to restore sustainable profitability in the Life & Health business, and the results speak for themselves. All three of our business activities delivered satisfactory performances, in line with our expectations, and we remain confident about the future.

We are beginning the final year of our **Forward 2026** strategic plan with serenity. The Group's fundamentals have been strengthened and consolidated. The SCOR brand is recognized worldwide, and our expertise is highly sought after. These elements form solid foundations upon which the Group's next strategic cycle will be built.

SCOR can therefore proudly confirm its ability to create sustainable value for all its stakeholders, in line with its *raison d'être* and with its responsibility as a key player in the risk management value chain.

At a time when global fragmentation is intensifying, risks are increasing, and uncertainty has become a structural feature of our societies, the role of reinsurance has never been more essential. Through its unique capacity for diversification, risk control, and shock absorption, reinsurance remains a key pillar of economic and societal resilience. SCOR intends to continue playing its role to the fullest, with humility, determination, and responsibility. In the face of these major challenges, your support – dear shareholders – remains invaluable.

I am deeply committed to shareholder dialogue, and sincerely hope that you will be able to join us at this AGM. This annual gathering belongs to you. It represents a key moment in the life of the Group, providing a privileged opportunity to stay informed about the Company and to engage with SCOR's executive management and Board of Directors.

In the following pages you will find all the information necessary to prepare for this AGM, including the agenda, the resolutions submitted for your approval, and the practical details on how to vote and take part.

Dear shareholders, we are counting on your support to pursue our course with ambition and determination.

On behalf of the Board of Directors, I would like to thank you for your confidence and loyalty, and for your consideration of the attached draft resolutions. I look forward to seeing you on Tuesday, April 28.

Yours faithfully,

**Fabrice Brégier**

Chairman of Board of Directors of SCOR SE



# Agenda

Ladies and Gentlemen, the shareholders are informed that they will be invited shortly to an Ordinary and Extraordinary General Meeting to be held on Tuesday, April 28, 2026, at 10:30 a.m. (CEST) at the registered office of SCOR SE (the “**Company**”), 5, avenue Kléber, 75016 Paris, in order to deliberate and rule on the following agenda:

## ORDINARY RESOLUTIONS

1. Approval of the financial statements for the year ended December 31, 2025;
2. Approval of the consolidated financial statements for the year ended December 31, 2025;
3. Allocation of net income and determination of the dividend for the year ended December 31, 2025;
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, 2025 – *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, 2025 – *ex-post* Say on Pay;
8. Approval of the 2026 compensation policy for directors and observers – *ex-ante* Say on Pay;
9. Approval of the 2026 compensation policy for the Chairman of the Board of Directors – *ex-ante* Say on Pay;
10. Approval of the 2026 compensation policy for the Chief Executive Officer – *ex-ante* Say on Pay;
11. Renewal of the term of office of Mr. Adrien Couret as a director of the Company;
12. Renewal of the term of office of Mr. Thierry Léger as a director of the Company;
13. Renewal of the term of office of Mrs. Vanessa Marquette as a director of the Company;
14. Renewal of the term of office of Mr. Augustin de Romanet as a director of the Company;
15. Appointment of Mr. Jacques Aigrain as a director of the Company;
16. Appointment of Mr. Jean-François Lequoy as a director of the Company;
17. Renewal of KPMG SA as Statutory Auditors;
18. Renewal of KPMG SA as Statutory Auditors in charge of certifying sustainability information;
19. Appointment of PricewaterhouseCoopers Audit as Statutory Auditors; and
20. Authorization granted to the Board of Directors to carry out transactions in the Company’s ordinary shares.

## EXTRAORDINARY RESOLUTIONS

21. Delegation of authority granted to the Board of Directors to decide on capital increases by capitalization of profits, reserves, or additional paid-in capital or any other amounts whose capitalization would be allowed;
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, with preferential subscription rights;
23. 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 paragraph 1 of article L. 411-2 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;
24. Delegation of authority granted to the Board of Directors to decide to issue, as part of a public offering referred to in paragraph 1 of article L. 411-2 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;
25. 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;
26. 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;
27. 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;
28. 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;
29. 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;
30. Authorization granted to the Board of Directors to reduce the share capital by canceling treasury shares;
31. 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;
32. Authorization granted to the Board of Directors to award existing ordinary shares or ordinary shares to be issued of the Company to employees and executive corporate officers of the Company and affiliated companies or groups;
33. 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;
34. Total maximum amount of capital increases;
35. Ratification of the amendments to Article 19 (*Shareholders' Meeting*) of the Company's articles of association relating to the record date for the exercise of voting rights at Shareholders' Meetings, together with additional drafting amendments; and
36. Powers.



## Draft resolutions presented by the Board of Directors

### ORDINARY RESOLUTIONS

#### FIRST RESOLUTION

##### Approval of the financial statements for the year ended December 31, 2025

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, 2025, approves the Company's financial statements for the year ended December 31, 2025, as presented, including the balance sheet, income statement and notes thereto, which show net income of EUR 648,438,152.53 compared with net income of EUR 146,362,458.35 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 aggregate amount of the expenses and charges referred to in article 39.4 of said Code, which stands at EUR 189,155 for the year ended December 31, 2025, together with the amount of corporate income tax borne as a result of such expenses and charges, amounting to EUR 58,922.

It is specified that the tax consolidation group generated a taxable profit. The corporate income tax expense attributable to this group, and recognized in the Company's financial statements, amounts to EUR 67,517,051 for the year ended December 31, 2025.

#### SECOND RESOLUTION

##### Approval of the consolidated financial statements for the year ended December 31, 2025

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 consolidated financial statements for the year ended December 31, 2025, approves the consolidated financial statements for the year

ended December 31, 2025, 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 850,611,006.00 compared with EUR 3,890,195.98 for the year ended December 31, 2024.

#### THIRD RESOLUTION

##### Allocation of net income and determination of the dividend for the year ended December 31, 2025

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.

## DRAFT RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS

The Shareholders' Meeting also notes that the financial statements for the year ended December 31, 2025, show net income of EUR 648,438,152.53, the Shareholders' Meeting resolves to allocate such amount to the "retained earnings" account, as follows:

	<i>(In EUR)</i>
Retained earnings as at December 31, 2025	565,688,908.37
Net income for the year ended December 31, 2025	648,438,152.53
<b>Retained earnings after allocation of 2025 net income</b>	<b>1,214,127,060.90</b>

The Shareholders' Meeting further notes that distributable amounts for 2025 amount to EUR 1,855,189,877.67, the Shareholders' Meeting resolves to pay a total dividend of EUR 340,906,379.00, representing a gross dividend per share of EUR 1.90, and to allocate distributable amounts as follows:

	<i>(In EUR)</i>
Additional paid-in capital	509,899,449.16
Other reserves	131,163,367.61
Retained earnings after allocation of 2025 net income	1,214,127,060.90
<b>2025 total distributable reserves</b>	<b>1,855,189,877.67</b>
2025 dividend	340,906,379.00
Dividend charged to the "retained earnings" account	340,906,379.00
<b>Retained earnings after allocation of net income and dividends for 2025</b>	<b>873,220,681.90</b>

The ex-dividend date will be May 4, 2026, and the dividend will be paid on May 6, 2026.

The total dividend of EUR 340,906,379.00 has been calculated on the basis of the number of shares comprising the Company's share capital on December 31, 2025, as recorded by the Board of Directors during its meeting of March 3, 2026 (corresponding to a gross dividend per share of EUR 1.90), 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 autodétenues*) held by the Company; and
- (ii) the number of new shares that may have been issued since December 31, 2025, upon exercise of stock options or securities giving access to the Company's share capital that entitle their holders to the 2025 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 3, 2026, the total dividend shall be adjusted accordingly (without affecting the dividend per share) and, as the case may be:

- (i) the amount corresponding to unpaid dividends balance shall be credited to the "retained earnings" account; or
- (ii) the amount corresponding to 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 31.4% (comprising 12.8% for income tax and 18.6% <sup>(1)</sup> 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 in 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 0.76 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 libérateur* or PFNL) at a rate of 12.8%, which constitutes an advance payment of income tax deductible from tax due the following year <sup>(2)</sup>.

Social security contributions at a rate of 18.6% (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%.

(1) The CSG rate applicable to dividend payouts was increased from 9.2% to 10.6% by article 12 of French Law No. 2025-1403 of December 30, 2025 (2026 French Social Security Financing Bill).

(2) 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.

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:	12/31/2022	12/31/2023	12/31/2024
<b>Dividend</b>			
(Amount eligible for the allowance provided for in article 158-3-2 of the French General Tax Code)	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	EUR 323,239,320.00 <sup>(1)</sup> or EUR 1.80 per share

(1) 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.

## 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 2025, and notes 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, 2025.

## 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 and presented in Section 2.2 of the Company's 2025 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, 2025 – 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 April 29, 2025, in its ninth resolution, approved the compensation policy for the Chairman of the Board

of Directors for the year ended December 31, 2025, 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, 2025, to Fabrice Brégier as Chairman of the Board of Directors, as presented in Section 2.2.1.2.1 of the Company's 2025 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, 2025 – ex-post Say on Pay**

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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 April 29, 2025, in its tenth resolution, approved the compensation policy for the Chief Executive Officer

for the year ended December 31, 2025, 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, 2025, to Thierry Léger as Chief Executive Officer, as presented in Section 2.2.1.2.2 of the Company's 2025 Universal Registration Document.

## **EIGHTH RESOLUTION**

### **Approval of the 2026 compensation policy for directors and observers – ex-ante Say on Pay**

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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 directors and observers of the Company presented in this report, as reproduced in Section 2.2.1.4.1 of the Company's 2025 Universal Registration Document.

## **NINTH RESOLUTION**

### **Approval of the 2026 compensation policy for the Chairman of the Board of Directors – ex-ante Say on Pay**

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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 2025 Universal Registration Document.

## **TENTH RESOLUTION**

### **Approval of the 2026 compensation policy for the Chief Executive Officer – ex-ante Say on Pay**

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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 2025 Universal Registration Document.

## **ELEVENTH RESOLUTION**

### **Renewal of the term of office of Mr. Adrien Couret as a director of the Company**

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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. Adrien Couret as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew the

office of Mr. Adrien Couret 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, 2028.

## **TWELFTH RESOLUTION**

### **Renewal of the term of office of Mr. Thierry Léger as a director of the Company**

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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. Thierry Léger as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew the

office of Mr. Thierry Léger 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, 2028.

## **THIRTEENTH RESOLUTION**

### **Renewal of the term of office of Mrs. Vanessa Marquette as a director of the Company**

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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 Mrs. Vanessa Marquette as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew the

office of Mrs. Vanessa Marquette as a director for a term of one (1) year, 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.

## **FOURTEENTH RESOLUTION**

### **Renewal of the term of office of Mr. Augustin de Romanet as a director of the Company**

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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. Augustin de Romanet as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew the

office of Mr. Augustin de Romanet as a director for a term of one (1) year, 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 Mr. Jacques Aigrain as a director of the Company**

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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. Jacques Aigrain as an observer expires at the end of this meeting, resolves, having considered the Board of Directors' report, to appoint of

Mr. Jacques Aigrain 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, 2028.

## **SIXTEENTH RESOLUTION**

### **Appointment of Mr. Jean-François Lequoy as a director of the Company**

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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 Mr. Jean-François Lequoy 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, 2028.

## **SEVENTEENTH RESOLUTION**

### **Renewal of KPMG SA as Statutory Auditors**

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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 the Statutory Auditors expires at the end of this meeting and having considered the Board of Directors' report, resolves, pursuant to articles L. 821-40 *et seq.* of the French Commercial Code, to renew KPMG SA, a French *société*

*anonyme* which has its registered office at Tour Egho, 2, avenue Gambetta, CS 60055, 92066 Paris La Défense, France, registered in the Nanterre Trade and Companies Register under number 775 726 417, as Statutory Auditors for a term of six (6) years, expiring at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2031.

## EIGHTEENTH RESOLUTION

### Renewal of KPMG SA as Statutory Auditors in charge of certifying sustainability information

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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 the Statutory Auditors in charge of certifying sustainability information expires at the end of this meeting and having considered the Board of Directors' report, resolves, pursuant to articles L. 821-40 *et seq.* of the French Commercial Code, to renew KPMG SA, a French

*société anonyme* which has its registered office at Tour Eqho, 2, avenue Gambetta, CS 60055, 92066 Paris La Défense, France, registered in the Nanterre Trade and Companies Register under number 775 726 417, as Statutory Auditors in charge of certifying sustainability information for a term of six (6) years, expiring at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2031.

## NINETEENTH RESOLUTION

### Appointment of PricewaterhouseCoopers Audit as Statutory Auditors

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The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for ordinary Shareholders' Meetings, on the recommendation of and having considered the Board of Directors' report, resolves, pursuant to articles L. 821-40 *et seq.* of the French Commercial Code, to appoint PricewaterhouseCoopers Audit, a French *société par actions simplifiée* which has its registered office at 63 rue de Villiers 92200, Neuilly-sur-Seine, France,

registered in the Nanterre Trade and Companies Register under number 672 006 483, as Statutory Auditors replacing Forvis Mazars, whose term of office expires at the end of this Shareholders' Meeting for a term of six (6) years, expiring at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2031.

## TWENTIETH RESOLUTION

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

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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 (based on the Company's share capital as at December 31, 2025, representing a nominal amount of one hundred and forty-one million three hundred and thirty-two thousand one hundred and ten euros (EUR 141,332,110)), 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*), in particular 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 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 upon 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 prior authorization of the Shareholders' Meeting, use this authorization during any public offer initiated by a third party 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, 2025, the theoretical maximum number of shares that may be bought back would be 17,942,441 shares and the theoretical maximum amount allocated to the share buyback program in application of this resolution would therefore amount to EUR 1,076,546,460 (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, distribution of reserves or any other assets, depreciation of share capital 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

### TWENTY-FIRST RESOLUTION

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

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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 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 a capital increase, on one or more occasions and in the proportions and at the times it deems appropriate, by successively or simultaneously 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) or the equivalent value in any other currency as of the date the issue is decided.  
This maximum amount:
  - (i) does not take into account of the nominal amount of 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 separate from and independent of the total maximum amount of capital increases set in the thirty-fourth resolution;
3. resolves that, in the case of the allocation of free shares, 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 and/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) determine and make any adjustments to take account of the impact of transactions on the Company's share capital or shareholders' equity, and 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) 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,
  - (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 delegation of authority 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, 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 and R. 22-10-32 of the same 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 of the Company, and/or
- (ii) securities of any kind, issued for consideration or free of charge, giving access immediately or in the future to existing or future shares of the Company.

As an exception, the Board of Directors may not, without prior authorization of the Shareholders' Meeting, use this delegation of authority during any public offer initiated by a third party 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 three hundred and twenty-eight thousand four hundred forty-three euros (EUR 565,328,443), 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 applicable legal and regulatory requirements and 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 separate from and 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 thirty-fourth 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, on an irreducible basis, *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,

## DRAFT RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS

- (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 on the market in France or abroad 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 of the Company attached to securities, in accordance with applicable regulations,
  - (v) determine and make any adjustments to take account of the impact of transactions on the Company's share capital or shareholders' equity, and 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 delegation of authority 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-THIRD 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 paragraph 1 of article L. 411-2 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 paragraph 1 of article L. 411-2 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 of the Company, and/or
- (ii) securities of any kind, issued for consideration or free of charge, giving 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 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-fourth 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-fourth 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 six hundred and sixty-four thousand two hundred and twenty-one euros (EUR 282,664,221), 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 applicable legal and regulatory requirements and 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 separate from and 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 twenty-second resolution and the total maximum amounts set in the thirty-fourth 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 17, 2025, pursuant to the twenty-sixth resolution of the Shareholders' Meeting of April 29, 2025 (the "**2025 Contingent Warrants**"),
  - (ii) the AOF Warrants (as defined in the twenty-ninth resolution below) that may be issued pursuant to the twenty-ninth 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 acknowledges that the issue price will 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 of the Company attached to securities, in accordance with applicable regulations,
  - (v) determine and make any adjustments to take account of the impact of transactions on the Company's share capital or shareholders' equity, and 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 delegation of authority 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, as part of a public offering referred to in paragraph 1 of article L. 411-2 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 *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 referred to in paragraph 1 of article L. 411-2 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 of the Company, and/or
- (ii) securities of any kind, issued for consideration or free of charge, giving 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 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, 2025, a nominal value of one hundred forty-one million four three hundred and thirty-two thousand one hundred and ten euros (EUR 141,332,110)).  
  
This does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with applicable legal and regulatory requirements and 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 separate from and 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 twenty-third resolution as well as the total maximum amounts set in the thirty-fourth 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 acknowledges that the issue price will 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 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 of the Company attached to securities, in accordance with applicable regulations,
  - (v) determine and make any adjustments to take account of the impact of transactions on the Company's share capital or shareholders' equity, and 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 this delegation of authority 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-FIFTH 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 of the Company, and/or
  - (ii) securities of any kind, issued for consideration or free of charge, giving 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 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 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, 2025, a nominal value of one hundred forty-one million four three hundred and thirty-two thousand one hundred and ten euros (EUR 141,332,110)).

This does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with applicable legal and regulatory requirements and 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 separate from and 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 twenty-third resolution as well as the total maximum amounts set in the thirty-fourth 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 delegation of authority;
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 of authority shall be set by the Board of Directors and must be at least equal to the closing share price on the last trading day preceding the Board of Directors' decision to use this delegation of authority, 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 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 of the Company attached to securities, in accordance with applicable regulations,
  - (vi) determine and make any adjustments to take account of the impact of transactions on the Company's share capital or shareholders' equity, and 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 this delegation of authority 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-SIXTH 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**

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The Shareholders' Meeting, voting in accordance with the quorum and majority conditions required for extraordinary Shareholders' Meetings, and in accordance with articles L. 22-10-49 and L. 22-10-54, L. 225-129 *et seq.*, and in particular articles L. 22-129-2 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, and subject to the conditions and limits set out below, of:

- (i) ordinary shares of the Company, and/or
- (ii) securities of any kind, issued for consideration or free of charge, giving 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 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 that the following limits shall apply to issues carried out under this delegation of authority:

- (i) the maximum nominal amount (excluding additional paid-in capital) of capital increase(s) that may be decided by the Board of Directors and carried out, immediately and/or in the future under this delegation of authority, shall not represent 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, 2025, a nominal value of one hundred forty-one million four three hundred and thirty-two thousand one hundred and ten euros (EUR 141,332,110)).

This limit does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with applicable legal and regulatory requirements and 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 separate from and 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 twenty-third resolution as well as the total maximum amounts set in the thirty-fourth 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) draw up a list of shares tendered for exchange, note the number of shares tendered for exchange, determine the terms of issue, the exchange ratio and, if applicable, the remaining amount to be paid in cash,
  - (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 of the Company attached to securities, in accordance with applicable regulations,
  - (viii) determine and make any adjustments to take account of the impact of transactions on the Company's share capital or shareholders' equity, and 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 this delegation of authority.
- 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-SEVENTH 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 as of the issue date (i.e. purely for indicative purposes, based on the Company's share capital as of December 31, 2025, a nominal value of one hundred forty-one million three hundred and thirty-two thousand one hundred and ten euros (EUR 141,332,110)), of:
  - (i) ordinary shares of the Company, and/or
  - (ii) securities of any kind, issued for consideration or free of charge, giving 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 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.

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

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;

## DRAFT RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS

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 twenty-third resolution as well as the total maximum amounts set in the thirty-fourth 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, 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;
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 and 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 of the Company attached to securities, in accordance with applicable regulations,
  - (vi) determine and make any adjustments to take account of the impact of transactions on the Company's share capital or shareholders' equity, and 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.
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.

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-EIGHTH 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 twenty-second, twenty-third, twenty-fourth and twenty-fifth 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 (30) 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(s) provided for in the resolution on the basis of which the initial issue was decided or, if applicable the limit(s) provided for in a resolution of the same kind that will later replace, during the period for

which this authorization of valid, the resolution under which the initial issue was decided, and

- (ii) the total maximum amount of capital increases set in the thirty-fourth 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 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 twenty-second, twenty-third, twenty-fourth and twenty-fifth 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-NINTH 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 "AOF Warrants").

