

# Christian Dior

**Combined Shareholders' Meeting of April 17, 2025**

## **Resolutions**

This document is a free translation into English of the original French "Résolutions", hereafter referred to as the "Resolutions". It is not a binding document. In the event of a conflict in interpretation, reference should be made to the French version, which is the authentic text.

# Agenda

## ORDINARY RESOLUTIONS

**Resolution 1:** Approval of the parent company financial statements for the fiscal year ended December 31, 2024

**Resolution 2:** Approval of the consolidated financial statements for the fiscal year ended December 31, 2024

**Resolution 3:** Appropriation of net profit – Determination of dividend

**Resolution 4:** Statutory Auditors' special report on related-party agreements

**Resolution 5:** Renewal of Ségolène Gallienne's term of office as Director

**Resolution 6:** Renewal of Nicolas Bazire's term of office as Director

**Resolution 7:** Renewal of Christian de Labriffe's term of office as Director

**Resolution 8:** Reappointment of Deloitte & Associés as Statutory Auditor

**Resolution 9:** Appointment of a new Statutory Auditor

**Resolution 10:** Reappointment of Deloitte & Associés as Statutory Auditor in charge of certifying sustainability information

**Resolution 11:** Approval of the disclosures on the compensation of company officers required under Article L. 22-10-9 I of the French Commercial Code

**Resolution 12:** Approval of the items of compensation paid during fiscal year 2024 or awarded in respect of that fiscal year to the Chairman of the Board of Directors, Bernard Arnault

**Resolution 13:** Approval of the items of compensation paid during fiscal year 2024 or awarded in respect of that fiscal year to the Chief Executive Officer, Antoine Arnault

**Resolution 14:** Approval of the compensation policy for Directors

**Resolution 15:** Approval of the compensation policy for the Chairman of the Board of Directors

**Resolution 16:** Approval of the compensation policy for the Chief Executive Officer

**Resolution 17:** Authorization and powers to be granted to the Board of Directors, for a period of 18 months, to acquire the Company's shares on the stock market

## EXTRAORDINARY RESOLUTIONS

**Resolution 18:** Authorization to be granted to the Board of Directors, for a period of 18 months, to reduce the share capital by retiring Company shares acquired under Article L. 22-10-62 of the French Commercial Code

**Resolution 19:** Amendments to Articles 11 and 15 of the Bylaws to set the same age limit for both the Chairman of the Board of Directors and the Chief Executive Officer to eighty-five

**Resolution 20:** Amendment of the Bylaws to bring them into compliance with various legal and regulatory provisions of the French Law of June 13, 2024, known as the *Loi Attractivité*

# Resolutions submitted for approval at the Combined Shareholders' Meeting of April 17, 2025

## 1. Ordinary resolutions

### Resolutions 1 to 3

#### Approval of the parent company and consolidated annual financial statements for fiscal year 2024, appropriation of net profit and determination of dividend

##### *Explanatory statement*

The purpose of the first two resolutions is to approve the parent company financial statements of Christian Dior SE for the fiscal year ended December 31, 2024, in particular:

- the parent company financial statements of Christian Dior SE (hereinafter "Christian Dior"), which show a net profit of **2,672** million euros (**Resolution 1**); and
- the Group's consolidated financial statements (**Resolution 2**).

The parent company and consolidated financial statements are set out in detail in the 2024 Annual Report.

Under Resolution 3, you are asked to approve the payment of a total gross dividend of 13 euros per share. Taking into account the interim dividend paid on December 4, 2024, the ex-dividend date will be April 24, 2025 and the final dividend will be paid on April 28, 2025 (**Resolution 3**).

### Resolution 1

#### Approval of the parent company financial statements

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the reports of the Board of Directors and the Statutory Auditors, approves the parent company financial statements for the fiscal year ended December 31, 2024, including the balance sheet, income statement and notes, as presented to the Meeting, as well as the transactions reflected in these statements and summarized in these reports, which show a net profit of 2,671,978,431.39 euros for the aforementioned fiscal year.

### Resolution 2

#### Approval of the consolidated financial statements

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the reports of the Board of Directors and the Statutory Auditors, approves the consolidated financial statements for the fiscal year ended December 31, 2024, including the balance sheet, income statement and notes, as presented to the Meeting, as well as the transactions reflected in these statements and summarized in these reports.