The holders of the AOF Warrants shall have 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 following a natural or man-made disaster 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 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 2025 Contingent Warrants (as defined in the twenty-third 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 2025 Contingent Warrants, the aggregate number of new ordinary shares to be issued upon exercise of the outstanding 2025 Contingent Warrants and the 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, 2025, a nominal value of one hundred forty-one million three hundred and thirty-two thousand one hundred and ten euros (EUR 141,332,110)); notwithstanding the above, the Board of Directors shall be able to use this delegation by issuing AOF Warrants at any time provided that their coverage period begins on or after January 1, 2029, it being understood that the coverage period of the 2025 Contingent Warrants ends on December 31, 2028.

## DRAFT RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS

The Board of Directors may not, without 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 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 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 AOF Warrants shall be deducted from:
  - (i) on one hand, the total maximum amount of capital increases set in the thirty-fourth resolution of this Shareholders' Meeting, without exceeding this amount, and
  - (ii) on the other hand, the maximum amount set in the twenty-third resolution of this Shareholders' Meeting, without being limited by this amount.

As regards this delegation, this does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with applicable legal and regulatory requirements and 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 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 (or the equivalent in any other country).

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 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 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 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 AOF Warrants will automatically entail the waiver by shareholders, in favor of the holders of said AOF Warrants, of their preferential right to subscribe for the ordinary shares to be issued upon exercise of the warrants;
9. resolves that the AOF Warrants shall have a maximum duration of four (4) years from the issue date;
10. 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 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 AOF Warrants and of the ordinary shares to be issued upon exercise of the 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 and make any adjustments to take account of the impact of transactions on the Company's share capital or shareholders' equity, and 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;
11. 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 delegation of authority 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.

## THIRTIETH 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 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.

## THIRTY-FIRST 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 in accordance with articles L. 225-177 *et seq.* and L. 22-10-56 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, 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 Nomination and 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 of 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 Nomination and Compensation Committee, as assessed over a period of at least three (3) years – for a maximum of one million (1,000,000) ordinary shares (i.e. purely for indicative purposes, 0.56% of the Company's share capital as at December 31, 2025).

This limit does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with applicable legal and regulatory requirements and 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-fourth 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;

## DRAFT RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS

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 Nomination and 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 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 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-SECOND RESOLUTION

### Authorization granted to the Board of Directors to award existing ordinary shares or ordinary shares to be issued 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, L. 22-10-59 and 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 and L. 22-10-60 of the French Commercial Code and on the recommendation of the Nomination and Compensation Committee, to grant, on one or more occasions, existing fully paid-up ordinary shares or ordinary shares to be issued 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 existing ordinary shares or ordinary shares to be issued granted pursuant to this authorization, subject to fulfillment of performance and other conditions set by the Board of Directors on the recommendation of the Nomination and Compensation Committee, shall not exceed three million five hundred thousand euros (EUR 3,500,000) (i.e. purely for indicative purposes, 1.95% of the Company's share capital as at December 31, 2025).  
  
This limit does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with applicable legal and regulatory requirements and 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-fourth resolution;
4. 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;
5. 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;
6. 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;

7. 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 L. 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;
8. 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 Nomination and Compensation Committee and within the legal conditions and limits, the identity of the beneficiaries of the ordinary shares, the number of ordinary shares awarded to them, the dates on which free ordinary shares will be awarded and, if applicable, to provide for the option of modifying the vesting dates of the ordinary shares,
  - (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, deduct, if applicable, in the event that new shares are issued, the amounts required to pay up these shares from reserves, profits or additional paid-in capital, carry out capital increases in accordance with this authorization, 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;
9. 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-THIRD 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 (i.e. purely for indicative purposes, 1.67% of the Company's share capital as at December 31, 2025), excluding any additional ordinary shares to be issued in accordance with legal and regulatory requirements 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-fourth 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 price 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 and make any adjustments to take account of the impact of transactions on the Company's share capital or shareholders' equity, and 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, to 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 delegation of authority 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-FOURTH 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:

- 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 twenty-second, twenty-third, twenty-fourth, twenty-fifth, twenty-sixth, twenty-seventh, twenty-eighth, twenty-ninth, thirty-first, thirty-second and thirty-third resolutions of this Shareholders' Meeting, at seven hundred sixty-five million seven hundred and thirty-seven thousand nine hundred ninety-two eight hundred and forty-six euros (EUR 765,737,846), excluding additional paid-in capital and excluding any ordinary shares that may be issued as a result of adjustments made in accordance with legal and regulatory requirements 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 the capital increases carried out under the delegations of authority and the authorizations granted to the Board of Directors by the twenty-fourth, twenty-fifth, twenty-sixth and twenty-seventh resolutions shall not result in the issuing of a number of ordinary shares representing in total 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, 2025, a nominal value of one hundred forty-one million four three hundred and thirty-two thousand one hundred and ten euros (EUR 141,332,110)).

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 separate from and independent of the amount provided for in the twenty-first resolution granting the Board of Directors the authority to decide on 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 total 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-FIFTH RESOLUTION

### Ratification of the amendments to Article 19 (*Shareholders' Meeting*) of the Company's articles of association relating to the record date for the exercise of voting rights at Shareholders' Meetings, together with additional drafting amendments

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 ratify the amendments to Article 19 (*Shareholders' Meeting*) of the Company's articles of association approved by the Board of Directors, in accordance with article L. 225-36, paragraph 2 of the French Commercial Code, for the purpose of aligning the record date for the exercise of voting rights at shareholders' meetings with the provisions of Decree no. 2026-94 dated February 13, 2026 on the modernisation of the rules governing Shareholders' Meetings of certain commercial companies; and
- to make the drafting adjustments set out below.

The strikethrough text in red is deleted and the underlined text in blue is added:

#### **"ARTICLE 19 – Shareholders' Meeting**

Shareholders' Meetings are convened and shall deliberate in accordance with the terms and conditions provided by law.

Meetings shall take place either at the registered office, or at any other location indicated in the notice convening the meeting.

Any shareholder, regardless of the number of shares held, may attend meetings in person or vote by post or appoint a proxy.

## DRAFT RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS

The right to participate in Shareholders' Meetings shall be subject to the registration of shares in the shareholder's name or in the name of the approved intermediary acting on their behalf, within the time limits and under the conditions prescribed by applicable legal and regulatory provisions ~~by T-0 (Paris time) on the second business day prior to the Shareholders' Meeting~~, either in the nominative share registers held on the Company's behalf by the Company's agent or in the bearer share accounts held by an authorized financial intermediary.

The registration of shares in the bearer share accounts held by the authorized financial intermediary shall be demonstrated by a certificate issued by the latter. This certificate ~~which~~ must be attached to the remote voting form, to the proxy voting form, or to the request for an entry card established in the shareholder's name or the financial intermediary registered on its behalf of the shareholder on behalf of the shareholder represented by the authorized 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 within the time limits prescribed by applicable legal and regulatory provisions ~~by T-0 (Paris time) on the second business day prior to the Shareholders' Meeting at midnight, Paris time, two business days before the Shareholders' Meeting.~~

Subject to the conditions set forth by the legal and regulatory provisions in force, shareholders may send their proxy voting forms or remote voting forms concerning any Shareholders' Meeting either in paper format or, if approved by the Board of Directors, electronically.

For instructions issued by shareholders electronically, including proxy instructions or for electronic remote voting forms, shareholders may enter information and sign electronically directly on the dedicated website set up by the Company or its representative, if applicable, and otherwise by any reliable identification process that safeguards the link between the signature and the form ~~as determined by the Board of Directors~~ and in accordance with the conditions defined by the legal and regulatory provisions in force.

The deadline for the receipt return of remote voting forms and proxies shall be determined by the Board of Directors. The deadline may not be less than one day before the date of the Shareholders' Meeting. However, if authorized by the Board of Directors, electronic remote voting forms and instructions given by electronic means involving a proxy or a power of attorney may validly be received by the Company up until 3 p.m. (Paris time) on the day before the Shareholders' Meeting.

The Company's Board of Directors may also determine that shareholders may participate in and vote at any Shareholders' Meeting by videoconference or by any other mode of telecommunication whereby shareholders can be identified and can participate effectively, under the conditions set forth by the legal and regulatory provisions in force.

The Meetings are chaired by the Chair of the Board of Directors or, in his or her absence, by a director specially appointed by the Board.

Minutes of the Meeting are drafted and copies are certified and published in accordance with the law."

## THIRTY-SIXTH RESOLUTION

### Powers

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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.



## Board of Directors' report on the proposed resolutions

Ladies and Gentlemen, Dear Shareholders,

We have called this Combined Shareholders' Meeting:

- as regards the ordinary resolutions, to report on the business and affairs of SCOR SE ("**SCOR**" or the "**Company**") during the year ended December 31, 2025, and to submit for your approval:
  - the financial statements of the Company and the consolidated financial statements for 2025,
  - proposed allocation of net income and determination of the dividend,
  - compensation of corporate officers for the year ended December 31, 2025,
  - compensation policies for corporate officers for 2026,
  - the reappointment of four directors whose term of office is due to expire at the close of the Shareholders' Meeting,
  - the appointment of two new directors,
  - the renewal of a principal Statutory Auditor also in charge of certifying sustainability disclosures,
  - the appointment of new principal Statutory Auditor, and
  - authorization to be given to the Board of Directors to trade in the Company's shares within the framework of a share buyback program;
- as regards the extraordinary resolutions, to seek your approval on:
  - delegations of authority and financial authorizations to guarantee the Company's financial flexibility and agility,
  - delegations of authority and authorizations relating to the Group's human resources policy, and
  - amendments of the Company's articles of association in relation to recent legislative and regulatory changes.

We have prepared this report to present to shareholders the resolutions that will be put to the vote at the Shareholders' Meeting.

March 3, 2026

**The Board of Directors**

Following the presentation of the reports of the Board of Directors of SCOR SE (the "**Board**") and the Statutory Auditors (the "**Statutory Auditors**"), shareholders will be invited to vote on the following resolutions, which we hope you will approve.

## **I. BOARD OF DIRECTORS' REPORT ON THE ORDINARY RESOLUTIONS**

At the Shareholders' Meeting to be held on April 28, 2026, shareholders will be invited to vote on the following ordinary resolutions:

1. Approval of the financial statements for the year ended December 31, 2025;
2. Approval of the consolidated financial statements for the year ended December 31, 2025;
3. Allocation of net income and determination of the dividend for the year ended December 31, 2025;
4. Statutory Auditors' special report on the 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 Mr. Fabrice Brégier, Chairman of the Board of Directors, for the year ended December 31, 2025 – *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 Mr. Thierry Léger, Chief Executive Officer, for the year ended December 31, 2025 – *ex-post* Say on Pay;
8. Approval of the 2026 compensation policy for directors and observers – *ex-ante* Say on Pay;
9. Approval of the 2026 compensation policy for the Chairman of the Board of Directors – *ex-ante* Say on Pay;
10. Approval of the 2026 compensation policy for the Chief Executive Officer – *ex-ante* Say on Pay;
11. Renewal of the term of office of Mr. Adrien Couret as a director of the Company;
12. Renewal of the term of office of Mr. Thierry Léger as a director of the Company;
13. Renewal of the term of office of Mrs. Vanessa Marquette as a director of the Company;
14. Renewal of the term of office of Mr. Augustin de Romanet as a director of the Company;
15. Appointment of Mr. Jacques Aigrain as a director of the Company;
16. Appointment of Mr. Jean-François Lequoy as a director of the Company;
17. Renewal of KPMG S.A. as Statutory Auditors;
18. Renewal of KPMG S.A. as Statutory Auditors in charge of certifying sustainability disclosures;
19. Appointment of PricewaterhouseCoopers Audit as Statutory Auditors; and
20. Authorization granted to the Board of Directors to carry out transactions in the Company's ordinary shares.

## APPROVAL OF THE 2025 FINANCIAL STATEMENTS, ALLOCATION OF NET INCOME AND DETERMINATION OF THE DIVIDEND

### 1. APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025 (1<sup>st</sup> RESOLUTION)

Based on the Board of Directors' management report and the Statutory Auditors' report on the Company's individual financial statements for the year ended December 31, 2025, presented by the Board in the 2025 Universal Registration Document, which were made available prior to this meeting, shareholders will be invited to approve the Company's individual financial statements for the year ended December 31, 2025, as presented, including the balance sheet, income statement and notes thereto, which show net income of EUR 648,438,152.53 compared with net income of EUR 146,362,458.35 for the year ended December 31, 2024, as well as the transactions recorded in these financial statements and summarized in these reports.

Shareholders are also asked to approve – pursuant to article 223 *quater* of the French General Tax Code (*Code général des impôts*) – the aggregate amount of expenses and charges referred to in article 39.4 of said Code, which stands at EUR 189,155 for the year ended December 31, 2025, together with the amount of corporate income tax borne as a result of such expenses and charges, amounting to EUR 58,922.

It is specified that the tax consolidation group generated a taxable profit. The corporate income tax expense attributable to this group, and recognized in the Company's financial statements, amounts to EUR 67,517,051. 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, 2025.

### 2. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025 (2<sup>nd</sup> RESOLUTION)

Based on the Board of Directors' management report and the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2025, presented by the Board in the 2025 Universal Registration Document, which were made available prior to this meeting, shareholders will be invited to approve the consolidated financial statements for the year ended

December 31, 2025, as presented, including the balance sheet, income statement and notes thereto, as well as the transactions recorded in these financial statements and summarized in these reports, which show consolidated net income attributable to the Group of EUR 850,611,006.00 compared with EUR 3,890,195.98 for the year ended December 31, 2024.

### 3. ALLOCATION OF NET INCOME AND DETERMINATION OF THE DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2025 (3<sup>rd</sup> RESOLUTION)

As a preliminary comment, 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 Company's financial statements for the year ended December 31, 2025, show net income of EUR 648,438,152.53, the Shareholders' Meeting resolves to allocate such amount to "retained earnings" as follows:

	<i>(in euros)</i>
Retained earnings as at December 31, 2025	565,688,908.37
Net income for the year ended December 31, 2025	648,438,152.53
<b>Retained earnings after allocation of 2025 net income</b>	<b>1,214,127,060.90</b>

In respect of the year ended December 31, 2025, it is proposed that you note that distributable sums amount to EUR 1,855,189,877.67 and decide to pay a total dividend of EUR 340,906,379.00, representing a gross dividend per share of EUR 1.90, and to allocate distributable amounts as follows:

	<i>(in euros)</i>
Additional paid-in capital	509,899,449.16
Other reserves	131,163,367.61
Retained earnings after allocation of 2025 net income	1,214,127,060.90
<b>2025 total distributable reserves</b>	<b>1,855,189,877.67</b>
Dividend to be paid in respect of the year ended December 31, 2025	340,906,379.00
Dividend charged to the "retained earnings" account	340,906,379.00
<b>Retained earnings after allocation of 2025 net income and dividends</b>	<b>873,220,681.90</b>

The ex-dividend date will be May 4, 2026, and the dividend will be paid on May 6, 2026.

The total dividend of EUR 340,906,379.00 has been calculated on the basis of the number of shares making up the Company's share capital on December 31, 2025, as recorded by the Board

of Directors during its meeting of March 3, 2026 (corresponding to a gross dividend per share of EUR 1.90), 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.

## BOARD OF DIRECTORS' REPORT ON THE PROPOSED RESOLUTIONS

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 that may have been issued since December 31, 2025, upon exercise of stock options or securities giving access to the Company's share capital that entitle their holders to the 2025 dividend due to their entitlement date.

It is therefore proposed that if, on 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 3, 2026, the total dividend shall be adjusted accordingly (without affecting the dividend per share) and, as the case may be, (i) the unpaid dividends shall be credited to the "retained earnings" account, or (ii) the amount of the additional dividends to be paid shall be firstly deducted from the "retained earnings" account, and if needed, the remaining balance shall be deducted from the "additional paid-in capital" account.

For full information, the gross dividend will be subject to a flat rate withholding tax (*prélèvement forfaitaire unique* or PFU) at a rate of 31.4% (comprising 12.8% for income tax and 18.6% 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 in 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 0.76 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 libérateur* 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 18.6% (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 following amounts were paid out as dividends in respect of the previous three years:

Year ended:	12/31/2022	12/31/2023	12/31/2024
<b>Dividend</b>			
(Amount eligible for the allowance provided for in article 158-3-2 of the French General Tax Code)	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	EUR 323,239,320.00 <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.

## RELATED PARTY AGREEMENTS

### 4. STATUTORY AUDITORS' SPECIAL REPORT ON THE AGREEMENTS REFERRED TO IN ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE (4<sup>th</sup> RESOLUTION)

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, you will be invited to take 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 2025. 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, 2025.

<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.

## COMPENSATION OF CORPORATE OFFICERS

Six resolutions are submitted to shareholders for approval concerning the compensation of corporate officers:

- a first resolution concerning disclosures about the compensation of the Chairman of the Board of Directors, the Chief Executive Officer and the directors for 2025, mentioned in article L. 22-10-9 I of the French Commercial Code (5<sup>th</sup> resolution). Details of corporate officers' compensation for 2025 are presented in Section 2.2 of the 2025 Universal Registration Document;
- two resolutions concerning the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded during the 2025 financial year to the Chairman of the Board of Directors and the Chief Executive Officer of SCOR:
  - compensation paid to Fabrice Brégier as Chairman of the Board of Directors (non-executive corporate officer) (presented in Section 2.2.1.2.1 of the 2025 Universal Registration Document) (6<sup>th</sup> resolution), and
  - compensation paid to Thierry Léger as Chief Executive Officer (executive corporate officer) (presented in Section 2.2.1.2.2 of the 2025 Universal Registration Document) (7<sup>th</sup> resolution);
- three resolutions concerning the 2026 compensation policies for corporate officers of SCOR:
  - the compensation policy for directors and observers (mentioned in this report and presented in Section 2.2.1.4.1 of the 2025 Universal Registration Document) (8<sup>th</sup> resolution),
  - the compensation policy for the Chairman of the Board of Directors (mentioned in this report and presented in Section 2.2.1.4.2 of the 2025 Universal Registration Document) (9<sup>th</sup> resolution), and
  - the compensation policy for the Chief Executive Officer (mentioned in this report and presented in Section 2.2.1.4.3 of the 2025 Universal Registration Document) (10<sup>th</sup> resolution).

## APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID OR AWARDED TO CORPORATE OFFICERS FOR THE YEAR ENDED DECEMBER 31, 2025 – EX-POST SAY ON PAY

The following paragraphs present the total compensation and benefits of any kind paid or awarded for the year ended December 31, 2025, to corporate officers (the directors, the Chairman of the Board of Directors and the Chief Executive Officer).

### 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 (5<sup>th</sup> RESOLUTION)

Pursuant to article L. 22-10-34 I of the French Commercial Code, shareholders will be invited to approve the information required by article L. 22-10-9 of the French Commercial Code related to the compensation of corporate officers (*mandataires sociaux*), as

presented in the Board of Directors' report on corporate governance referred to in article L. 225-37 of the French Commercial Code and included in Section 2.2 of the Company's 2025 Universal Registration Document.

### 6. APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID OR AWARDED TO MR. FABRICE BRÉGIER, CHAIRMAN OF THE BOARD OF DIRECTORS, FOR THE YEAR ENDED DECEMBER 31, 2025 – EX-POST SAY ON PAY (6<sup>th</sup> RESOLUTION)

Pursuant to article L. 22-10-34, II of the French Commercial Code, having considered the Board of Directors' report on corporate governance prepared in accordance with article L. 225-37 of the French Commercial Code, shareholders will be asked to approve the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded for the year ended December 31, 2025, to Fabrice Brégier as Chairman of the Board of Directors, as presented in the table reproduced below and shown in Section 2.2.1.2.1 of the Company's 2025 Universal Registration Document.

The components of the compensation have been paid or awarded to Fabrice Brégier in accordance with the 2025 compensation policy for the Chairman of the Board of Directors, approved by the Shareholders' Meeting of April 29, 2025 (9<sup>th</sup> resolution).