### Resolution 3

#### Appropriation of net profit for the fiscal year ended December 31, 2024 – Determination of dividend

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having noted that the net profit for the fiscal year totaling 2,671,978,431.39 euros, plus retained earnings in an amount of 2,434,257,445.73 euros, constitutes distributable earnings of 5,106,235,877.12 euros, decides, on the recommendation of the Board of Directors, to appropriate and allocate the distributable earnings for the fiscal year ended December 31, 2024 as follows:

<b>Determination of distributable earnings (EUR)</b>	
Net profit	2,671,978,431.39
Retained earnings	2,434,257,445.73
<b>Distributable earnings <sup>(a)</sup></b>	<b>5,106,235,877.12</b>
<b>Proposed appropriation</b>	
Distribution of a gross dividend of 13 euros per share	2,346,597,708.00
Retained earnings	2,759,638,169.12
<b>Total</b>	<b>5,106,235,877.12</b>

(a) For information, as of December 31, 2024, the Company held 96,936 of its own shares.

Accordingly, the Shareholders' Meeting sets the total gross cash dividend in respect of the fiscal year ended December 31, 2024 to 13 euros per share. Taking into account the interim cash dividend of 5.50 euros per share paid on December 4, 2024, the final dividend per share is 7.50 euros. The ex-dividend date will be April 24, 2025 and the final dividend paid on April 28, 2025.

Based on the tax legislation applicable to securities income as it stands, these dividends carry an entitlement to a tax deduction of 40% for French tax residents who have opted for their income on all eligible securities income to be taxed at a progressive rate.

Lastly, should the Company hold, at the time of payment of this final dividend, any treasury shares under authorizations granted, the corresponding amount of unpaid dividends will be allocated to retained earnings.

## Distribution of dividends

As required by law, the following table presents the gross cash dividends per share paid out in respect of the past three fiscal years:

Fiscal year	Type	Payment date	Gross dividend (EUR)
December 31, 2023	Interim	December 6, 2023	5.50
	Final	April 25, 2024	7.50
	<b>Total</b>		<b>13.00</b>
December 31, 2022	Interim	December 5, 2022	5.00
	Final	April 27, 2023	7.00
	<b>Total</b>		<b>12.00</b>
December 31, 2021	Interim	December 2, 2021	3.00
	Final	April 28, 2022	7.00
	<b>Total</b>		<b>10.00</b>

## Resolution 4

Statutory Auditors' special report on related-party agreements

### *Explanatory statement*

You are asked to approve the Statutory Auditors' special report on related-party agreements (**Resolution 4**).

Details of agreements entered into and authorized during previous fiscal years and remaining in force in fiscal year 2024 are set out in the Statutory Auditors' special report (included in the 2024 Annual Report).

## Resolution 4

Statutory Auditors' special report on related-party agreements

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the Statutory Auditors' special report on related-party agreements referred to in Article L.225-38 of the French Commercial Code, takes note that such a report has been submitted to it and that it makes no mention of any new agreements in the course of the fiscal year ended December 31, 2024.

## Resolutions 5 to 7

### Membership of the Board of Directors

#### *Explanatory statement*

##### **Membership of the Board of Directors**

As of December 31, 2024, the Board of Directors had **nine (9) members**.

Detailed information on the membership of the Board of Directors can be found in §1.3 of the *Board of Directors' report on corporate governance* (included in the 2024 Annual Report).

##### **Renewals of terms of office as Director**

You are asked to renew the terms of office as Director of Ségolène Gallienne, Nicolas Bazire and Christian de Labriffe (**Resolutions 5, 6 and 7**) for three years ending at the close of the Ordinary Shareholders' Meeting to be convened in 2028 to approve the financial statements for the previous fiscal year.

Detailed information and reasoning relating to the Directors whose terms of office are proposed for renewal can be found in §1.1.4 of the *Board of Directors' report on corporate governance* (included in the 2024 Annual Report).

## Resolution 5

### **Renewal of Ségolène Gallienne's term of office as Director**

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the *Board of Directors' report on the draft resolutions*, decides to renew Ségolène Gallienne's term of office as Director for a period of three years that will end at the close of the Ordinary Shareholders' Meeting convened in 2028 to approve the financial statements for the previous fiscal year.

## Resolution 6

### **Renewal of Nicolas Bazire's term of office as Director**

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the *Board of Directors' report on the draft resolutions*, decides to renew Nicolas Bazire's term of office as Director for a period of three years that will end at the close of the Ordinary Shareholders' Meeting convened in 2028 to approve the financial statements for the previous fiscal year.

## Resolution 7

### **Renewal of Christian de Labriffe's term of office as Director**

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the *Board of Directors' report on the draft resolutions*, decides to renew Christian de Labriffe's term of office as Director for a period of three years that will end at the close of the Ordinary Shareholders' Meeting convened in 2028 to approve the financial statements for the previous fiscal year.

## Resolutions 8 to 10

### Appointments of the Statutory Auditors

#### *Explanatory statement*

##### **Appointments of the Statutory Auditors**

You are asked to renew the term of office as Statutory Auditor of Deloitte & Associés (**Resolution 8**) for six fiscal years ending at the close of the Ordinary Shareholders' Meeting to be convened in 2031 to approve the financial statements for the previous fiscal year.

Due to regulations regarding the mandatory rotation of Statutory Auditors, it is not possible to propose the reappointment of Forvis Mazars.

Consequently, you are asked not to reappoint Forvis Mazars as Statutory Auditor and to appoint BDO Paris, 43 Avenue de la Grande Armée, 75116 Paris (registered in the Paris Trade and Companies Register [RCS Paris] under number 480 307 131) for a period of six fiscal years, which will end at the close of the Ordinary Shareholders' Meeting convened in 2031 to approve the financial statements for the previous fiscal year (**Resolution 9**).

##### **Reappointment of the Statutory Auditor in charge of certifying sustainability information**

As a reminder, at the Shareholders' Meeting of April 18, 2024, Deloitte & Associés was appointed as Statutory Auditor in charge of certifying sustainability information, pursuant to Directive (EU) 2022/2464 of December 14, 2022 (the Corporate Sustainability Reporting Directive [CSRD]), for one fiscal year, i.e. the remaining duration of its term of office as Statutory Auditor in charge of certifying the financial statements. At this Shareholders' Meeting, you are asked to renew the term of office of the Statutory Auditor in charge of certifying sustainability information for six fiscal years ending at the close of the Shareholders' Meeting to be convened in 2031 to approve the financial statements for the previous fiscal year (**Resolution 10**).

## Resolution 8

### Reappointment of Deloitte & Associés as Statutory Auditor

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the *Board of Directors' report on the draft resolutions*, noting that the term of office as Statutory Auditor of Deloitte & Associés is due to expire at the end of this Meeting, decide to renew it for a period of six fiscal years that will end at the close of the Shareholders' Meeting convened in 2031 to approve the financial statements for the previous fiscal year.

## Resolution 9

### Appointment of a new Statutory Auditor

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the *Board of Directors' report on the draft resolutions*, noting that the term of office as Statutory Auditor of Forvis Mazars is due to expire at the end of this Meeting, decide not to renew it and to appoint BDO Paris for a period of six fiscal years that will end at the close of the Shareholders' Meeting convened in 2031 to approve the financial statements for the previous fiscal year.

## Resolution 10

### Reappointment of Deloitte & Associés as Statutory Auditor in charge of certifying sustainability information

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the *Board of Directors' report on the draft resolutions*, noting that the term of office as Statutory Auditor in charge of certifying sustainability information of Deloitte & Associés is due to expire at the end of this Meeting, decide to renew it for a period of six fiscal years that will end at the close of the Shareholders' Meeting convened in 2031 to approve the financial statements for the previous fiscal year.

## Resolutions 11 to 16

### Compensation of company officers

#### *Explanatory statement*

“Say on pay” is a framework for the compensation of company officers and senior executive officers based on a dual vote at the Shareholders’ Meeting:

- An ex-post vote whereby the shareholders vote each year on company officers’ compensation for the previous fiscal year.