The components are presented below:

**Summary of compensation paid or awarded for the year ended December 31, 2025, to Fabrice Brégier in his capacity as Chairman of the Board of Directors**

	2025		2024	
	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	600,000	600,000	600,000	600,000
Variable compensation	0	0	0	0
Directors' compensation	143,000	143,000	128,000	128,000
Multi-year variable compensation	0	0	0	0
Exceptional compensation	0	0	0	0
Additional benefits	11,138	11,138	10,571	10,571
<b>Gross compensation</b>	<b>754,138</b>	<b>754,138</b>	<b>738,571</b>	<b>738,571</b>
Value of shares granted	N/A	N/A	N/A	N/A
Value of stock options granted	N/A	N/A	N/A	N/A
<b>TOTAL</b>	<b>754,138</b>	<b>754,138</b>	<b>738,571</b>	<b>738,571</b>

**7. APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID OR AWARDED TO MR. THIERRY LÉGER, CHIEF EXECUTIVE OFFICER, FOR THE YEAR ENDED DECEMBER 31, 2025 – EX-POST SAY ON PAY (7<sup>th</sup> RESOLUTION)**

Pursuant to article L. 22-10-34, II of the French Commercial Code, having considered the Board of Directors' report on corporate governance prepared in accordance with article L. 225-37 of the French Commercial Code, shareholders will be asked to approve the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded for the year ended December 31, 2025, to Thierry Léger as Chief Executive Officer, as presented in the table reproduced below and shown in

Section 2.2.1.2.2 of the Company's 2025 Universal Registration Document.

The components of the compensation have been paid or awarded to Thierry Léger in accordance with the 2025 compensation policy for the Chief Executive Officer, approved by the Shareholders' Meeting of April 29, 2025 (10<sup>th</sup> resolution).

The components are presented below:

**Summary of compensation paid or awarded for the year ended December 31, 2025, to Thierry Léger in his capacity as Chief Executive Officer**

	2025		2024	
	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation <sup>(1)</sup>	1,250,000	1,250,000	1,250,000	1,250,000
Variable compensation <sup>(1)</sup>	1,507,500	816,250	816,250	908,333
Directors' compensation	0	0	0	0
Multi-year variable compensation	0	0	0	0
Exceptional compensation	0	0	0	0
Additional benefits <sup>(1)</sup>	195,015	195,015	188,505	188,505
<b>Gross compensation</b>	<b>2,952,515</b>	<b>2,261,265</b>	<b>2,254,755</b>	<b>2,346,838</b>
Value of shares granted <sup>(2)</sup>	2,087,800 <sup>(2)</sup>	N/A	2,486,000	N/A
Value of stock options granted <sup>(2)</sup>	N/A	N/A	389,600	N/A
<b>TOTAL</b>	<b>5,040,315</b>	<b>2,261,265</b>	<b>5,130,355</b>	<b>2,346,838</b>

(1) Amounts corresponding to compensation due and paid to the Chief Executive Officer in respect of 2025, subject to approval by the 2025 Shareholders' Meeting for payment of variable compensation.

(2) It should be noted that the above valuation amounts correspond to actuarial estimates, in application of the AFEP-MEDEF corporate governance code, and not to compensation received. The value is calculated on the basis of the same assumptions as those used in the Group's financial statements (IFRS 2). 100% of the shares and stock options granted to the Chief Executive Officer are subject to performance conditions.

## **COMPENSATION POLICIES FOR CORPORATE OFFICERS FOR 2026 (EX-ANTE SAY ON PAY)**

Pursuant to article L. 22-10-8 II of the French Commercial Code, the compensation policies for the Group's corporate officers (directors and observer, Chairman of the Board of Directors and Chief Executive Officer), which are submitted to the shareholder vote, are set out in the Company's 2025 Universal Registration Document.

In drawing up these policies, the Nomination and Compensation Committee has taken into account the opinions expressed by shareholders at the Company's Shareholders' Meetings as well as through active shareholder dialogue maintained by the Company with its main investors and proxy advisors throughout the year.

The Group endeavors to foster and reinforce relationships with its shareholders by keeping them up to date about the life of the Company, organizing meetings throughout the year and responding to their questions and observations.

This close relationship – which is the focus of particular attention in the run-up to the Shareholders' Meeting, with pre-roadshows at the start of the year and roadshows after the meeting notice is published – give senior management and the Board of Directors a better understanding of what shareholders expect, and allow them to review new issues and adapt the Group's practices with a view to ongoing improvement.

The committee also ensured that the compensation policies comply with applicable legal and regulatory requirements, as well as the recommendations of the AFEP-MEDEF corporate governance code.

The compensation policies, which reflect SCOR's social purpose, have been adopted by the Board of Directors based on the recommendation of the Nomination and Compensation Committee.

These policies are intended to encourage corporate officers to make an active contribution to the Group's activities and ensure that the actions of senior management are aligned with the strategic direction set by the Board of Directors.

To this end:

- as part of their compensation, the Chairman, the directors and the observer are awarded variable compensation according to their attendance at meetings of the Board of Directors and its committees;
- in addition, a significant proportion of compensation paid to directors and the observer is invested in shares, which ensures that their interests are aligned with those of the shareholders; this proportion increases in 2026 from EUR 10,000 to EUR 20,000 per year for directors (an increase of around 8% in average compensation paid to directors) and from EUR 5,000 to EUR 10,000 for the observer;
- the Chairman is now awarded the sum of EUR 50,000 (which also represents an increase of around 8% in compensation), which he is required to invest in shares, increasing his exposure to SCOR's share price performance;
- the Chief Executive Officer receives variable compensation (annual and long-term) tied to achieving performance targets set out in the **Forward 2026** strategic plan;
- the Nomination and Compensation Committee and the Board believe that it would be fair, reasonable and consistent with market practices to increase the Chief Executive Officer's compensation by around 10% when his term of office is renewed (i.e. three years after taking up the position).

It is proposed that this is done by means of a 20% increase in the number of performance shares awarded to him, which account for around half of his compensation. In addition to being particularly incentivizing as the Chief Executive Officer will only benefit from the increase if the performance conditions associated with the shares are met, this mechanism ensures that his interests are aligned with those of the shareholders, further increasing his exposure to SCOR's share price performance.

Corporate officers' compensation policies are determined in accordance with the measures put in place by the Company to prevent conflicts of interest.

Therefore, the Chairman of the Board of Directors and the Chief Executive Officer do not take part in discussions of the Nomination and Compensation Committee and the Board of Directors concerning their respective compensation.

### **8. APPROVAL OF THE 2026 COMPENSATION POLICY FOR THE COMPANY'S DIRECTORS AND OBSERVERS – EX-ANTE SAY ON PAY (8<sup>th</sup> RESOLUTION)**

Pursuant to the provisions of article L. 22-10-8 II of the French Commercial Code, having considered the Board of Directors' report on corporate governance prepared in accordance with article L. 225-37 of the French Commercial Code, shareholders

will be invited to approve the compensation policy for directors and observers of the Company, as presented in Section 2.2.1.4.1 of the Company's 2025 Universal Registration Document.

### **9. APPROVAL OF THE 2026 COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS – EX-ANTE SAY ON PAY (9<sup>th</sup> RESOLUTION)**

Pursuant to the provisions of article L. 22-10-8 II of the French Commercial Code, having considered the Board of Directors' report on corporate governance prepared in accordance with article L. 225-37 of the French Commercial Code, shareholders will be

invited to approve the compensation policy for the Chairman of the Board of Directors, as presented in Section 2.2.1.4.2 of the Company's 2025 Universal Registration Document.

## 10. APPROVAL OF THE 2026 COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER – EX-ANTE SAY ON PAY (10<sup>th</sup> RESOLUTION)

Pursuant to the provisions of article L. 22-10-8 II of the French Commercial Code, having considered the Board of Directors' report on corporate governance prepared in accordance with article L. 225-37 of the French Commercial Code, shareholders will be invited to approve the compensation policy for the Chief Executive Officer, as presented in Section 2.2.1.4.3 of the Company's 2025 Universal Registration Document.

In accordance with applicable legal and regulatory requirements, the payment of the Chief Executive Officer's variable and exceptional compensation is subject to approval in an ordinary resolution of the Shareholders' Meeting, according to the procedure set out in article L. 22-10-34 II of the French Commercial Code.

## COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors of SCOR SE comprises fourteen directors, two of whom are employees, as well as an observer, appointed for a period of one year by the 2025 Shareholders' Meeting.

The terms of office of Vanessa Marquette, Adrien Couret, Thierry Léger, Augustin de Romanet and Jacques Aigrain, as well as that of Holding Malakoff Humanis, represented by Thomas Saunier, end at the close of the 2026 Shareholders' Meeting.

Thomas Saunier has informed the Board of Directors that Holding Malakoff Humanis, which he represents, will not ask for its term of office to be renewed due to unavailability. Holding Malakoff Humanis will therefore stand down from the Board at the close of the 2026 Shareholders' Meeting. Fabrice Brégier and all the Board members extend their warmest thanks to Thomas Saunier.

It is proposed that four other directorships be renewed:

- the office of Thierry Léger, Chief Executive Officer, for a period of three years;
- the office of Adrien Couret for a period of three years; and
- the offices of Vanessa Marquette and Augustin de Romanet for a period of one year, both having sat on the Board for 11 years and who can no longer be regarded as independent at the close of the 2027 Shareholders' Meeting.

The aim of these renewals for a period of one year is to enable the Board to organize the replacement of the directors concerned as well as their succession as chairs of the Nomination and Compensation Committee and the Sustainability Committee respectively.

With a view to this, the Nomination and Compensation Committee has appointed consulting firm Egon Zehnder to identify potential candidates to join the Board following the departures expected at the 2027 and subsequent Shareholders' Meetings.

It is looking for candidates able to build on the Board's skills in the areas of insurance of finance, as well as add to its legal expertise and its expertise in M&A and market operations.

The Committee reviewed the lists of potential candidates suggested by Egon Zehnder and selected a number of people who were first of all interviewed by the Chairman of the Board of Directors, the Chair of the Committee and the Chief Executive Officer before being presented to the Committee.

At the end of this process, the Committee selected two candidates and the Board unanimously recommended their appointment for a period of three years:

- Jean-François Lequoy at the 2026 Shareholders' Meeting; and
- Antoine Vignial at the 2027 Shareholders' Meeting.

In addition, Jacques Aigrain was appointed as observer at the 2025 Shareholders' Meeting due to the number of external directorships he holds. He will stand down from one of these directorships in the first half of 2026, allowing for him to be put forward as a director for an initial term of three years.

The appointments of Jean-François Lequoy and Jacques Aigrain at the 2026 Shareholders' Meeting will increase the size of the Board to 15 members as opposed to 14 usually, despite the departure of Holding Malakoff Humanis.

This is only transitional and the Board should return to its usual size at the 2027 Shareholders' Meeting due to anticipated departures and independently of the recruitment of Antoine Vignial.

These hires, appointments and renewals are unanimously proposed by the Board of Directors on the unanimous recommendation of the Nomination and Compensation Committee.

## 11. RENEWAL OF THE TERM OF OFFICE OF MR. ADRIEN COURET AS A DIRECTOR OF THE COMPANY (11<sup>th</sup> RESOLUTION)

Adrien Couret's term of office as director will expire at the end of the 2026 Shareholders' Meeting.

You are invited to reappoint him as a director for a three-year term expiring at the end of the Shareholders' Meeting to be held in 2029 to approve the financial statements for the year ending December 31, 2028.

Adrien Couret, a French citizen, holds a degree from HEC business school (*École des hautes études commerciales*) and is a Fellow of the French Institute of Actuaries. Since 2008, he has held various executive roles as part of mutual insurance company Macif's management team, successively overseeing Strategy, Performance, Transformation and Innovation. He was named Chief Executive

Officer of Macif in 2019. That same year, he became Vice-Chairman of the Association des Assureurs Mutualistes (AAM). In July 2020 and after having been a director since 2014, he took on the role of Chairman of the Board of Directors of Ofi Asset Management, an asset management subsidiary of the Macif group. Since January 2021, Adrien Couret has been Chief Executive Officer of Aéma Group, a new French mutual insurance group specializing in health protection, which was created following the merger of Aésio Mutuelle and Macif.

Adrien Couret is chair of the Risk Committee. The Board of Directors' external assessment carried out in 2025 by consulting firm Egon Zehnder confirmed the quality and relevance of this committee's work.

Adrien Couret is also recognized for his availability, commitment and collaborative approach. His contribution to the Board's work is appreciated for his consistency and efficiency.

Therefore, the Board of Directors – on the recommendation of the Nomination and Compensation Committee – has unanimously decided to propose the renewal of his term for a further three years.

Adrien Couret's attendance rate at meetings of the Board of Directors in 2025 was 100%.

## **12. RENEWAL OF THE TERM OF OFFICE OF MR. THIERRY LÉGER AS A DIRECTOR OF THE COMPANY (12<sup>th</sup> RESOLUTION)**

Thierry Léger's term of office as director will expire at the end of the 2026 Shareholders' Meeting.

You are invited to reappoint him as a director for a three-year term expiring at the end of the Shareholders' Meeting to be held in 2029 to approve the financial statements for the year ending December 31, 2028.

Thierry Léger, a dual French and Swiss citizen, holds a Master's degree in Civil Engineering from the Swiss Federal Institute of Technology (ETH Zurich) and an Executive MBA from the University of St. Gallen, Switzerland. He began his career in the civil construction industry before joining Swiss Re as an engineering underwriter in 1997. In 2001 he moved to Swiss Re New Markets, providing non-traditional (or alternative) risk transfer solutions to insurance clients. Between 2003 and 2005, he was a member of the executive team in France as leader of the sales team. From 2006, Thierry Léger assumed increasing responsibility for Swiss Re's largest clients, ultimately becoming the head of the newly created Globals Division in 2010 and a member of the Swiss Re Group Management Board. In 2013, Thierry Léger became Head of Life & Health Products Reinsurance. In January 2016, he was appointed Chief Executive Officer Life Capital and member of the Swiss Re

Executive Committee. In September 2020, he assumed the role of Group Chief Underwriting Officer.

Thierry Léger joined SCOR as Chief Executive Officer on May 1, 2023. He led the Group's transformation and the implementation of the **Forward 2026** strategic plan. The Group's 2025 results attest to the quality and effectiveness of his work.

His leadership is also recognized by the Nomination and Compensation Committee, which deemed that the target related to his bonus was 100% achieved in 2025, in light of the structural projects that he led successfully and the manner in which he steered these projects.

Finally, the Board's assessment confirms the quality of his relationships with the Chairman and all directors, benefiting considerably from his involvement in the Board as a director.

Therefore, the Board of Directors – on the recommendation of the Nomination and Compensation Committee – has unanimously decided to propose the renewal of his term for three years, following an initial three-year period as director and Chief Executive Officer of the Company.

Thierry Léger's attendance rate at meetings of the Board of Directors in 2025 was 100%.

## **13. RENEWAL OF THE TERM OF OFFICE OF MRS. VANESSA MARQUETTE AS A DIRECTOR OF THE COMPANY (13<sup>th</sup> RESOLUTION)**

Vanessa Marquette's term of office as director will expire at the end of the 2026 Shareholders' Meeting.

You are invited to reappoint her as a director for a one-year term expiring at the end of the Shareholders' Meeting to be held in 2027 to approve the financial statements for the year ending December 31, 2026.

Vanessa Marquette, a Belgian citizen, holds a law degree and an economic law degree from the *Université Libre de Bruxelles*. She also studied law in the United States at Davis University and Berkeley University and she holds an LLM degree from the University of Michigan Law School. She has practiced as a lawyer registered with the Brussels Bar since 1995, and specializes in banking law and financial law. She also has particular expertise in the areas of corporate law, insolvency law and security interests and private international law. She has taught international financial law at the *Université Libre de Bruxelles* since 2004 and is the author of numerous publications on banking and financial law. She has been a partner in the Banking & Finance Department of the law firm Loyens & Loeff since March 2020, having been a partner at the business law firm Simont Braun from 2005 until February 2020 and having practiced law at the Brussels offices of Stibbe Simont Monahan Duhot and Freshfields Bruckhaus Deringer. Vanessa Marquette was an independent director of Erasme Hospital from 2017 until 2021.

Vanessa Marquette is chair of the Nomination and Compensation Committee.

The Board of Directors' assessment confirms that directors appreciate the quality of the committee's work, in particular its active role in preparing the compensation policies approved by a very large majority by the Group's shareholders, as well as its contribution to the renewal of the Board and, in connection with this, changes to the composition and chairs of the Board committees.

Vanessa Marquette is praised for her commitment and involvement in the smooth running of the Board of Directors. She effectively led the Board's recent internal assessments.

All directors wish her to continue to remain as a director and chair of the Nomination and Compensation Committee for a further year.

Therefore, the Board of Directors – on the recommendation of the Nomination and Compensation Committee – has unanimously decided to propose the renewal of her term for one year.

Vanessa Marquette's attendance rate at meetings of the Board of Directors in 2025 was 100%.

## **14. RENEWAL OF THE TERM OF OFFICE OF MR. AUGUSTIN DE ROMANET AS A DIRECTOR OF THE COMPANY (14<sup>th</sup> RESOLUTION)**

Augustin de Romanet's term of office as director will expire at the end of the 2026 Shareholders' Meeting.

You are invited to reappoint him as a director for a one-year term expiring at the end of the Shareholders' Meeting to be held in 2027 to approve the financial statements for the year ending December 31, 2026.

Augustin de Romanet, a French citizen, is a graduate of the *Institut d'Études Politiques* in Paris and a former student of the *École Nationale d'Administration*. He was previously Chief Executive Officer of *Caisse des Dépôts et Consignations*, between 2007 and 2012, and chaired the *Fonds Stratégique d'Investissement* between 2009 and 2012. Prior to that, he was Deputy Finance Director at *Crédit Agricole S.A.* and a member of the Executive Committee. Augustin de Romanet also served as Deputy Secretary General to the French President, between June 2005 and October 2006, and held positions in various ministerial offices. In particular, between 2002 and 2005, he was Chief of Staff to Alain Lambert, Minister Delegate for the Budget, Deputy Chief of Staff to Francis Mer, Minister for the Economy, Finance and Industry, Chief of Staff to Jean-Louis Borloo, Minister for Employment, Labor and Social Cohesion, and lastly, Deputy Chief of Staff to French Prime Minister Jean-Pierre Raffarin. Awarded the *Légion d'honneur* in 2007, Augustin de Romanet has received a number of awards, notably "Capitalist of the Year" awarded by the *Le Nouvel Économiste* magazine in

2008 and "Financier of the Year" awarded by the Minister of the Economy in 2012. Augustin de Romanet was Chairman and Chief Executive Officer of *Aéroports de Paris* from November 29, 2012, until February 18, 2025. He has been Chairman of Paris Europlace since July 2018.

Augustin de Romanet is chair of the Sustainability Committee, which now deals with matters related to management of human capital, i.e. the Group's employees, regarding all issues related to them apart from compensation.

In addition to his role as head of one of the Group's most Strategic Committees, Augustin de Romanet also serves as Vice-Chairman of the Board of Directors, supporting new directors on taking up their office and overseeing Board assessments. He also played a key role in ensuring the Board's stability following the death of Denis Kessler.

The Board's assessment confirms that the directors are satisfied with his work and all wish for him to stay in office for a further year.

Therefore, the Board of Directors – on the recommendation of the Nomination and Compensation Committee – has unanimously decided to propose the renewal of his term for one year.

Augustin de Romanet's attendance rate at meetings of the Board of Directors in 2025 was 100%.

## **15. APPOINTMENT OF MR. JACQUES AIGRAIN AS A DIRECTOR OF THE COMPANY (15<sup>th</sup> RESOLUTION)**

Jacques Aigrain's term of office as observer will expire at the end of the 2026 Shareholders' Meeting.

You are invited to appoint him as a director for a three-year term expiring at the end of the Shareholders' Meeting to be held in 2029 to approve the financial statements for the year ending December 31, 2028.