As part of the ex-post vote, you are asked to approve the disclosures referred to in Article L. 22-10-9 I of the French Commercial Code on compensation for all company officers (**Resolution 11**);

You are also asked to:

- approve the fixed, variable and exceptional components of total compensation and benefits of any kind paid in 2024 or awarded in respect of fiscal year 2024 to Bernard Arnault, Chairman of the Board of Directors (**Resolution 12**);
- approve the fixed, variable and exceptional components of total compensation and benefits of any kind paid in 2024 or awarded in respect of fiscal year 2024 to Antoine Arnault, Chief Executive Officer (**Resolution 13**).

Information on compensation paid during fiscal year 2024 and compensation awarded in respect of fiscal year 2024 can be found in §2.2 of the *Board of Directors’ report on corporate governance* (included in the 2024 Annual Report).

- An ex-ante vote whereby the shareholders vote each year on the compensation policy applicable to all company officers.

As part of the ex-ante vote, you are asked to approve the compensation policy applicable to:

- Directors (**Resolution 14**);
- the Chairman of the Board of Directors (**Resolution 15**);
- the Chief Executive Officer (**Resolution 16**).

The compensation policy for company officers approved by the Board of Directors at its meeting on January 28, 2025, on the recommendation of the Governance & Compensation Committee of January 28, 2025, is set out in §2.1 of the *Board of Directors’ report on corporate governance* (included in the 2024 Annual Report).

#### **Resolution 11**

##### **Approval of the disclosures on the compensation of company officers required under Article L. 22-10-9 I of the French Commercial Code**

The Shareholders’ Meeting, having met the quorum and majority requirements for Ordinary Shareholders’ Meetings and having examined the *Board of Directors’ report on corporate governance* prepared in accordance with Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 I of that Code, the disclosures relating to the compensation of company officers required under Article L. 22-10-9 I of the French Commercial Code as presented in §2.2 of the *Board of Directors’ report on corporate governance* (included in the 2024 Annual Report).

#### **Resolution 12**

##### **Approval of the items of compensation paid during fiscal year 2024 or awarded in respect of that fiscal year to the Chairman of the Board of Directors, Bernard Arnault**

Pursuant to Article L. 22-10-34 II of the French Commercial Code, the Shareholders’ Meeting, having met the quorum and majority requirements for Ordinary Shareholders’ Meetings, approves the disclosures required under Article L. 22-10-9 I of that Code as well as all items making up the total compensation and benefits in kind paid during the fiscal year ended December 31, 2024 or awarded in respect of said fiscal year to Bernard Arnault as Chairman of the Board of Directors, while noting that no fixed, variable or exceptional compensation, other than that paid or awarded to him for his service, was either paid or awarded to Bernard Arnault in his capacity as Chairman of the Board of Directors of Christian Dior SE during or in respect of fiscal year 2024, as presented in §2.2 of the *Board of Directors’ report on corporate governance* (included in the 2024 Annual Report) and in §4.2 of the *Board of Directors’ report on the draft resolutions*, the latter included in the convening brochure for the Shareholders’ Meeting.

## Resolution 13

### Approval of the items of compensation paid during fiscal year 2024 or awarded in respect of that fiscal year to the Chief Executive Officer, Antoine Arnault

Pursuant to Article L. 22-10-34 II of the French Commercial Code, the Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings, approves the disclosures required under Article L. 22-10-9 I of that Code as well as all items making up the total compensation and benefits in kind paid during the fiscal year ended December 31, 2024 or awarded in respect of said fiscal year to Antoine Arnault as Chief Executive Officer, while noting that no variable or exceptional compensation was either paid or awarded to Antoine Arnault in his capacity as Chief Executive Officer of Christian Dior SE during or in respect of fiscal year 2024, as presented in §2.2 of the *Board of Directors' report on corporate governance* (included in the 2024 Annual Report) and in §4.2 of the *Board of Directors' report on the draft resolutions*, the latter included in the convening brochure for the Shareholders' Meeting.

## Resolution 14

### Approval of the compensation policy for Directors

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the *Board of Directors' report on corporate governance* prepared in accordance with Article L. 225-37 of the French Commercial Code and setting out the details of the compensation policy for non-senior-executive company officers, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for Directors as presented in §2.1.1 of the *Board of Directors' report on corporate governance* (included in the 2024 Annual Report).