Jacques Aigrain, a Swiss and French citizen, holds a doctorate in Economics from *Université Panthéon-Sorbonne* (Paris) and a master's in Economics from *Université Paris Dauphine – PSL* (Paris). He has nearly 30 years of expertise and leadership experience in the financial services industry including nine years at Swiss Re, notably as Chief Executive Officer, and 20 years in global leadership roles at J.P. Morgan Chase & Co. in New York, London, and Paris, and Chairman of LCH Clearnet Group Ltd. He served as a director at Swiss International Airlines AG (2001-2016), Lufthansa AG (2007-2014), Resolution Life (2011-2014), LSEG Ltd (2013-2022) and WPP Plc (2013-2022). He currently serves in key corporate Board roles, including as Non-Executive Chairman of the Board of LyondellBasell NV, Non-Executive Chairman of Tradeweb Markets and director of Clearwater Analytics.

In addition, Jacques Aigrain was appointed as observer at the 2025 Shareholders' Meeting due to the number of external directorships he holds, meaning that his appointment as director was incompatible with the voting policies of certain investors and proxy advisors.

Since then, he has performed his duties with the same level of commitment and involvement as is expected of a fully active director. His contribution to the Board's work is highly appreciated and the skills acquired over the course of his career constitute a real advantage for the Group, as confirmed by the Board's external assessment.

As Jacques Aigrain's term of office as director at Clearwater Analytics expires at the end of the first half of 2026, the Board of Directors – on the recommendation of the Nomination and Compensation Committee – has unanimously decided to propose his appointment as director for a period of three years.

Jacques Aigrain's attendance rate at meetings of the Board of Directors in 2025 was 83%, which is set to improve once he stands down as director at Clearwater Analytics.

## **16. APPOINTMENT OF MR. JEAN-FRANÇOIS LEQUOY AS A DIRECTOR OF THE COMPANY (16<sup>th</sup> RESOLUTION)**

You are invited to appoint Jean-François Lequoy as a director with effect from this Shareholders' Meeting for a three-year term expiring at the end of the Shareholders' Meeting to be held in 2029 to approve the financial statements for the year ending December 31, 2028.

Jean-François Lequoy, a French citizen, is a graduate of *École Polytechnique*, ENSAE and the French Institute of Actuaries. He began his career as an insurance commissioner in the French Ministry of Finance's Insurance Department in 1986.

In 1991, he was appointed Deputy Director of the Insurance Department of *Compagnie de Suez*, then in 1994, Managing Director of insurance broker J&H Marsh & McLennan, before becoming in 1998 Director and General Manager of *La Mondiale Partenaire* (formerly *La Hénin Vie*).

He joined AGF (Allianz Group) in 2001 as Chief Financial Officer, then became a member of the Executive Committee in 2003 and was appointed Deputy Chief Executive Officer in 2004.

From 2008 to 2014, he held the position of General Director of the French Insurers' Federation (*Fédération Française des Sociétés d'Assurances*). In 2014, he became CEO of Natixis Assurances and a member of the Natixis Senior Management Committee, then in 2019, Chairman of the French Bancassurers' Federation (GFB). From 2020 to 2023, he was a member of Groupe BPCE's Management Board in charge of finance and strategy.

The Board of Directors' composition would therefore be as follows:

<b>Directors</b>	<b>Function</b>	<b>Independent <sup>(1)</sup></b>
<b>Mr. Fabrice Brégier</b>	Chairman of the Board of Directors	Yes
<b>Mr. Augustin de Romanet</b>	Vice-Chairman of the Board of Directors	Yes
<b>Mr. Jacques Aigrain</b>	Director	Yes
<b>Mr. Marc Büker</b>	Director representing employees	No
<b>Mrs. Diane Côté</b>	Director	Yes
<b>Mr. Adrien Couret</b>	Director	Yes
<b>Mrs. Martine Gerow</b>	Director	Yes
<b>Mrs. Patricia Lacoste</b>	Director	Yes
<b>Mr. Thierry Léger</b>	Chief Executive Officer and Director	No
<b>Mr. Jean-François Lequoy</b>	Director	Yes
<b>Mrs. Vanessa Marquette</b>	Director	Yes
<b>Mrs. Doina Palici-Chehab</b>	Director	Yes
<b>Mr. Bruno Pfister</b>	Director	Yes
<b>Mr. Pietro Santoro</b>	Director representing employees	No
<b>Mrs. Fields Wicker-Miurin</b>	Director	No

(1) As assessed by the Nomination and Compensation Committee in the light of the criteria set out in the Board's internal rules and the recommendations of the December 2022 version of the AFEP-MEDEF corporate governance code.

In accordance with the relevant legal provisions, you can find all this information, together with information on (i) other positions and offices held over the past five years and (ii) positions held and shares

The Nomination and Compensation Committee and the Board of Directors deemed that Jean-François Lequoy's background, openness, recognized skills in insurance and finance, and his experience within major insurance and banking groups, would enable him to make a useful and effective contribution to the Board's work.

Therefore, the Board of Directors – on the recommendation of the Nomination and Compensation Committee – has unanimously decided to propose his appointment as director for a period of three years.

\* \* \*

At the end of the 2026 Shareholders' Meeting, if you approve all the proposals presented to your vote by the Board of Directors, on the recommendation of the Nomination and Compensation Committee, the Board of Directors will comprise 15 directors, including 13 directors elected by the shareholders, and two directors representing employees elected by the employees of SCOR and its French subsidiaries in March 2025.

The Board's composition will therefore continue to comply with articles L. 225-18-1 and L. 22-10-3 of the French Commercial Code (noting that directors representing employees are not taken into account when calculating the proportion of directors of each gender on the Board, in accordance with articles L. 225-18-1 and L. 22-10-3 of the French Commercial Code).

held in the Company by each of the candidate directors, on the Company's website <https://www.scor.com> in the "2026 Shareholders' Meeting" section.

## **RENEWAL OF KPMG S.A. AS STATUTORY AUDITORS IN CHARGE OF CERTIFYING SUSTAINABILITY DISCLOSURES AND APPOINTMENT OF PRICEWATERHOUSECOOPERS AUDIT AS STATUTORY AUDITORS**

### **RENEWAL OF KPMG S.A. AS STATUTORY AUDITORS ALSO IN CHARGE OF CERTIFYING SUSTAINABILITY DISCLOSURES (17<sup>th</sup> AND 18<sup>th</sup> RESOLUTIONS)**

KPMG S.A. was appointed by the Shareholders' Meeting of June 16, 2020, for a period of six (6) years expiring at the Shareholders' Meeting to approve the financial statements for the year ended December 31, 2025.

Within this context, the Board of Directors – on the recommendation of the Audit Committee – has unanimously decided to propose the renewal of KPMG S.A.'s term as Statutory Auditors.

To ensure effective and proportionate governance in implementing the new obligations resulting from the CSRD, it is proposed that the task of certifying sustainability disclosures be assigned solely to KPMG S.A. This practice complies fully with legal requirements and is widespread among issuers, ensuring a consistent methodology in carrying out work, fluid operational coordination with internal teams and uniform reporting to the Sustainability Committee, the Audit Committee and the Board of Directors. It also helps to optimize costs and avoid duplication of resources without added

value, while also ensuring a high level of control in keeping with the Company's corporate interests.

In view of its knowledge of the Company's and the Group's sustainability disclosures, it has been decided that the renewal of KPMG S.A.'s term of office as Statutory Auditors in charge of certifying sustainability disclosures be proposed.

This renewal is proposed for a term of six years, expiring at the end of the Shareholders' Meeting to approve the financial statements for the year ending December 31, 2031.

KPMG S.A. is a French *société anonyme* which has its registered office at Tour Eqho, 2, avenue Gambetta, CS 60055, 92066 Paris La Défense, France, registered in the Nanterre Trade and Companies Register under number 775 726 417.

KPMG S.A. has stated that it accepts the renewal of its duties and that it is not subject to any incompatibility or ban that may prevent this renewal.

### **APPOINTMENT OF PRICEWATERHOUSECOOPERS AUDIT AS STATUTORY AUDITORS (19<sup>th</sup> RESOLUTION)**

In accordance with the requirements of Regulation (EU) 537/2014 applicable to public-interest entities and the provisions of the French Commercial Code, the Company ensures that it complies with rules concerning mandatory rotation of auditors, which constitute an essential part of legal audit independence and quality standards.

The process for selecting and appointing a new auditor was initiated in 2024 in order to ensure compliance with the independence rules applicable at the time of the auditor's appointment by the Shareholders' Meeting to approve the financial statements for the year ended December 31, 2025.

Following this process, the Board of Directors – on the recommendation of the Audit Committee – has unanimously decided to propose the appointment of PricewaterhouseCoopers Audit as Statutory Auditors.

PricewaterhouseCoopers Audit is a French *société par actions simplifiée* which has its registered office at 63, rue de Villiers, 92200 Neuilly-sur-Seine, France, registered in the Nanterre Trade and Companies Register under number 672 006 483.

This appointment is proposed for a term of six years, expiring at the end of the Shareholders' Meeting to approve the financial statements for the year ending December 31, 2031, replacing Forvis Mazars, whose term of office expires at the end of this Shareholders' Meeting.

PricewaterhouseCoopers Audit has stated that it accepts these duties and that it is not subject to any incompatibility or ban that may prevent this appointment.

## 2026-2027 SHARE BUYBACK PROGRAM

### 20. AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN THE COMPANY'S ORDINARY SHARES (20<sup>th</sup> RESOLUTION)

Like every year, shareholders are invited to authorize the Board of Directors, which may be subdelegated 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 (*Autorité des marchés financiers* or "**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.

As an exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, implement this delegation of authority after a public offer is submitted by a third party for the Company's shares until the end of the offer period. The Company would, however, remain authorized to effect the transactions covered by this resolution (i) if 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 stipulated 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;

The maximum number of ordinary shares that may be bought back under this authorization would be capped at ten percent (10%) of the number of ordinary shares making up the Company's share capital at the date of buying these shares, it being specified that:

- (i) if the shares are bought back to enhance the stock's liquidity, the number of shares taken into account to calculate the ten percent (10%) limit would correspond to the number of shares bought less the number of shares resold during the period covered by the authorization;
- (ii) if 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 would not exceed 5% of the Company's share capital; and
- (iii) the number of treasury shares should be taken into account so that the Company never holds treasury ordinary shares in excess of ten percent (10%) of its share capital.

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

These transactions may be carried out for any purposes authorized or which become authorized by the applicable laws and regulations, and in particular but not only 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:
  - 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*), in particular pursuant to articles L. 3332-18 *et seq.* of the French Labor Code;
- (iii) to ensure the liquidity of the SCOR 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, contribution merger or spin-off;
- (v) to deliver shares on the exercise of rights attached to securities issued by the Company or one of its subsidiaries 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 of the Company or subsidiary 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.

In this context, shareholders will be invited to decide that such ordinary shares may be purchased, sold transferred or exchanged, in accordance with applicable regulations and under the conditions authorized by the 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 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, except when a public offer for the Company's shares is in progress.

It is also proposed to confirm 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.

## BOARD OF DIRECTORS' REPORT ON THE PROPOSED RESOLUTIONS

Excluding the shares already held by the Company and based on the number of ordinary shares outstanding at December 31, 2025, as recorded by the Board of Directors on March 3, 2026, the theoretical maximum number of shares that may be bought back would be 17,942,441 shares and the theoretical maximum amount allocated to the share buyback program in application of this resolution would therefore amount to EUR 1,076,546,460 (excluding transaction costs).

Consequently, shareholders are asked to grant full powers to the Board of Directors, which may be subdelegated 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 other amounts that may be capitalized, as well as in the event of a stock split or a reverse stock split of Company shares, distribution of reserves or any other assets, redemption of capital or any other equity transaction, to reflect the impact of such transactions on the share value.

Finally, shareholders are asked 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.

This authorization would end at the next Shareholders' Meeting to approve the financial statements, no more than eighteen (18) months after being approved by this Shareholders' Meeting and would render null and void the unused portion of any prior authorization with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board of Directors by the seventeenth resolution of the Shareholders' Meeting of April 29, 2025, will remain in force until its original term expires.

## II. BOARD OF DIRECTORS' REPORT ON THE EXTRAORDINARY RESOLUTIONS

At the Shareholders' Meeting to be held on April 28, 2026, shareholders will be invited to vote on the following extraordinary resolutions:

21. Delegation of authority granted to the Board of Directors to decide on capital increases by capitalization of profits, reserves, or additional paid-in capital or any other amounts whose capitalization would be allowed;
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, with preferential subscription rights;
23. Delegation of authority granted to the Board of Directors to decide to issue, as part of a public offer other than those referred to in paragraph 1 of article L. 411-2 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;
24. Delegation of authority granted to the Board of Directors to decide to issue, as part of a public offer referred to in paragraph 1 of article L. 411-2 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;
25. 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;
26. 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;
27. 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;
28. 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;
29. 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 plan;
30. Authorization granted to the Board of Directors to reduce the share capital by canceling treasury shares;

31. 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;
32. Authorization granted to the Board of Directors to award existing ordinary shares or ordinary shares to be issued of the Company to employees and executive corporate officers of the Company and affiliated companies or groups;
33. Delegation of authority granted to the Board of Directors to carry out a capital increase by issuing ordinary shares reserved for members of employee savings plans, without preferential subscription rights for such members;
34. Total maximum amount of capital increases;
35. Ratification of the amendments to article 19 (*Shareholders' Meeting*) of the Company's articles of association relating to the record date for the exercise of voting rights at Shareholders' Meetings, together with additional drafting amendments; and
36. Powers.

## FINANCIAL AUTHORIZATIONS AND DELEGATIONS

In accordance with the legal and regulatory provisions applicable to financial authorizations and delegations and capital increases, the Board has provided shareholders with a review of the Company's business during 2025 and since the start of 2026 in the management report included in the 2025 Universal Registration Document filed with the AMF. The 2025 Universal Registration Document has been published and made available to shareholders in accordance with the applicable legal and regulatory provisions, notably on the Company's website <https://www.scor.com>.

The purpose of the financial authorizations and delegations submitted to shareholders in the 21<sup>st</sup> to 34<sup>th</sup> resolutions is to give the Company a certain degree of financial flexibility, which is one of the criteria used by rating agencies to assess a company's financial strength. In addition, by canceling shareholders' preferential subscription rights, where applicable, they would enable the Company to react more easily and quickly to market opportunities by allowing the Board to choose, particularly with regard to market

conditions, the most appropriate solutions for the financing, protection and development of the Group.

The use of any of these authorizations or delegations would be decided by the Board, which would then draw up an additional report to shareholders describing the final terms and conditions of the transaction, determined in accordance with the terms of the related authorization or delegation of authority.

Furthermore, in all such cases, the Statutory Auditors would draw up additional reports to shareholders as required by the applicable laws and regulations.

This year, the Board is asking the Shareholders' Meeting to renew the delegations and financial authorizations similar to the ones approved by the 2025 Combined Shareholders' Meeting, with the exception of the delegation of authority relating to the issuing of stock warrants within the framework of the contingent capital plan, which was already renewed in December 2025.

## 21. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO DECIDE ON CAPITAL INCREASES BY CAPITALIZATION OF PROFITS, RESERVES, OR ADDITIONAL PAID-IN CAPITAL OR ANY OTHER AMOUNTS WHOSE CAPITALIZATION WOULD BE ALLOWED (21<sup>st</sup> RESOLUTION)

Having noted that the share capital is fully paid up and having considered the Statutory Auditors' report, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors and granting full powers to the Board in order to decide to increase the share capital by successively or simultaneously capitalizing all or part of profits, reserves, or additional paid-in capital or any other amounts that may be capitalized, and issuing new ordinary shares of the Company and/or raising the par value of existing ordinary shares.

For information, as of the date of the Shareholders' Meeting, all of the Company's reserves are eligible for capitalization, provided that all expenses have been recorded in the financial statements.

This delegation of authority could be used on one or more occasions, in the proportions and at the times the Board of Directors deems appropriate, up to the maximum amount stated below.

The total nominal value of the capital increase(s) carried out under this delegation of authority may not exceed two hundred million euros (EUR 200,000,000) or the equivalent value in any other currency as of the date the issue is decided.

This maximum amount is independent of the total maximum amount of capital increases set in the thirty-fourth resolution submitted to shareholders at this meeting and does not take into account of the nominal amount of 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.

This type of capital increase, carried out by means of the capitalization of reserves, by definition, does not dilute existing shareholders and does not change the Company's consolidated shareholders' equity, which justifies setting a separate maximum amount.

Finally, it is proposed that full powers be granted to the Board of Directors, which may be subdelegated in accordance with applicable laws and regulations, to use this delegation of authority, in particular to set the terms of conditions of issues, note the carrying out of capital increases and amend the articles of association accordingly.

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

Shareholders should note that if this proposed resolution is rejected, the delegation of authority granted to the Board of Directors by the eighteenth resolution of the Shareholders' Meeting of April 29, 2025, will remain in force and may be implemented until its original term expires.

## 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, WITH PREFERENTIAL SUBSCRIPTION RIGHTS (22<sup>nd</sup> RESOLUTION)

Having noted that the share capital is fully paid up and having considered the Statutory Auditors' report, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors to decide and carry out the issuing of:

- (i) ordinary shares of the Company; and/or
- (ii) securities of any kind, issued for consideration or free of charge, giving access immediately or in the future to existing or future ordinary shares of the Company.

This delegation of authority could be used on one or more occasions, in France or abroad, in the proportions and at the times the Board of Directors deems appropriate, within the limits set by this resolution.

Shareholders should note that:

- (i) the proposed delegation of authority may not be used to issue preference shares;
- (ii) the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use the proposed delegation of authority during any public offer for the Company's shares until the end of the offer period.

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.

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).

In addition, 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.

Subscriptions may be paid up either in cash or by offsetting due and payable debts, or by a combination of these methods.

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 three hundred and twenty-eight thousand four hundred forty-three euros (EUR 565,328,443), or the equivalent value in any other currency on the date the issue is decided.

This maximum amount does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with applicable legal and regulatory requirements and 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 that may be capitalized 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 would be adjusted by multiplying it by a coefficient equal to the ratio of the number of ordinary shares making up the share capital before capitalization to the number of shares after capitalization.

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 separate from and 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.

The issues carried out pursuant to this delegation of authority shall be deducted from the total maximum amounts set in the thirty-fourth resolution submitted to this Shareholders' Meeting.

This delegation of authority would have no impact whatsoever on the Board of Directors' ability to decide to issue simple subordinated or unsubordinated debt securities (such as, *inter alia*, undated deeply subordinated notes (*titres super-subordonnés à durée indéterminée*, TSSDs) or any other type of non-composite bonds), or debt securities with rights to other debt securities or to existing shares, including for amounts in excess of the issue limit referred to above.

Shareholders would have a preferential right to subscribe for additional ordinary shares or securities giving access to the share capital issued on the decision of the Board of Directors pursuant to this delegation of authority, *pro rata* to their shares in the Company's capital.

The Board of Directors is also seeking authorization to give shareholders the right to subscribe for a number of additional ordinary shares or securities giving access to the share capital in excess of their preferential right, which could also be exercised *pro rata* to their subscription rights in the Company's share capital and within the limit of their requests. At the end of the subscription period, 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 on the market in France or abroad all or some of the unsubscribed ordinary shares or securities giving access to the share capital for subscription by the public.

Shareholders should note that the decision to issue securities giving access to the share capital automatically would entail 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.

Shareholders will also be invited to decide that the amount to be received by the Company, immediately or in the future, for each ordinary share issued pursuant to this delegation of authority, would be at least equal to the par value of the ordinary shares.

The subscription price of the ordinary shares or securities giving access to the share capital issued under this delegation of authority would be determined by the Board of Directors (or by the Chief Executive Officer in the event of sub-delegation) and communicated to the shareholders in the supplementary report drawn up each time the delegation of authority is used.

Lastly, shareholders are asked to grant full powers to the Board of Directors, which may be subdelegated in accordance with applicable laws and regulations, to use this delegation of authority.

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

Shareholders should note that if this proposed resolution is rejected, the delegation of authority granted to the Board of Directors by the nineteenth resolution of the Shareholders' Meeting of April 29, 2025, will remain in force and may be implemented until its original term expires.

### **23. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO DECIDE TO ISSUE, AS PART OF A PUBLIC OFFER OTHER THAN THOSE REFERRED TO IN PARAGRAPH 1 OF ARTICLE L. 411-2 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 (23<sup>rd</sup> RESOLUTION)**

Having noted that the share capital is fully paid up and having considered the Statutory Auditors' report, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors to decide and carry out, as part of a public offer other than those referred to in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code, the issuing of:

- (i) ordinary shares of the Company; and/or
- (ii) securities of any kind, issued for consideration or free of charge, giving access immediately or in the future to existing or future ordinary shares of the Company;

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

This delegation of authority could be used on one or more occasions, in France or abroad, in the proportions and at the times the Board of Directors deems appropriate, within the limits stated below.

As an exception, the Board of Directors may not implement this delegation of authority after a public offer is submitted by a third party for the Company's shares until the end of the offer period without the prior authorization of the Shareholders' Meeting.

In addition, the following are excluded from the scope of the proposed 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 paragraph 1 of article L. 411-2 of the French Monetary and Financial Code (private placement), which are the subject of the twenty-fourth resolution.

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.

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).

In addition, 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.

Subscriptions may be paid up either in cash or by offsetting due and payable debts, or by a combination of these methods.

As necessary, 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-fourth resolution.

The maximum nominal value (excluding additional paid-in capital) of capital increases that may be decided and carried out by the Board

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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 six hundred and sixty-four thousand two hundred and twenty-one euros (EUR 282,664,221), 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 applicable legal and regulatory requirements and 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 that may be capitalized and issuing free ordinary shares to shareholders during the period of validity of the proposed delegation of authority, the above-mentioned total nominal value (excluding additional paid-in capital) and the corresponding number of ordinary shares would be adjusted by multiplying it by a coefficient equal to the ratio of the number of ordinary shares making up the share capital before capitalization to the number of shares after capitalization.

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, if applicable, the amount of any redemption premium shall be added to the above amount.

This maximum amount is separate from and 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.

The issues carried out pursuant to this delegation of authority shall be deducted from the total maximum amounts set in the twenty-second resolution submitted to this Shareholders' Meeting.

The total amount allowed for capital increases under this proposed delegation of authority would be reduced by the aggregate par value of any and all ordinary shares issued upon exercise of all or some of:

- (i) the warrants issued by the Company on December 17, 2025, pursuant to the twenty-fifth resolution of the Shareholders' Meeting of April 29, 2025 (the "**2025 Contingent Warrants**");
- (ii) the AOF Warrants (as defined in the twenty-ninth resolution) that may be issued pursuant to the twenty-ninth resolution submitted to this Shareholders' Meeting for approval.

This delegation of authority would have no impact whatsoever on the Board's ability to decide to issue simple subordinated or unsubordinated debt securities (such as, *inter alia*, undated deeply subordinated notes (*titres super-subordonnés à durée indéterminée*, TSSDI) or any other type of non-composite bonds), or debt securities with rights to other debt securities or to existing shares, including for amounts in excess of the issue limit referred to above.

Shareholders will also be asked to waive shareholders' preferential right to subscribe for ordinary shares and the securities giving access to the share capital that may be issued under the proposed resolution.

In return, 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, in accordance with article L. 22-10-51 of the French Commercial Code. This priority subscription right may be supplemented by an option to subscribe for additional shares. If the issue of ordinary shares or securities giving access to the share capital is not taken up in full by the end of the priority subscription period, the Board of Directors may, within the limits specified by applicable regulations, either limit the issue to the amount of subscriptions received or freely allocate all or some of the unsubscribed shares or securities.

Shareholders should note that the delegation of authority given to the Board of Directors to issue securities giving access to the share capital automatically would entail 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.

It is specified that the Board of Directors has decided not to make use of the flexibility offered by French law no. 2024-537 of June 13, 2024, aimed at increasing the financing of businesses and the attractiveness of France (known as the "**Attractiveness Law**") in terms of setting the issue price. In accordance with the Company's past practices, the issue price of ordinary shares shall be determined by the Board of Directors at the time of issuance, it being specified that the Board has already resolved that the price should be at least equal to the volume-weighted average of the prices quoted for the Company's shares over the three 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 ten percent (10%), adjusted, if applicable, to take account of the difference in entitlement date.

The issue price of the securities giving access to the share capital would 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 above.

It is proposed that full powers be granted to the Board of Directors, which may be subdelegated in accordance with applicable laws and regulations, to use this delegation of authority, in particular to determine the dates, terms and conditions of any issues as well as the form and characteristics of the securities to be issued, set the issue price and terms, decide the amounts to be issued, set the vesting date of the securities, make any adjustments required, note the carrying out of capital increases and amend the articles of association accordingly.

This delegation of authority would be granted to the Board of Directors for a period of twenty-six (26) months with effect from the date of the Shareholders' Meeting. It would render null and void the unused portion of any prior delegation of authority with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the delegation of authority granted to the Board of Directors by the twentieth resolution of the Shareholders' Meeting of April 29, 2025, will remain in force and may be implemented until its original term expires.

## 24. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO DECIDE TO ISSUE, AS PART OF A PUBLIC OFFER REFERRED TO IN PARAGRAPH 1 OF ARTICLE L. 411-2 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 (24<sup>th</sup> RESOLUTION)

Having noted that the share capital is fully paid up and having considered the Statutory Auditors' report on this resolution, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors to decide and carry out, as part of a public offer referred to in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code, the issuing of:

- (i) ordinary shares of the Company; and/or
- (ii) securities of any kind, issued for consideration or free of charge, giving access immediately or in the future to existing or future ordinary shares of the Company;

without preferential subscription rights for shareholders.

This delegation of authority could be used on one or more occasions, in France or abroad, in the proportions and at the times the Board of Directors deems appropriate, within the limits stated below.

A public offer as mentioned in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code refers to an offer of securities exclusively addressed to a limited circle of investors acting on their own behalf or to qualified investors within the meaning of this article (hereinafter referred to as a "**Private Placement**").

This delegation would optimize the Company's access to the capital markets under optimum market conditions, as this financing method is faster and simpler than a capital increase by means of a public offer. The net proceeds from any issue carried out under this delegation would provide the Company with additional resources, particularly to finance its development strategy, pursue its organic and external growth and/or finance a recapitalization operation related to an acquisition. It would also be partially allocated to the Company's general needs.

Shareholders should note that:

- (i) the proposed delegation of authority may not be used to issue preference shares;
- (ii) the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use the proposed delegation of authority during any public offer for the Company's shares until the end of the offer period.

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.

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).

In addition, 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.

Subscriptions may be paid up either in cash or by offsetting due and payable debts, or by a combination of these methods.

The capital increase(s) that may be decided by the Board of Directors and carried out, immediately and/or in the future, may not result in the issuing of a number of ordinary shares representing a total nominal value not more than ten percent (10%) of the Company's share capital on the issue date (i.e. purely for indicative purposes, based on the Company's share capital as of December 31, 2025, a nominal value of one hundred forty-one million three hundred and thirty-two thousand one hundred and ten euros (EUR 141,332,110)).

This does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with applicable legal and regulatory requirements and 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.

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 would be added to the above amount.

This maximum amount is separate from and 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.

The issues carried out pursuant to this delegation of authority would be deducted from the total maximum amounts set in the thirty-fourth resolution submitted to this Shareholders' Meeting.

Shareholders are asked to waive their preferential subscription rights to enable the Board of Directors to raise financing, in accordance with the simplified procedure for a Private Placement, by issuing ordinary shares and/or securities giving access to the share capital of the Company (including, but not limited to, bonds convertible into new shares, bonds redeemable for new shares, bonds exchangeable for new shares and bonds with warrants exercisable for new shares).

Shareholders should note that the delegation of authority given to the Board of Directors to issue securities giving access to the share capital automatically would entail 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.

Shareholders are also asked to decide 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.

This delegation of authority would have no impact whatsoever on the Board's ability to decide to issue simple subordinated or unsubordinated debt securities (such as, *inter alia*, undated deeply subordinated notes (*titres super-subordonnés à durée indéterminée*, TSSDs) or any other type of non-composite bonds), or debt securities with rights to other debt securities or to existing shares, including for amounts in excess of the issue limit referred to above.

In accordance with the Company's past practices, the issue price of ordinary shares shall be determined by the Board of Directors at the time of issuance, it being specified that the Board has already resolved that the price should be at least equal to the volume-weighted average of the prices quoted for the Company's shares over the three trading days on the Euronext Paris regulated market preceding the beginning of the public offer within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended, minus a discount of up to ten percent (10%), adjusted, if applicable, to take account of the entitlement date.

The issue price of the securities giving access to the share capital would 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 ordinary share issued as a result of the

issuing of these securities, shall be at least equal to the minimum price defined above.

It is proposed that full powers be granted to the Board of Directors, which may be subdelegated in accordance with applicable laws and regulations, to use this delegation of authority, in particular to determine the dates, terms and conditions of any issues as well as the form and characteristics of the securities to be issued, set the issue price and terms, decide the amounts to be issued, set the vesting date of the securities, make any adjustments required, note the carrying out of capital increases and amend the articles of association accordingly.

This delegation of authority would be granted to the Board of Directors for a period of twenty-six (26) months with effect from the date of the Shareholders' Meeting. It would render null and void the unused portion of any prior delegation of authority with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the delegation of authority granted to the Board of Directors by the twenty-first resolution of the Shareholders' Meeting of April 29, 2025, will remain in force and may be implemented until its original term expires.

### **25. 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 (25<sup>th</sup> RESOLUTION)**

Having noted that the share capital is fully paid up and having considered the Statutory Auditors' report, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors to decide and carry out, on one or more occasions, the issuing of:

- (i) ordinary shares of the Company; and/or
- (ii) securities of any kind, issued for consideration or free of charge, giving access immediately or in the future to existing or future ordinary shares of the Company;

without preferential subscription rights for shareholders, in favor of one or more persons specifically designated by the Board of Directors.

This new delegation of authority could be used on one or more occasions, in France or abroad, in the proportions and at the times the Board deems appropriate.

Shareholders should note that:

- (i) the proposed delegation of authority may not be used to issue preference shares; and
- (ii) the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, implement this delegation of authority after a public offer is submitted by a third party for the Company's shares until the end of the offer period.

This delegation would optimize the Company's access to the capital markets under optimum market conditions, as this financing

method is faster and simpler than a capital increase by means of a public offer. The net proceeds from any issue carried out under this delegation would provide the Company with additional resources, particularly to finance its development strategy, pursue its organic and external growth and/or finance a recapitalization operation related to an acquisition. It would also be partially allocated to the Company's general needs.

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.

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).

In addition, 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.

Subscriptions to issues carried out under this delegation of authority may be paid up either in cash or by offsetting due and payable debts, or by a combination of these methods.

The capital increase(s) that may be decided by the Board of Directors and carried out, immediately and/or in the future, may not result in the issuing of a number of ordinary shares representing a total nominal value not more than ten percent (10%) of the Company's

share capital on the issue date (i.e. purely for indicative purposes, based on the Company's share capital as of December 31, 2025, a nominal value of one hundred forty-one million three hundred and thirty-two thousand one hundred and ten euros (EUR 141,332,110)).

This maximum amount does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with applicable legal and regulatory requirements and 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.

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, if applicable, the amount of any redemption premium shall be added to the above amount.

This maximum amount is separate from and 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.

The issues carried out pursuant to this delegation of authority shall be deducted from the total maximum amounts set in the twenty-fourth resolution.

Shareholders are asked to waive their preferential subscription rights to enable the Board of Directors to raise financing, in favor of one or more persons designated by the Board of Directors, by issuing ordinary shares and/or securities giving access to the share capital of the Company (including, but not limited to, bonds convertible into new shares, bonds redeemable for new shares, bonds exchangeable for new shares and bonds with warrants exercisable for new shares).

Therefore, shareholders should note that the delegation of authority given to the Board of Directors to issue securities giving access to the share capital automatically would entail the waiver by shareholders, in favor of holders of said securities, of their preferential right to subscribe for the ordinary shares to which such securities entitle their holders, in accordance with article L. 225-132 of the French Commercial Code.

The issue price of the ordinary shares should be at least equal to the closing share price on the last trading day preceding the Board of Directors' decision to use this delegation of authority, minus a discount of up to ten percent (10%), adjusted, if applicable, to take account of the entitlement date.

It is proposed that full powers be granted to the Board of Directors, which may be subdelegated in accordance with applicable laws and regulations, to use this delegation of authority, in particular to establish the identity of the beneficiaries of issues or the characteristics of the categories of beneficiaries, determine the dates, terms and conditions of any issues as well as the form and characteristics of the securities to be issued, set the issue price and terms, decide the amounts to be issued, set the vesting date of the securities, make any adjustments required, note the carrying out of capital increases and amend the articles of association accordingly.

This delegation of authority would be granted to the Board of Directors for a period of eighteen (18) months with effect from the date of the Shareholders' Meeting. It would render null and void the unused portion of any prior delegation of authority with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the delegation of authority granted to the Board of Directors by the twenty-second resolution of the Shareholders' Meeting of April 29, 2025, will remain in force and may be implemented until its original term expires.

## **26. 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 (26<sup>th</sup> RESOLUTION)**

Having noted that the share capital is fully paid up and having considered the Statutory Auditors' report on this resolution, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors to decide and carry out, on one or more occasions, the issuing of:

- (i) ordinary shares of the Company; and/or
- (ii) securities of any kind, issued for consideration or free of charge, giving access immediately or in the future to existing or future ordinary 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 applicable 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 (hereinafter an "Exchange Offer") or any other transaction having the same economic effect, such as a reverse merger or scheme of arrangement.

This delegation of authority could be used on one or more occasions, in France or abroad, in the proportions and at the times the Board of Directors deems appropriate, within the limits stated below.

Shareholders will also be asked to waive shareholders' preferential right to subscribe for ordinary shares and/or securities giving access to the share capital that may be issued under this resolution, in favor of holders of securities tendered to the Exchange Offer.

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, implement this delegation of authority after a public offer is submitted by a third party for the Company's shares until the end of the offer period.

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

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.

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 any unit of account established in reference to several currencies.

In addition, 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.

The maximum nominal amount (excluding additional paid-in capital) of capital increase(s) that may be decided by the Board of Directors and carried out, immediately and/or in the future under this delegation of authority, may not represent more than ten percent (10%) of the Company's share capital on the issue date (i.e. purely for indicative purposes, based on the Company's share capital as of December 31, 2025, a nominal value of one hundred forty-one million three hundred and thirty-two thousand one hundred and ten euros (EUR 141,332,110)).

This limit does not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with applicable legal and regulatory requirements and 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 that may be capitalized and issuing free ordinary shares to shareholders during the period of validity of the proposed delegation of authority, the above-mentioned total nominal value (excluding additional paid-in capital) and the corresponding number of ordinary shares would be adjusted by multiplying it by a coefficient equal to the ratio of the number of ordinary shares making up the share capital before capitalization to the number of ordinary shares making up the share capital after capitalization.

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, if applicable, the amount of any redemption premium shall be added to the above amount.

This maximum amount is separate from and 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.

The issues carried out pursuant to this delegation of authority shall be deducted from the total maximum amounts set in the twenty-fourth resolution, subject to the approval of this Shareholders' Meeting.

Therefore, shareholders should note that the delegation of authority given to the Board of Directors to issue securities giving access to the share capital automatically would entail the waiver by shareholders, in favor of holders of said securities, of their preferential right to subscribe for the ordinary shares to which such securities entitle their holders, in accordance with article L. 225-132 of the French Commercial Code.

Finally, it is proposed that full powers be granted to the Board of Directors, which may be subdelegated in accordance with applicable laws and regulations, to use this delegation of authority, in particular to determine the dates, terms and conditions of any issues as well as the form and characteristics of the securities to be issued, set the exchange ratio, decide the amounts to be issued, set the vesting date of the securities, determine if applicable the amount of any remaining amount to be paid in cash, make any adjustments required, note the carrying out of capital increases and amend the articles of association accordingly.

This delegation of authority would be granted to the Board of Directors for a period of twenty-six (26) months with effect from the date of the Shareholders' Meeting. It would render null and void the unused portion of any prior delegation of authority with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the delegation of authority granted to the Board of Directors by the twenty-third resolution of the Shareholders' Meeting of April 29, 2025, will remain in force and may be implemented until its original term expires.

## **27. 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 (27<sup>th</sup> RESOLUTION)**

Having noted that the share capital is fully paid up and having considered the Statutory Auditors' report, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors to decide and carry out, within the limit of 10% of the Company's share capital, the issuing of:

- (i) ordinary shares of the Company; and/or
- (ii) securities of any kind, issued for consideration or free of charge, giving access immediately or in the future to existing or future ordinary 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.

This delegation of authority could be used on one or more occasions, in France or abroad, in the proportions and at the times the Board deems appropriate.

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, implement this delegation of authority after a public offer is submitted by a third party for the Company's shares until the end of the offer period.

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

The ten percent (10%) limit (i.e. purely for indicative purposes, based on the Company's share capital as of December 31, 2025, a nominal amount of one hundred forty-one million three hundred and thirty-two thousand one hundred and ten euros (141,332,110)), would not take into account any ordinary shares that may be issued as a result of adjustments made in accordance with legal and regulatory requirements 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.

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.

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).

In addition, 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.

The issues carried out pursuant to this delegation of authority shall be deducted from the total maximum amounts set in the twenty-fourth resolution, subject to the approval of this Shareholders' Meeting.

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.

The proposed delegation would automatically entail 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.

Finally, it is proposed that full powers be granted to the Board of Directors, which may be subdelegated in accordance with applicable laws and regulations, to use this delegation, in particular to determine the dates, terms and conditions of any issues as well as the form and characteristics of the securities to be issued, give an opinion on the assessment of contributions and, if applicable, specific benefits granted and their value, set the exchange ratio, decide the amounts to be issued, set the vesting date of the securities, determine if applicable the amount of any remaining amount to be paid in cash, make any adjustments required, note the carrying out of capital increases and amend the articles of association accordingly.

This delegation would be granted to the Board of Directors for a period of twenty-six (26) months with effect from the date of the Shareholders' Meeting. It would render null and void the unused portion of any prior delegation of authority with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the delegation granted to the Board of Directors by the twenty-fourth resolution of the Shareholders' Meeting of April 29, 2025, will remain in force and may be implemented until its original term expires.

## **28. 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 (28<sup>th</sup> RESOLUTION)**

Having noted that the share capital is fully paid up and having considered the Statutory Auditors' report, the shareholders will be invited to authorize the Board of Directors, which may be subdelegated 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 twenty-second, twenty-third, twenty-fourth and twenty-fifth 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 (30) 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).

This increase may be carried out subject to (i) the specific maximum limit(s) provided for in the resolution on the basis of which the initial issue was decided or, if applicable the limit(s) provided for in a resolution of the same kind that could later replace, during the period for which this authorization of valid, the resolution under which the initial issue was decided; and (ii) the total maximum amount of capital increases set in the thirty-fourth resolution, in particular in order to offer a greenshoe option in accordance with market practices. Shareholders should note that under no circumstances would the authorization have the effect of increasing the specific limits set in the resolutions concerned or the total maximum amount

capital increases set by the Shareholders' Meeting, or of allowing these limits for capital increases to be exceeded.

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, implement this authorization after a public offer is submitted by a third party for the Company's shares until the end of the offer period.

Shareholders are asked to note that, in the case of a decision to increase the capital pursuant to the twenty-second, twenty-third, twenty-fourth and twenty-fifth 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 would be granted to the Board of Directors for a period of twenty-six (26) months with effect from the date of the Shareholders' Meeting. It would render null and void the unused portion of any prior delegation of authority with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board of Directors by the twenty-fifth resolution of the Shareholders' Meeting of April 29, 2025, will remain in force and may be implemented until its original term expires.

## **29. 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 PLAN (29<sup>th</sup> RESOLUTION)**

Having noted that the share capital is fully paid up and having considered the Statutory Auditors' report, shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors, which may be subdelegated in accordance with applicable laws and regulations, to decide to issue, on one or more occasions, 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 "**AOF Warrants**"). The holders of the AOF Warrants shall have 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 following a natural or man-made disaster likely to have a significant adverse effect on the Group's profitability or solvency, as described in this report (a "**Trigger Event**"). These AOF Warrants would enable the Company to have automatic access to additional capital either on request or on a mandatory basis following the occurrence of a Trigger Event.

In accordance with the capital shield principle underpinning the high level of capital protection that is one of the cornerstones of the Group's strategy, the Group constantly seeks to innovate and diversify its sources of capital, its protection solutions and its counterparties in order to boost its return on equity.

This is why shareholders will be asked to give the Group the means of continuing to innovate while also adapting to its constantly changing regulatory environment. This solution would enable the Group to extend its capital protection toolkit to include new opportunities provided by the Solvency II directive which allows certain debt instruments to be qualified as Tier 2 and Tier 3 ancillary own funds. It would consist of creating an additional capital buffer that could be drawn down under the scenarios mentioned above.

Subject to the prior authorization of France's insurance supervisor (*Autorité de Contrôle Prudentiel et de Résolution* or "**ACPR**"), the AOF Warrants could be qualified as Tier 2 or Tier 3 ancillary own funds for the determination of the SCR coverage ratio, without being exercised for shares.

The AOF Warrants would be exercisable and the new ordinary shares would be issued by decision of the Board of Directors (or, by delegation, by decision of the Chief Executive Officer) or automatically following the occurrence of a Trigger Event. They could not be exercised in any other circumstances; in particular, they would not be exercisable at the initiative of the warrant holder or another stakeholder. In the absence of any drawdowns, no new shares in the Company would be issued under this program and the program would have no dilutive impact for shareholders.

Like the contingent capital plan, the proposed AOF Warrant program is part of SCOR's capital protection strategy. It could also provide SCOR's shareholders with a significant net financial benefit, as a very competitive alternative in terms of costs to traditional outward reinsurance solutions and to insurance-linked securities issuances.

It would also enable the Group's capital buffer to be raised to the required level on predefined contractual terms, in order to support retained risks, in the event that certain exceptional trigger events occur leading to higher refinancing costs for the Group on the financial markets.

In addition, implementation of any new program pursuant to this authorization would be subject to the prior approval of the ACPR, in particular for AOF Warrants to be qualified as Tier 2 or 3 ancillary own funds eligible for inclusion in the calculation of the SCR coverage ratio, as well as a favorable prior assessment by the rating agencies.

The Board of Directors could use this delegation of authority at any time, within the limits and subject to the conditions mentioned below and also subject to the exercise, cancellation or expiration of all or some of the 2025 Contingent Warrants.

However, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, implement this delegation of authority after a public offer is submitted by a third party for the Company's shares until the end of the offer period.

This new program could take over from the contingent capital plan implemented in December 2025, if needed, and would provide the Company with SCR coverage of up to three hundred million euros (EUR 300,000,000) in own funds, including additional paid-in capital. It would allow the Company to benefit from one or several automatic increases of its capital, within the limit of ten percent (10%) of the capital and the issuance ceilings described below, subject to the conditions described above.

Shareholders should note that in order to limit the maximum potential dilution, the proposed resolution places a cap on the total number of new ordinary shares that could be issued upon exercise of the AOF Warrants, equal to the equivalent of ten percent (10%) of the Company's 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, 2025, a nominal value of one hundred forty-one million three hundred and thirty-two thousand one hundred and ten euros (EUR 141,332,110)). They should also note that the total nominal value of the share issues that would result from the exercise of the AOF Warrants would be deducted, at the time of issuing the ordinary shares, from (i) the total maximum amount of capital increases set in the thirty-fourth resolution (without exceeding said limit), and (ii) from the limit set in the twenty-third resolution (without being limited by said limit), subject to the approval of this Shareholders' Meeting.

If the Board of Directors uses this delegation of authority prior to the exercise, cancellation or expiration of all the 2025 Contingent Warrants, the maximum number of new ordinary shares to be issued upon exercise of the 2025 Contingent Warrants still in circulation and the AOF Warrants would not exceed ten percent (10%) of the Company's capital.

This SCR coverage would be available for a period of four (4) years (the "**Validity Period**") and would take the form of an equity line which would be automatically implemented in the event of exercise by the Company of its drawing right as explained above.

The equity line would be available in one or several tranches for a total amount of up to three hundred million euros (EUR 300,000,000), including additional paid-in capital. Drawdowns would be triggered at the Company's request or automatically following the occurrence of a Trigger Event during the Validity Period.

The AOF Warrants issuances would be underwritten by one or several investors chosen by the Board of Directors from the categories of entities 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, in this case:
  - the AOF Warrants would be subscribed by the SPV, which would have a contractual obligation to exercise them under the scenarios and on the terms defined in the contract, within the limit set in this resolution, thus allowing the Company to automatically have additional capital at its disposal,
  - the subscription price of the AOF Warrants and the subscription price of the ordinary shares issued by the Company upon exercise of the warrants would be financed by the SPV through the *ab initio* issuance of bonds exchangeable for ordinary shares of the Company to institutional investors. In the case of a drawdown, the ordinary shares issued by the Company to the SPV through the exercise of the AOF Warrants would be delivered by the SPV to the holders of the exchangeable bonds,
  - to guarantee the availability of the funds in the event of a drawdown by the Company, the proceeds from the issuance of the exchangeable bonds would be collateralized by the SPV for the benefit of the Company,
  - the ordinary shares issued by the Company to the SPV through the exercise of the AOF Warrants would be distributed immediately in the market through their allocation to the holder(s) of the exchangeable bonds issued by the SPV, such that the capital increases resulting from the exercise of the AOF Warrants would ultimately be financed by the market; 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 (or the equivalent in any foreign jurisdiction). A single investment service provider could be chosen, if appropriate, and the investment service provider(s) would not necessarily intend to retain any interest in the Company's capital and could sell the new ordinary shares acquired through private placements and/or on the open market.

Shareholders would be asked to waive their preferential subscription rights in favor of these categories of entities.

It is specified that, in accordance with article L. 225-132 of the French Commercial Code, the issuing of the AOF Warrants will

automatically entail the waiver by shareholders, in favor of the holders of said AOF Warrants, of their preferential right to subscribe for the ordinary shares to be issued upon exercise of the warrants.

The subscription price per AOF Warrant would reflect the fact that the warrant holder(s) would not have the ability to exercise them on their own initiative. It would be set at one thousandth of a euro (EUR 0.001).

The issue price of the new ordinary shares issued upon exercise of the 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 AOF Warrants, if applicable minus a maximum discount of ten percent (10%), not being less than the shares' par value. The discount would not necessarily apply to all cases of automatic drawdowns.

The discount is justified by the automatic nature of the drawdowns and the resulting guarantee for the Company that its SCR coverage needs would be met by the issue proceeds. Shareholders should note that the proposed discount of ten percent (10%) is in line with market expectations for this type of program and is unchanged from the discount decided by the 2025 Shareholders' Meeting, allowing for the implementation of an AOF Warrants program on the best financial terms for investors.

In accordance with the Company's prior practice in respect of financial delegations relating to the establishment of an ancillary own funds plan (such as the AOF Warrants), and with the twenty-sixth resolution of the Shareholders' Meeting of April 29, 2025, which authorized the issuance of the 2025 Contingent Warrants in december 2025, the period for calculating the reference average share price has been maintained at thirty (30) days, in order to give AOF Warrant holders longer to hedge their market risk in accordance with normal market practices. Shareholders should note that, as this resolution concerns a share issuance restricted to a category of entities meeting the criteria specified in article L. 225-138-I of the French Commercial Code, the rules for setting the issuance price of the ordinary shares can be set by the Shareholders' Meeting without being bound by the minimum pricing rules of articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code.

Finally, it is proposed that full powers be granted to the Board of Directors, which may be subdelegated in accordance with applicable laws and regulations, to use this delegation of authority, in particular to note the carrying out of capital increases, amend the articles of association accordingly and, more generally, carry out all the necessary formalities.

This delegation of authority would be granted to the Board of Directors for a period of eighteen (18) months with effect from this Shareholders' Meeting. It would render null and void the unused portion of any prior delegation of authority with the same purpose as of the date the resolution is approved.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board of Directors by the twenty-seventh resolution of the Shareholders' Meeting of April 29, 2025, will remain in force until its original term expires.

### **30. AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELING TREASURY SHARES (30<sup>th</sup> RESOLUTION)**

Having noted that the share capital is fully paid up and having considered the Statutory Auditors' report, the shareholders will be invited to vote on an extraordinary resolution authorizing the Board of Directors to reduce the share capital 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.

This reduction could be done on one or more occasions, in the proportions and at the times the Board deems appropriate.

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, implement this authorization after a public offer is submitted by a third party for the Company's shares until the end of the offer period.

The number of shares that may be canceled by the Company pursuant to this authorization would be limited to ten percent (10%) of the share capital as of the date of the cancellation decision in any twenty-four (24) month period. The number of shares represented by this limit would be adjusted, if applicable, to reflect any transactions affecting the capital carried out after this Shareholders' Meeting.

The difference between the buyback price of the canceled shares and their par value would be deducted from any additional paid-in capital or available reserves.

Finally, shareholders are asked to grant the Board of Directors 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 would be granted to the Board of Directors for a period of eighteen (18) months with effect from the date of the Shareholders' Meeting. It would render null and void the unused portion of any prior authorization with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board of Directors by the twenty-eighth resolution of the Shareholders' Meeting of April 29, 2025, will remain in force and may be implemented until its original term expires.

### **DELEGATIONS OF AUTHORITY AND AUTHORIZATIONS RELATING TO THE GROUP'S HUMAN RESOURCES POLICY**

SCOR's human resources policy is based on the Group's corporate values.

These values reflect the Group's commitment to its shareholders, customers, employees and society as a whole.

The Group has five core values:

- **Listening:** we listen to our customers, employees and communities of the areas in which we operate. Understanding their current and future needs, by taking account of the trends and emerging risks they face, enables us to come up with appropriate solutions to create a more resilient society;
- **Integrity:** we work with integrity, in accordance with our commitments and beliefs. We are always looking to improve, taking into account feedback from our customers and employees, as part of a transparent approach centered on mutual trust and respect;
- **Courage:** we act courageously. We trust in our employees, who are incentivized to make decisions that they consider necessary to address the challenges they face. They are responsible for their choices and welcome critical feedback as part of an ongoing improvement approach;
- **Open-mind:** we encourage an open mindset. We value diversity in ways of thinking, backgrounds, culture and experience. We firmly believe that this enhances viewpoints and pushes us to question our own beliefs, make better decisions and come up with more original ideas; and
- **Collaboration:** we encourage collaboration within our teams. Teamwork enhances individual and collective capabilities, and helps us to push ourselves further.

SCOR's human resources policy is of particular importance given the essential role of human capital in its business model:

- staff costs in reinsurance seem low given the volume of premiums; however, this human capital is irreplaceable and should be valued, primarily by means of effective career management and an attractive and incentivizing compensation policy;
- reinsurance is a complex industry requiring skills in a number of complementary areas. The Group relies in specialist employees in various jurisdictions, who work in teams and have to undergo numerous checks conducted by experts according to the three lines of defense;
- these specialists and experts are a rare resource that the Group works hard to attract, support and retain; and
- SCOR's revenues and premiums are not included in the collective and individual targets set for the Group's directors and employees so as not to encourage excessive risk taking, particularly in underwriting.

It is with this in mind that the Group has drawn up its compensation policy, based on straight forward principles of equality and fairness, in accordance with applicable laws and regulations:

- equal pay for equal work; and
- equal treatment of employees with similar responsibilities, skills and expertise within the organization.

Total compensation paid to an employee, as well as the balance of the various components of this compensation, depends primarily on the scope and complexity of the employee's role, their level of responsibility, internal and external benchmarks, depending in particular on the jurisdiction in which they operate, the Group's performance, their individual performance and, if applicable, local legal and regulatory requirements.

Performance shares and, if applicable, stock options constitute a significant component of compensation paid to a large number of SCOR employees.

Several hundred employees (around a quarter of employees) are regularly awarded performance shares, which can represent up to a quarter of their total compensation.

These awards are made by the Board of Directors on the basis of a proposal from senior management, following consultation with the managers concerned, and on the recommendation of the Nomination and Compensation Committee, authorized by the Shareholders' Meeting.

Each year, the Board of Directors therefore asks for shareholders' authorization to award shares and options to the Group's directors and employees.

The Board then reports on the implementation of these awards in its special reports.

To enable the Board of Directors to implement this policy, shareholders are asked to approve the thirty-first and thirty-second resolutions presented to them, which set out the framework for the necessary authorizations for the implementation of free share allocation plans and, where applicable, stock options.

Furthermore, the Company also asks shareholders to authorize the Board of Directors to award new or existing performance shares, as until now only existing shares were awarded.

In addition, if new shares are issued as a result of the exercising of stock options, the Board will have the option not to neutralize the dilutive impact of these instruments by canceling the same number of existing shares.

These adjustments are intended to give the Board of Directors greater flexibility in managing the Company's resources.

Finally, in accordance with article L. 225-129-6 of the French Commercial Code, when the extraordinary General Meeting delegates to the Board of Directors its authority to carry out capital increases by cash contributions, it must also vote on a draft resolution to carry out a capital increase in favor of employees belonging to a company savings plan, pursuant to articles L. 3332-18 *et seq.* of the French Labor Code.

We therefore submit to you, in the thirty-third resolution, a draft resolution aimed at delegating the authority of your assembly to the Board of Directors to decide on the issuance of ordinary shares reserved for members of an employee savings plan.

Given the other employee incentive mechanisms in place within the Group (performance shares and, where applicable, stock options), this authorization, although granted annually, has never been implemented by the Board of Directors.

In accordance with the law, the authorizations provided for in the thirty-first and thirty-second resolutions, as well as the delegation referred to in the thirty-third resolution, are also the subject of a special report by the auditors.

### **31. 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 (31<sup>st</sup> RESOLUTION)**

Having considered the report of the Statutory Auditors, shareholders will be invited to vote on an extraordinary resolution authorizing the Board of Directors, 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, to grant to all or selected employees of the Company and affiliated companies or groups within the meaning of 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 subject to the following conditions:

- The options to subscribe and the options to purchase shares granted under this authorization would not be exercisable – subject to fulfillment of the performance and other conditions set by the Board of Directors and assessed over a minimum of three years, based on the recommendation of the Nomination and Compensation Committee – for more than one million (1,000,000) ordinary shares (i.e. purely for indicative purposes, 0.56% of the Company's share capital as at December 31, 2025), it being specified that the amounts of issues carried out under this authorization would be deducted from the total maximum

amount of capital increases set in the thirty-fourth resolution submitted for approval at this Shareholders' Meeting.

This limit does not take into account any adjustments to the number of ordinary shares to be issued made in accordance with applicable legal and regulatory requirements and contractual provisions to protect the rights of holders of securities or other rights to the Company's share capital;

- The list of grantees, the number of options granted to them, the vesting conditions – including the requirement for the grantee to continue being employed by the Group up to the vesting date and the performance conditions – shall be set by the Board of Directors based on the recommendation of the Nomination and Compensation Committee. The number of options granted to each executive corporate officer would not represent more than ten percent (10%) of the aggregate principal amount authorized under the plan;
- The subscription price to be paid upon the exercise of the stock options would be set by the Board on the grant date, in accordance with applicable laws and regulations but excluding any discount; and
- The Board of Directors could impose a lock-up clause prohibiting the immediate resale of some or all of the ordinary shares

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acquired on exercise of the options. The lock-up period would not exceed three years from the option exercise date, without prejudice to the specific provisions of article L. 225-185 of the French Commercial Code concerning executive corporate officers, allowing the Board of Directors to require certain executive corporate officers to keep a certain number of shares obtained on exercise of options for as long as they remain in office.

This authorization would 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.

The dilutive effect of the new ordinary shares resulting from the exercise of stock options could, if applicable, be neutralized by canceling treasury shares. In this case, in accordance with the applicable rules, the difference between the buyback price of the canceled shares and their par value would be charged against additional paid-in capital or available reserves.

The exercising of options could be subject to the grantee's continued employment by the Group.

In addition, all of the options granted to the Chief Executive Officer and the members of the Executive Committee would be subject to one or more performance conditions set by the Board of Directors. These conditions would be the same for all these beneficiaries.

Options awarded to other employees could also be subject to one or more performance conditions determined by the Board of Directors, as it decides.

Finally, regardless of whether all or some of the above conditions are met, the exercising of all or some of the options may be subject to compliance with the Group's ethical principles as set out in the Group Code of Conduct, and fulfillment of a training obligation or achievement of a specific initiative in the area of corporate social responsibility (CSR).

The Group Code of Conduct covers in particular the following aspects of corporate social responsibility: integrity, data protection and privacy, anti-corruption measures, compliance with international sanctions and embargoes, anti-money laundering measures, transparency, promotion of equal opportunity in employment, implementation of a whistleblowing procedure, and promotion of and compliance with the principles of the United Nations Global Compact. If a beneficiary is proven to have breached the Group Code of Conduct, particularly in the case of fraud, all of the beneficiary's options would be forfeited (clawback policy).

Lastly, shareholders will be asked to grant full powers to the Board of Directors, which may be subdelegated in accordance with applicable laws and regulations, to use this authorization.

This authorization would be granted to the Board of Directors for a period of twenty-six (26) months with effect from the date of the Shareholders' Meeting. It would render null and void the unused portion of any prior authorization with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board of Directors by the twenty-ninth resolution of the Shareholders' Meeting of April 29, 2025, will remain in force and may be implemented until its original term expires.

## 32. AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO AWARD EXISTING ORDINARY SHARES OR ORDINARY SHARES TO BE ISSUED OF THE COMPANY TO EMPLOYEES AND EXECUTIVE CORPORATE OFFICERS OF THE COMPANY AND AFFILIATED COMPANIES OR GROUPS (32<sup>nd</sup> RESOLUTION)

Having considered the Statutory Auditors' report 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, shareholders are invited to vote on an extraordinary resolution authorizing the Board of Directors to grant free ordinary shares, existing or to be issued, 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, and to executive corporate officers in accordance with article L. 225-197-1-II of the French Commercial Code, under the following conditions:

- The total number of existing ordinary shares or ordinary shares to be issued granted, subject to fulfillment of performance and other conditions set by the Board of Directors on the recommendation of the Nomination and Compensation Committee, may not exceed three million five hundred thousand (3,500,000 shares) (i.e. purely for indicative purposes, 1.95% of the Company's share capital as at December 31, 2025).

This limit does not take into account any adjustments to the number of ordinary shares to be issued made in accordance with applicable legal and regulatory requirements and contractual provisions to protect the rights of holders of securities or other rights to the Company's share capital;

- The list of grantees, the number of ordinary shares to be granted and the vesting conditions – including the requirement for the grantee to continue being employed by the Group until the vesting date and any performance conditions – would be set by the Board of Directors based on the proposal of the Nomination and Compensation Committee. All ordinary shares granted to executive corporate officers would be subject to meaningful and challenging performance conditions and would not represent more than ten percent (10%) of the total authorized plan;
- All or some of the ordinary shares would vest at the end of a vesting period of at least three years, with or without a lock-up period. The continued employment requirement and achievement of the performance conditions would be assessed over said period of at least three years;
- However, if a grantee were to be 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 would vest immediately, and no lock-up period shall apply.

Unlike in previous periods, plans launched on the basis of this authorization may comprise new or existing shares.

This change is intended to give the Board of Directors greater flexibility in managing the Company's resources. Costs relating to buying existing shares to be distributed to employees affect the Group's solvency ratio.

This approach is also in line with market practices.

Therefore, the amounts of issues carried out under this delegation of authority shall be deducted directly from the total maximum amount of share capital set in the thirty-fourth resolution submitted to the Shareholders' Meeting.

The vesting of performance shares may be subject to the beneficiary's continued employment by the Group.

In addition, performance shares granted to the Chief Executive Officer and members of the Executive Committee would be subject to one or more performance conditions determined by the Board of Directors. These conditions would be the same for all these beneficiaries.

Shares awarded to other employees could also be subject to one or more performance conditions determined by the Board of Directors, as it decides.

Finally, regardless of whether all or some of the above conditions are met, the vesting of ordinary shares may be subject to compliance

with the Group's ethical principles as set out in the Group Code of Conduct, and fulfillment of a training obligation or achievement of a specific initiative in the area of corporate social responsibility (CSR).

The Group Code of Conduct covers in particular the following aspects of corporate social responsibility: integrity, data protection and privacy, anti-corruption measures, compliance with international sanctions and embargoes, anti-money laundering measures, transparency, promotion of equal opportunity in employment, implementation of a whistleblowing procedure, and promotion of and compliance with the principles of the United Nations Global Compact. If a beneficiary is proven to have breached the Group Code of Conduct, particularly in the case of fraud, all of the beneficiary's ordinary shares would be forfeited (clawback policy).

Lastly, shareholders will be asked to grant full powers to the Board of Directors, which may be subdelegated in accordance with applicable laws and regulations, to use this authorization.

This authorization would be granted to the Board of Directors for a period of twenty-six (26) months with effect from the date of the Shareholders' Meeting. It would render null and void the unused portion of any prior authorization with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board of Directors by the thirtieth resolution of the Shareholders' Meeting of April 29, 2025, will remain in force and may be implemented until its original term expires.

### **33. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE BY ISSUING ORDINARY SHARES RESERVED FOR MEMBERS OF EMPLOYEE SAVINGS PLANS, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR SUCH MEMBERS (33<sup>rd</sup> RESOLUTION)**

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 of the French Labor Code, after noting that the share capital is fully paid up and having considered the Statutory Auditors' report, shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board to decide 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, subject to the following conditions:

- The capital increase(s) decided by the Board pursuant to this delegation of authority and carried out immediately or at a future date would not result in the issuance of more than three million (3,000,000) ordinary shares (i.e. purely for indicative purposes, 1.67% of the Company's share capital as at December 31, 2025);
- The issue price of the new ordinary shares would be determined in accordance with article L. 3332-19 of the French Labor Code and may not be higher than the average share price 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 on the date of this decision; and

- Shareholders' preferential subscription rights to the new ordinary shares issued under this delegation of authority would be canceled in favor of employees who are members of a Company savings plan.

The amounts of issues carried out under this delegation of authority shall be deducted directly from the total maximum amount of share capital set in the thirty-fourth resolution submitted to the Shareholders' Meeting.

Lastly, shareholders will be asked to grant full powers to the Board of Directors, which may be subdelegated in accordance with applicable laws and regulations, to use this delegation of authority.

This delegation of authority would be granted to the Board of Directors for a period of eighteen (18) months with effect from the date of the Shareholders' Meeting. It would render null and void the unused portion of any prior delegation of authority with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the delegation of authority granted to the Board of Directors by the thirty-first resolution of the Shareholders' Meeting of April 29, 2025, will remain in force and may be implemented until its original term expires.

## **TOTAL MAXIMUM AMOUNT OF FINANCIAL AUTHORIZATIONS AND DELEGATIONS**

### **34. TOTAL MAXIMUM AMOUNT OF CAPITAL INCREASES (34<sup>th</sup> RESOLUTION)**

The total maximum amount of capital increases resulting from all of the authorizations to issue shares sought at this Shareholders' Meeting would be set at an amount (excluding premiums) of seven hundred and sixty-five million seven hundred and thirty-seven thousand eight hundred and forty-six euros (EUR 765,737,846).

This limit corresponds to the aggregate amount of the following specific limits:

- capital increases with preferential subscription rights (22<sup>nd</sup> resolution), from the limit for which the amounts of capital increases with cancellation of preferential subscription rights in the event of a public offering (23<sup>rd</sup> resolution) are deducted, from the ceiling for which, in turn, the amounts of other capital increases with or without preferential subscription rights are deducted, namely:
  - a public offer mentioned in article L. 411-2, 1° of the French Financial and Monetary Code (24<sup>th</sup> resolution),
  - offering of shares to one or more persons specifically designated by the Board of Directors (25<sup>th</sup> resolution),
  - as consideration for securities tendered to a public exchange offer initiated by the Company (26<sup>th</sup> resolution), and
  - issues of shares without preferential subscription rights as consideration for securities contributed to the Company (27<sup>th</sup> resolution);
- capital increases by means of the issuing of stock warrants without preferential subscription rights for shareholders in favor of categories of beneficiaries meeting specific criteria, with a view to implementing an ancillary own funds plan (29<sup>th</sup> resolution);
- capital increases resulting from the issuing of securities within the framework of stock option and/or free share award plans (31<sup>st</sup> and 32<sup>nd</sup> resolutions), as well as within the framework of employee savings plans (33<sup>rd</sup> resolution).

Capital increases paid up by capitalization of profits, reserves, or additional paid-in capital or any other amounts that may be capitalized (21<sup>st</sup> resolution) have a separate limit, given that they have no dilutive effect.

It is specified that the capital increases carried out under the delegations of authority and the authorizations granted to the Board of Directors by the twenty-fourth, twenty-fifth, twenty-sixth and twenty-seventh resolutions (including in the case of an increase in the number of securities to be issued under the authorization granted by the twenty-eighth resolution) shall not result in the issuing of a number of ordinary shares representing in total more than ten percent (10%) of the Company's share capital on the issue date (i.e. purely for indicative purposes, based on the Company's share capital as of December 31, 2025, a nominal value of one hundred forty-one million three hundred and thirty-two thousand one hundred and ten euros (EUR 141,332,110)).

Capital increases resulting from the Board of Directors' use of the greenshoe option whereby the number of shares offered could be increased by fifteen percent (15%) during the offer period (28<sup>th</sup> resolution), would be considered as being covered by the authorization used for the original offer.

Consequently, such capital increases would be set off against the ceiling set in the authorization used for the original offer, as well as against the ceiling on capital increases with preferential subscription rights (22<sup>nd</sup> resolution) as well as the aggregate ceiling set in this resolution.

## **AMENDMENT OF THE ARTICLES OF ASSOCIATION**

### **35. RATIFICATION OF THE AMENDMENTS TO ARTICLE 19 (SHAREHOLDERS' MEETING) OF THE COMPANY'S ARTICLES OF ASSOCIATION RELATING TO THE RECORD DATE FOR THE EXERCISE OF VOTING RIGHTS AT SHAREHOLDERS' MEETINGS, TOGETHER WITH ADDITIONAL DRAFTING AMENDMENTS (35<sup>th</sup> RESOLUTION)**

Pursuant to article R. 22-10-28 of the French Commercial Code, as amended by decree 2026-94 of February 13, 2026, the right to participate in General Meetings is now subject to registration of the shares in an account in the name of the shareholder or of the intermediary registered on their behalf on the fifth business day preceding the meeting, as opposed to the second business day previously.

This amendment, which applies with immediate effect, has already been incorporated into the Company's articles of association following a decision by the Board of Directors on March 3, 2026. To ensure that this requirement upholds and to allow for it to be

adapted to future changes in legislation or regulations, the articles of association do not refer to the specific time frame of five business days but refer to applicable legal and regulatory requirements.

In accordance with article L. 225-36 of the French Commercial Code, amendments to the articles of association must be ratified by the Shareholders' Meeting.

On this occasion, the Board of Directors proposes improving the wording of article 19 (Shareholders' Meeting) of the articles of association. The strikethrough text in red is deleted and the underlined text in blue is added:

**“ARTICLE 19 – Shareholders’ Meeting**

Shareholders’ Meetings are convened and shall deliberate in accordance with the terms and conditions provided by law.

Meetings shall take place either at the registered office, or at any other location indicated in the notice convening the meeting.

Any shareholder, regardless of the number of shares held, may attend meetings in person or vote by post or appoint a proxy.

The right to participate in Shareholders’ Meetings shall be subject to the registration of shares in the shareholder’s name or in the name of the approved intermediary acting on their behalf, within the time limits and under the conditions prescribed by applicable legal and regulatory provisions by midnight (Paris time) on the second business day prior to the Shareholders’ Meeting; either in the nominative share registers held on the Company’s behalf by the Company’s agent or in the bearer share accounts held by an authorized financial intermediary.

The registration of shares in the bearer share accounts held by the authorized financial intermediary shall be demonstrated by a certificate issued by the latter. This certificate which must be attached to the remote voting form, to the proxy voting form, or to the request for an entry card established in the name of the shareholder or the financial intermediary registered on its behalf on behalf of the shareholder represented by the authorized intermediary.

A certificate is also issued to shareholders wishing to attend the Shareholders’ Meeting in person who have not received their admission card by midnight (Paris time) on the second business day prior to the Shareholders’ Meeting within the time limits prescribed by applicable legal and regulatory provisions.

Subject to the conditions set forth by the legal and regulatory provisions in force, shareholders may send their proxy voting forms or remote voting forms concerning any Shareholders’ Meeting either in paper format or, if approved by the Board of Directors, electronically. For instructions issued by shareholders electronically, including proxy instructions or for electronic remote voting forms, shareholders may enter information and sign electronically directly on the dedicated website set up by the Company or its representative, if applicable, and otherwise by any reliable identification process that safeguards the link between the signature and the form as determined by the Board of Directors and in accordance with the conditions defined by the legal and regulatory provisions in force.

The deadline for the receipt return of remote voting forms and proxies shall be determined by the Board of Directors. The deadline may not be less than one day before the date of the Shareholders’ Meeting. However, if authorized by the Board of Directors, electronic remote voting forms and instructions given by electronic means involving a proxy or a power of attorney may validly be received by the Company up until 3 p.m. (Paris time) on the day before the Shareholders’ Meeting.

The Company’s Board of Directors may also determine that shareholders may participate in and vote at any Shareholders’ Meeting by videoconference or by any other mode of telecommunication whereby shareholders can be identified and can participate effectively, under the conditions set forth by the legal and regulatory provisions in force.

Meetings are chaired by the Chair of the Board of Directors or, in his or her absence, by a director specially appointed by the Board.

Minutes of the Meeting are drafted and copies are certified and published in accordance with the law.”

**POWERS TO CARRY OUT FORMALITIES**

**36. POWERS (36<sup>th</sup> RESOLUTION)**

Finally, shareholders are asked to grant 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.

# 4

## SCOR Group activities in 2025

In accordance with article R. 225-81, paragraph 3 of the French Commercial Code, the following section provides a summary of the Group's principal activities in 2025. It offers an overview of the financial year and supplements the detailed information set out in the Company's 2025 Universal Registration Document.

We also invite you to consult the 2025 Universal Registration Document, available on the Company's website ([www.scor.com](http://www.scor.com)) and on the website of the French *Autorité des marchés financiers* ([www.amf-france.org](http://www.amf-france.org)). This document consolidates all relevant information for the 2025 financial year, including the management report, the corporate governance report, the sustainability statement, the consolidated and statutory financial statements, as well as the corresponding auditors' reports and certifications.

### I. 2025 ANNUAL RESULTS

#### EUR 208 MILLION NET INCOME IN Q4 2025, CONTRIBUTING TO A STRONG FULL YEAR NET INCOME OF EUR 851 MILLION PROPOSED REGULAR DIVIDEND OF EUR 1.9 PER SHARE

- **Group net income** of EUR 208 million in Q4 2025 driven by all business activities (EUR 214 million adjusted <sup>(1)</sup>):
  - P&C combined ratio of 80.9% with excellent attritional loss performance, allowing for buffer building;
  - L&H insurance service result <sup>(2)</sup> of EUR 115 million, with an experience variance in line with expectations over the course of 2025;
  - Investments regular income yield of 3.8%, with continued attractive reinvestment rates.
- **Q4 annualized Return on Equity** of 20.4% (21.1% adjusted <sup>(1)</sup>), implying full year 2025 Return on Equity of 19.2% (19.1% adjusted <sup>(1)</sup>).
- IFRS 17 **Group Economic Value** <sup>(3)</sup> of EUR 8.5 billion as at December 31, 2025, up 13.7% <sup>(4)</sup> at constant economics <sup>(5)</sup> (down 1.1% on a reported basis) compared with December 31, 2024, implying an **Economic Value per share** of EUR 48.
- **Group solvency ratio** of 215% <sup>(6)</sup> as at December 31, 2025, in the upper part of the optimal solvency range of 185%-220%.
- Proposed regular dividend of **EUR 1.9 per share** for 2025.

(1) Adjusted by excluding the mark to market impact of the option on own shares.

(2) Includes revenues on financial contracts reported under IFRS 9.

(3) Defined as the sum of the shareholders' equity and the Contractual Service Margin (CSM), net of tax. 25% notional tax rate applied on CSM.

(4) The starting point is adjusted for the future payment of dividend of EUR 1.8 per share (EUR 322 million in total) for the fiscal year 2024, paid on May 6, 2025.

(5) Growth at constant economic assumptions (i.e. adjusted for interest rate changes and FX impacts on shareholders' equity and CSM) as at December 31, 2024 and excluding the mark to market impact of the option on own shares.

(6) Solvency ratio estimated after accounting for the dividend accrual for the full year, based on the proposed dividend of EUR 1.9 per share.

## GROUP PERFORMANCE AND CONTEXT

SCOR records EUR 208 million net income (EUR 214 million adjusted <sup>(1)</sup>) in Q4 2025, driven by all business activities:

- in P&C, the combined ratio stands at 80.9%, including a natural catastrophe ratio of 7.6%, reflecting a quarter of moderate natural catastrophe activity. Over the full year of 2025, the natural catastrophe ratio of 6.8% remains below budget despite the LA wildfires and hurricane Melissa impacts. The attritional loss and commission ratio stands at 74.7% in Q4 2025, reflecting an excellent underlying performance allowing for continued reserving discipline. The completion of the annual P&C year-end reserve review confirms all lines are at best estimate and our reserve resilience has increased;
- in L&H, the insurance service result <sup>(2)</sup> stands at EUR 115 million, driven by a strong CSM amortization and risk adjustment release. On a full year basis, the insurance service result is above the updated **Forward 2026** guidance. The portfolio is developing as expected: Q4 and FY 2025 experience variances are positive, and the volatility on underperforming contracts remains manageable;

- in Investments, SCOR records a regular income yield of 3.8% while continuing to benefit from still-elevated reinvestment rates;
- the effective tax rate stands at 31.1%.

Over the full year 2025, SCOR reports a net income of EUR 851 million (EUR 846 million adjusted <sup>(1)</sup>), implying an annualized Return on Equity of 19.2% (19.1% adjusted <sup>(1)</sup>).

The Group solvency ratio stands at 215% as at December 31, 2025, in the upper part of the optimal range of 185%-220%, and up 5 percentage points compared to FY 2024 and 9M 2025. Over FY 2025, the Group solvency ratio mainly reflects the strong net capital generation, the accrual of the FY dividend, and negative market variances.

The Group Economic Value <sup>(3)</sup> under IFRS 17 stands at EUR 8.5 billion as at December 31, 2025, up 13.7% <sup>(4)</sup> at constant economics compared to December 31, 2024.

## PROPOSED REGULAR DIVIDEND OF EUR 1.9 PER SHARE

SCOR proposes a regular dividend of EUR 1.9 per share for the fiscal year 2025, up 5.6% compared to the fiscal year 2024.

This dividend will be submitted for shareholders' approval at the 2026 Annual General Meeting, to be held on April 28, 2026. The Board proposes to set the ex-dividend date at May 4, 2026, and the payment date at May 6, 2026.

## STRONG P&C UNDERLYING PERFORMANCE

In Q4 2025, P&C insurance revenue stands at EUR 1,795 million, down 1.6% at constant exchange rates (down 7.0% at current exchange rates) compared to Q4 2024, impacted by SBS's past portfolio actions, as well as increased competition in Property.

New business CSM in Q4 2025 stands at EUR 11 million, mainly driven by the low number of renewals and early recognition of some retrocession contracts renewed at January 1<sup>st</sup>, 2026.

### P&C (re)insurance key figures

<i>In EUR million</i> (at current exchange rates)	Q4 2025	Q4 2024	Variation	FY 2025	FY 2024	Variation
P&C insurance revenue	1,795	1,929	-7.0%	7,299	7,639	-4.4%
P&C insurance service result	256	238	7.6%	957	779	22.8%
Combined ratio	80.9%	83.1%	-2.2pts	82.3%	86.3%	-4.0pts
P&C new business CSM	11	(43)	N/A	1,115	1,024	8.9%

(1) Adjusted by excluding the mark to market impact of the option on own shares.

(2) Includes revenues on financial contracts reported under IFRS 9.

(3) Defined as the sum of the shareholders' equity and the Contractual Service Margin (CSM), net of tax. 25% notional tax rate applied on CSM.

(4) The starting point is adjusted for the future payment of dividend of EUR 1.8 per share (EUR 322 million in total) for the fiscal year 2024, paid on May 6, 2025.

## SCOR GROUP ACTIVITIES IN 2025

The P&C combined ratio stands at 80.9% in Q4 2025, compared to 83.1% in Q4 2024. It includes:

- a Nat Cat ratio of 7.6%, reflecting a quarter with moderate Cat activity;
- an attritional loss and commission ratio of 74.7%, including additional buffer building;
- a discount effect of -7.9%;

- an attributable expense ratio of 6.0%.

The P&C insurance service result of EUR 256 million is driven by a CSM amortization of EUR 281 million, a risk adjustment release of EUR 28 million, a negative experience variance of EUR (40) million, and an onerous contracts impact of EUR (14) million. The negative experience variance mainly reflects additional buffer building.

## L&H Q4 AND FY 2025 INSURANCE SERVICE RESULT AND NEW BUSINESS CSM ABOVE GUIDANCE

In Q4 2025, L&H insurance revenue amounts to EUR 1,988 million, up 2.9% at constant exchange rates (-3.3% at current exchange rates) compared to Q4 2024. SCOR continues to increase its L&H

CSM through new business generation (EUR 170 million new business CSM <sup>(1)</sup> in Q4 2025), notably from Protection and Longevity.

### L&H reinsurance key figures

<i>In EUR million</i> (at current exchange rates)	Q4 2025	Q4 2024	Variation	FY 2025	FY 2024	Variation
L&H insurance revenue	1,988	2,055	-3.3%	8,079	8,487	-4.8%
L&H insurance service result	115	119	-3.1%	450	(348)	N/A
L&H new business CSM	170	113	51.2%	464	485	-4.3%

The L&H insurance service result amounts to EUR 115 million in Q4 2025. It includes:

- a CSM amortization of EUR 89 million;
- a Risk Adjustment release of EUR 38 million;

- an experience variance of EUR 28 million, bringing the experience variance over the course of 2025 to EUR 17 million;
- a negative onerous contracts impact of EUR (42) million.

## INVESTMENTS DELIVERING A SOLID REGULAR INCOME YIELD

As at December 31, 2025, total invested assets amount to EUR 23.5 billion. SCOR's asset mix is optimized, with 79% of the portfolio invested in fixed income. SCOR has a high-quality fixed income portfolio with an average rating of A+ and a duration of 4.0 years.

### Investments key figures

<i>In EUR million</i> (at current exchange rates)	Q4 2025	Q4 2024	Variation	FY 2025	FY 2024	Variation
Total invested assets	23,515	24,155	-2.7%	23,515	24,155	-2.7%
Regular income yield	3.8%	3.6%	0.2pts	3.5%	3.5%	0pt
Return on invested assets <sup>(*)</sup>	3.6%	3.3%	0.3pts	3.5%	3.5%	0pt

<sup>(\*)</sup> Fair value through income on invested assets excludes EUR (8) million in Q4 2025 and EUR 6 million in FY 2025 related to the pre-tax mark to market impact of the fair value of the option on own shares granted to SCOR.

Total investment income on invested assets stands at EUR 209 <sup>(2)</sup> million in Q4 2025. The return on invested assets stands at 3.6% <sup>(2)</sup> (vs. 3.3% in Q4 2024) and the regular income yield stands at 3.8% (vs. 3.6% in Q4 2024).

The reinvestment rate stands at 4.0% <sup>(3)</sup> as at December 31, 2025, stable compared to September 30, 2025. The invested assets portfolio remains highly liquid and financial cash flows of EUR 8.5 billion are expected over the next 24 months <sup>(4)</sup>, enabling SCOR to benefit from still-elevated reinvestment rates.

(1) Includes the CSM on new treaties and change in CSM on existing treaties due to new business (i.e. new business on existing contracts).

(2) Excluding the mark to the market impact of the option on own shares. Q4 2025 impact of EUR (8) million before tax.

(3) Reinvestment rate is based on Q4 2025 asset allocation of yielding asset classes (i.e. fixed income, loans and real estate), according to current reinvestment duration assumptions. Yield curves & spreads as at 12/31/2025.

(4) As at December 31, 2025. Includes current cash balances and future coupons and redemptions.

## II. 2025 SIGNIFICANT EVENTS

- On April 4, SCOR SE announced, that it has been placed under examination as a legal entity in connection with a judicial investigation in France related to facts attributed to an association which allegedly attempted to obstruct the acquisition of Partner Re by the Covéa Group in 2022. SCOR SE has been placed under examination because of the alleged personal involvement of M. Denis Kessler in some of these facts, at a time when he was no longer SCOR SE's legal representative, but the non-executive Chairman of its Board of Directors. SCOR SE firmly denies having had any direct or indirect involvement in the acts of which this association is accused. This placement under examination in no way affects the Group's ability to pursue its activities in the normal course of business. In any event, SCOR SE is presumed innocent, and vigorously denies any responsibility in connection with this matter.
- On April 9, SCOR has successfully sponsored a new catastrophe bond ("cat bond"), Atlas Capital DAC Series 2025-1, which will provide the Group with multi-year risk transfer capacity of USD 240 million to protect itself against named storms in the US and the Caribbean, earthquakes in the US and Canada, and European windstorms. The risk period for Atlas Capital DAC Series 2025-1 will run from June 1, 2025 to May 31, 2028. The transaction has received the approval of the Irish regulatory authorities. The cat bond offering integrates ESG-related considerations to support investors' due diligence.
- On April 23, Philipp Rüede is appointed CEO SCOR L&H and Member of SCOR's Executive Committee, starting from June 1, 2025 <sup>(1)</sup>.
- At the end of July 2025, Covéa filed a request for arbitration to contest the validity of the settlement agreement drawn up and concluded in the presence of the French regulator ACPR on June 10, 2021. SCOR considers this request unfounded and vigorously defends its rights. This new arbitration comes in addition to the ongoing arbitration on the retrocession treaties, initiated by SCOR in November 2022. In this context, Covéa requested that the tribunal in charge of the 2022 arbitration stay its decision until the outcome of this new arbitration and SCOR opposed this request. In August 2025, SCOR indicated the arbitration tribunal has decided to maintain the original timeline of the first proceedings, with a final decision expected during the course of 2026. All major arbitrations and disputes in which SCOR is involved are provisioned at best estimate in SCOR's audited financial statements.
- On September 2, SCOR announced the successful placement of EUR 500 million subordinated notes maturing in 2055 and a cash tender offer to purchase its EUR 600 million Subordinated Notes (ISIN: FR0013067196) due June 8, 2046 issued on December 7, 2015, with a first call date on June 8, 2026. This tender offer was capped at a maximum acceptance amount of EUR 500 million in aggregate principal amount.
- On September 9, SCOR announced the success of its cash tender offer on existing Subordinated Notes (ISIN: FR0013067196) for an amount of EUR 317.1 million. Following the settlement of the Tender Offer, the remaining outstanding nominal amount of the Existing Notes will thus amount to EUR 282.9 million.
- On October 1, SCOR announced the redemption of EUR 63.6 million in outstanding Fixed to Reset Rate Undated Subordinated Notes issued on October 1, 2014 (ISIN: FR0012199123) pursuant to the terms and conditions of the Notes described in the prospectus dated September 29, 2014.
- On December 18, SCOR announced the renewal, for three years, of its contingent capital program which may provide the Group with additional capital of up to EUR 300 million upon the occurrence of extreme events (natural disasters or events affecting mortality) or a significant fall in the share price of the Company's ordinary shares. This solution aims to protect the equity and, consequently, the Group's solvency in such circumstances.

(1) Shareholders are invited to refer to Section 2.1.6 of the Company's 2025 Universal Registration Document for a presentation of the composition of the Group Executive Committee as at the date of this document.



# How to participate in the 2026 combined Shareholders' Meeting?

## I. CONDITIONS FOR PARTICIPATION IN THE 2026 COMBINED SHAREHOLDERS' MEETING

**Any shareholder, regardless of how many shares they hold, is entitled to attend the Shareholders' Meeting.**

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

- vote by post;
- grant proxy to the Chair of the Shareholders' Meeting;
- 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.

It is specified that for any proxy given without naming a proxy holder or for any proxy given to the Chair of the Shareholders' Meeting, the latter will vote in favor of proposed resolutions put forward or agreed by the Board of Directors and vote against any other proposed resolutions.

SCOR encourages shareholders to give their instructions directly online prior to the Shareholders' Meeting. With this additional voting method, shareholders will be able to benefit from all the options available on the paper voting form *via* a secure electronic platform, *i.e.* vote by post, or grant proxy to the Chair or to any other legal or natural person of their choice.

Access to the secure electronic platform is protected by a login and password to protect shareholders' voting privacy.

If shareholders wish to choose this procedure to send their instructions, the instructions are detailed below under section VII "**How to participate in the 2026 Combined Shareholders' Meeting via Internet**". Otherwise, shareholders can refer to section IV "**How to participate in the 2026 Combined Shareholders' Meeting with the Single Voting Form**".

## II. PRIOR FORMALITIES TO BE CARRIED OUT TO PARTICIPATE IN THE 2026 COMBINED SHAREHOLDERS' MEETING

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, five (5) business days

before the Shareholders' Meeting (*i.e.* 00.00 a.m. CEST on Tuesday, April 21, 2026):

- 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.

## **1. FOR HOLDERS OF REGISTERED SHARES:**

The shares must be registered in a securities account (either in pure or administered form) at midnight, Paris time, five (5) business days before the Shareholders' Meeting (*i.e.* 00.00 a.m. CEST on Tuesday, April 21, 2026).

## **2. FOR HOLDERS OF BEARER SHARES:**

Evidence of bearer shares registered in a securities account held by an intermediary as mentioned in article L. 211-3 of the French Monetary and Financial Code is provided in the form of a shareholding certificate (*attestation de participation*) issued by the intermediary (if applicable, in electronic form as stated in article R. 225-61 of the French Commercial Code (in reference to article R. 22-10-28 of the same Code)), 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, five (5) business days before the Shareholders' Meeting (*i.e.* 00.00 a.m. CEST on Tuesday, April 21, 2026). 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 (*carte d'admission*).

## **III. NOTICE PRIOR TO THE 2026 COMBINED SHAREHOLDERS' MEETING, OF PARTICIPATIONS LINKED TO TEMPORARY OWNERSHIP OF SHARES (SECURITIES LENDING)**

In accordance with article L. 22-10-48 of the French Commercial Code, if the number of shares temporarily owned by temporary shareholders represents more than two hundredths of voting rights (*i.e.* 0.5% of voting rights), these shareholders are required to report the number of shares they temporarily own to the French Financial Market Authority (*Autorité des marchés financiers* or AMF) and to SCOR SE, no later than midnight, Paris time, five (5) business days before the Shareholders' Meeting (*i.e.* 00.00 a.m. CEST on Tuesday, April 21, 2026). This statement must be sent to the AMF at the following dedicated email address: [declarationpretsemprunts@amf-france.org](mailto:declarationpretsemprunts@amf-france.org), and must include, in addition to the number of

shares acquired under one of the aforementioned transactions, the identity of the seller, the date and expiration of the contract relating to the transaction and, if applicable, the voting agreement. The Company shall publish this information in accordance with the terms and conditions set out in the AMF's General Regulations. If the Company and the AMF are not informed in accordance with the aforementioned conditions, the shares acquired under one of these transactions shall, pursuant to article L. 22-10-48 of the French Commercial Code, hold no voting rights for the Shareholders' Meeting concerned and for any Shareholders' Meeting held until the shares are resold or returned.

## **IV. HOW TO PARTICIPATE IN THE 2026 COMBINED SHAREHOLDERS' MEETING WITH THE SINGLE VOTING FORM?**

### **1. ATTENDING THE 2026 COMBINED SHAREHOLDERS' MEETING IN PERSON ①**

Shareholders wishing to attend the Shareholders' Meeting in person should request an admission card by ticking box 1 "*Je désire assister à cette assemblée et demande une carte d'admission*" ("I wish to attend the Shareholders' Meeting") on the single voting form and by returning their application for an admission card dated and signed at the bottom of the form:

- **Holders of registered shares** must send their request for an admission card directly to Uptevia (Service Assemblées Générales, Cœur Défense, 90-110, Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex, France) or, on the day of the Shareholders' Meeting, holders of registered shares can also go directly to the counter specifically created for this purpose with proof of identity;
- **Holders of bearer shares** must ask the financial intermediary that holds the account in which their shares are registered for an admission card to be sent to them. The financial intermediary that holds the account shall send the form to Uptevia, an institution appointed by SCOR SE and in charge of the Shareholders' Meeting, along with a shareholding certificate.

Any shareholder not attending the Shareholders' Meeting in person may choose from one of the three following options:

### **2. TO GRANT PROXY TO THE CHAIR OF THE 2026 COMBINED SHAREHOLDERS' MEETING ②**

The shareholder must tick box 2 "*Je donne pouvoir au président de l'assemblée générale*" ("I hereby grant proxy to the Chair of the Shareholders' Meeting") and date and sign the bottom of the form. In this case, proxy will be granted to the Chair of the Shareholders' Meeting who will vote in favor of the proposed resolutions presented or approved by the Board of Directors and vote against the approval of all the other proposed resolutions.

### **3. TO APPOINT A LEGAL OR NATURAL PERSON OF YOUR CHOICE ③**

The shareholder can designate a proxy who will agree to vote as instructed by the shareholder.

The shareholder must tick box 3 "*Je donne pouvoir à*" ("I hereby appoint"), specify the identity of their representative, then date and sign the bottom of the single form.

If proxy is granted without specifying the identity of the representative, the Chair of the Shareholders' Meeting will vote in favor of the proposed resolutions presented or approved by the Board of Directors and vote against the approval of all the remaining proposed resolutions. To place any other vote, shareholders must designate a proxy who will agree to vote as instructed by the shareholder.

The appointment or removal of a proxy can also be submitted to the Company by post or online via the VOTACCESS secure electronic platform by following the procedure described below.

### **4. TO VOTE BY POST ④**

The shareholder must tick box 4 "*Je vote par correspondance*" ("I vote by post"), specify his or her vote for each resolution and then date and sign the bottom of the form.

## V. HOW TO FILL IN THE SINGLE FORM?

Shareholders wishing to vote by post have to tick this box (option 4) and then indicate your vote for each resolution.


Shareholders wishing to attend the meeting in person have to tick this box (option 1).

Shareholders wishing to give a proxy to the Chairman of the Meeting have to tick this box (option 2).

Shareholders wishing to give a proxy to any individual or legal entity have to tick this box and fill in the agent's name and address (option 3).

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

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



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

Identifiant - Account Vote simple  
Single vote

Nombre d'actions { Nominatif Registered Vote double  
Double vote

Porteur Bearer

Nombre de voix - Number of voting rights

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

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

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

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

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

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

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

For the proxy, this completed form must be returned no later than:

à / to : Ufflevia sur 1<sup>ère</sup> convocation / on 1<sup>st</sup> notification sur 2<sup>ème</sup> convocation / on 2<sup>nd</sup> notification  
 Service Assemblées 27/04/2026 à 15h (Heure de Paris) 04/27/2026 at 3 pm (Paris Time)  
 86 - 110 Esplanade du Général de Gaulle  
 92931 Paris La Defense Cedex

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

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

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

JE DONNE POUVOIR A : Cf. au verso (4)  
 I HEREBY APPOINT : See reverse (4)  
 to represent me at the above mentioned Meeting  
 M. ou Mme, Raison Sociale / Mr or Mrs, Corporate Name

Adresse / Address

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

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

Shareholders have to date and sign the form.

Date & Signature

If not already mentioned on the form, shareholders shall indicate their surname, first name and address.

**WARNING:** It is not possible under any circumstances to send a request for an admission card, a proxy form and a postal voting form at the same time.

## **VI. REQUEST FOR AN ADMISSION CARD (*CARTE D'ADMISSION*) OR VOTING BY POST OR BY PROXY SENT BY POST**

Holders of bearer shares must contact the financial intermediary through which their shares are registered in order to obtain a postal or proxy voting form or to request an admission card.

Duly completed and signed single postal and proxy voting forms or requests for admission cards shall 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 Shareholders' Meeting (*i.e.* 3.00 p.m. CEST on Monday, April 27, 2026):

Each **holder of registered shares** must fill in the absentee or proxy voting form attached to the meeting invitation, which must then be returned, dated and signed, in the envelope provided, to Uptevia at the address specified above.

Each **holder of bearer shares** must 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 at the address specified above.

**WARNING:** shareholders are advised not to wait until the day before the Shareholders' Meeting to vote in order to avoid potential saturation and allow for the time required to process forms (and, when relevant, to account for potential delays in sending and receiving admission cards).

## VII. HOW TO PARTICIPATE IN THE 2026 COMBINED SHAREHOLDERS' MEETING VIA INTERNET?

### 1. REQUESTING AN ADMISSION CARD ONLINE

Shareholders wishing to attend this Shareholders' Meeting in person can also make a request for an admission card electronically, via the VOTACCESS secure electronic platform, which will open no later than fifteen (15) calendar days before the Shareholders' Meeting (i.e. no later than Monday, April 13, 2026), as follows:

#### FOR HOLDERS OF PURE REGISTERED SHARES, INCLUDING EMPLOYEE SHAREHOLDERS OR FORMER SCOR GROUP EMPLOYEES

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 secure electronic platform and request their admission card.

#### FOR HOLDERS OF ADMINISTERED REGISTERED SHARES

These shareholders will be able to access the voting platform via the VoteAG website at <https://www.voteag.com/> using the temporary access 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 secure electronic platform and vote or request their admission card.

#### FOR HOLDERS OF BEARER SHARES

These shareholders will have to find out whether the institution that holds their account has access to the VOTACCESS secure 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 secure 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 secure electronic platform and request an admission card.

Only holders of bearer shares whose account holder has signed up to the VOTACCESS secure electronic platform will be able to request an admission card online.

### GENERAL INSTRUCTIONS

It is stated that shareholders shall have access to the Shareholders' Meeting room from 9.30 a.m. Paris time. The attendance sheet shall be finalized at the latest at 11.00 a.m., Paris time. Any shareholder arriving after this time shall have the right to attend the Shareholders' Meeting but not to vote.

The admission card is strictly personal and may not be transferred. It does not, under any circumstances, grant access to the Shareholders' Meeting to any accompanying person.

Shareholders who have not received their admission card within five (5) business days before the Shareholders' Meeting (i.e. Tuesday, April 21, 2026) should:

- for **holders of registered shares**: present themselves on the date of the Shareholders' Meeting directly at the relevant desks, providing proof of identification;
- for **holders of bearer shares**: ask their financial intermediary to send them a shareholding certificate as evidence that they are a shareholder five (5) business days before the Shareholders' Meeting (i.e. Tuesday, April 21, 2026).

**WARNING:** shareholders wishing to attend this Shareholders' Meeting are advised to request their admission cards promptly in order to avoid potential saturation and to account for the timeframes for sending and receiving admission cards.

### 2. VOTING AND APPOINTING A PROXY ONLINE

Shareholders will be able to vote online using the VOTACCESS secure electronic platform, which will open no later than fifteen (15) calendar days before the Shareholders' Meeting (*i.e.* no later than Monday, April 13, 2026).

#### FOR HOLDERS OF PURE REGISTERED SHARES, INCLUDING EMPLOYEE SHAREHOLDERS OR FORMER SCOR GROUP EMPLOYEES

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 secure electronic platform and vote or appoint or revoke a proxy holder.

#### FOR HOLDERS OF ADMINISTERED REGISTERED SHARES

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 secure electronic platform and vote or appoint or revoke a proxy holder.

#### FOR HOLDERS OF BEARER SHARES

These shareholders will have to find out whether the institution that holds their account has access to the VOTACCESS secure 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 secure 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 secure 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 secure 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 duly 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 Shareholders' 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).

#### GENERAL INSTRUCTIONS

The absentee or proxy voting form can be requested from Uptevia and downloaded from the Company's website at <https://www.scor.com/fr/assemblee-generale-mixte-2026> (in French) or <https://www.scor.com/en/2026-combined-shareholders-meeting> (in English) from twenty-one (21) calendar days before the Shareholders' Meeting (*i.e.* as of Tuesday, April 7, 2026). 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 (6) calendar days before the date of the Shareholders' Meeting (*i.e.* by Wednesday, April 22, 2026).

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. CEST on Monday, April 27, 2026) 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 Chair, the Chair of the Shareholders' Meeting will vote in favor of proposed resolutions put forward or agreed by the Board of Directors and vote against any other proposed resolutions.

To place any other vote, the shareholder must appoint a proxy holder who agrees to vote as instructed by the shareholder.

**WARNING:** the possibility, on the one hand, to vote, and on the other hand, to appoint or to remove a proxy online prior to the Shareholders' Meeting will end on the day prior to the Shareholders' Meeting (i.e. Monday, April 27, 2026), at 3.00 p.m., Paris time. Shareholders are advised not to wait until the day before the Shareholders' 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.

## VIII. TRANSFER OF SHARES PRIOR TO THE 2026 COMBINED 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, five (5) business days before the Shareholders' Meeting (i.e. 0.00 a.m. CEST on Tuesday, April 21, 2026), 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, five (5) business days before the Shareholders' Meeting (i.e. 0.00 a.m. CEST on Tuesday, April 21, 2026), it does not need to be notified by the accredited intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

## IX. PREPARATORY DOCUMENTS FOR THE 2026 COMBINED 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 (21) calendar days before the Shareholders' Meeting (i.e. Tuesday, April 7, 2026), on the Company's website at <https://www.scor.com/fr/assemblee-generale-mixte-2026> (in French) or <https://www.scor.com/en/2026-combined-shareholders-meeting> (in English).

Since the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code are made available on the Company's website at <https://www.scor.com/fr/assemblee-generale-mixte-2026> (in French) or <https://www.scor.com/en/2026-combined-shareholders-meeting> (in English), and in accordance with article R. 225-88 of the French Commercial Code, the Company will not respond to requests for the delivery of such documents that may be addressed to it.

## X. WRITTEN QUESTIONS FROM SHAREHOLDERS

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 marked for the attention of the Chair 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 (4) business days before the Shareholders' Meeting (i.e. 0.00 a.m. CEST on Wednesday, April 22, 2026).

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.

## **XI. REQUEST FOR ITEMS OR PROPOSED RESOLUTIONS TO BE ADDED TO THE 2026 COMBINED SHAREHOLDERS' 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 (25) calendar days before the Shareholders' Meeting (i.e. Friday, April 3, 2026).

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 (5) 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/assemblee-generale-mixte-2026> (in French) or <https://www.scor.com/en/2026-combined-shareholders-meeting> (in English).

Review of the agenda 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, five (5) business days before the Shareholders' Meeting (i.e. 0.00 a.m. CEST on Tuesday, April 21, 2026).

## **XII. 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.

**We invite shareholders to support the Group's strategy by voting in favor of the resolutions approved by the Board of Directors of SCOR SE, which are listed in detail in this brochure.**

Designed & published by  **Labrador Transparency** +33 (0)1 53 06 30 80



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# SCOR

The Art & Science of Risk

## European Company

With a share capital of 1,413,321,107.51

RCS Paris 562 033 357

## Corporate Office

5, avenue Kléber, 75116 Paris, France

## Mail adress

5, avenue Kléber, 75795 Paris Cedex 16, France

Telephone: +33 (0)1 58 44 70 00

Fax: +33 (0)1 58 44 85 00

To learn more about SCOR's strategy, goals, commitments, and markets, visit our website.

[www.scor.com](http://www.scor.com)

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