## Resolution 15

### Approval of the compensation policy for the Chairman of the Board of Directors

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the *Board of Directors' report on corporate governance* prepared in accordance with Article L. 225-37 of the French Commercial Code and setting out the details of the compensation policy for senior executive officers, 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 as presented in §2.1.2 of the *Board of Directors' report on corporate governance* (included in the 2024 Annual Report).

## Resolution 16

### Approval of the compensation policy for the Chief Executive Officer

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the *Board of Directors' report on corporate governance* prepared in accordance with Article L. 225-37 of the French Commercial Code and setting out the details of the compensation policy for senior executive officers, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chief Executive Officer as presented in §2.1.2 of the *Board of Directors' report on corporate governance* (included in the 2024 Annual Report).

## Resolution 17

### Authorization for the Company to buy back its own shares (Articles L. 22-10-62 *et seq.* of the French Commercial

#### *Explanatory statement*

Since the authorization granted to the Board of Directors is due to expire on October 17, 2025, you are asked to grant a new authorization to the Board allowing the Company to buy back its own shares (**Resolution 17**). The objectives of the share buyback program are detailed in Resolution 17 and in the description of the share buyback program included in the 2024 Annual Report. This new authorization would take effect from the close of this Shareholders' Meeting for a period of 18 months, i.e. until October 16, 2026, and would render null and void the unused portion of the authorization granted to the Board of Directors at the Shareholders' Meeting of April 18, 2024 pursuant to Resolution 15.

The maximum purchase price would be set at 1,200 euros per share. The authorization would be capped at 10% of the share capital, corresponding to 18,050,751 shares on the basis of the share capital under the Bylaws as of December 31, 2024.

As in previous years, the resolution stipulates that the authorization does not apply during takeover bids or exchange

Code)



## Resolution 17

### **Authorization to be granted to the Board of Directors, for a period of 18 months, to make stock market purchases of the Company's shares for a maximum purchase price of 1,200 euros per share, thus a maximum cumulative amount of 21.7 billion euros**

The Shareholders' Meeting, having met the quorum and majority requirements for Ordinary Shareholders' Meetings and having examined the *Board of Directors' report on the draft resolutions*, authorizes this body, which may sub-delegate its powers in this regard, to purchase the Company's own shares, in accordance with the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code and EU Regulation No. 596/2014 of April 16, 2014.

Shares may be acquired to meet any objective compatible with provisions in force at the time, and in particular to:

- (i) provide market liquidity or share liquidity services (purchases/sales) by an investment service provider acting independently as part of a liquidity contract set up by the Company in compliance with market practices accepted by the Autorité des Marchés Financiers (AMF);
- (ii) cover stock option plans, awards of bonus shares or of any other shares, or share-based payment plans for employees or company officers of the Company or of any related undertaking under the conditions provided by the French Commercial Code, in particular Articles L. 225-180 and L. 225-197-2;
- (iii) cover debt securities that may be exchanged for Company shares, and more generally securities giving access to the Company's shares, notably by way of conversion, tendering of a coupon, reimbursement or exchange;
- (iv) be retired, subject to the approval of Resolution 18 at this Shareholders' Meeting;
- (v) be held and later presented for consideration as an exchange or payment in connection with external growth operations, up to a maximum of 5% of the share capital;
- (vi) more generally, carry out any transactions that are either currently authorized or become authorized in the future under regulations in force at that time, involving market practices that are either already accepted or become accepted by the AMF.

The maximum price at which the Company may purchase its own shares is set at 1,200 euros per share, with the understanding that the Company may not purchase shares at a price that exceeds the higher of the following two values: the last quoted share price after the execution of a transaction in which the Company was not a stakeholder or the highest independent purchase offer in progress on the trading platform on which the purchase would be made.

In the event of a capital increase through the capitalization of reserves and bonus share awards as well as in cases of a stock split or reverse stock split, the purchase price indicated above will be adjusted by a multiplying coefficient equal to the ratio of the number of shares making up the Company's share capital before and after the transaction.

The maximum number of shares that may be purchased during the share buyback program may not exceed 10% of the share capital, adjusted to reflect transactions affecting the share capital occurring after this meeting, it being specified that (i) if this authorization is used in the specific case of shares bought back under the liquidity contract in accordance with Article L. 22-10-62 par. 2 of the French Commercial Code, the number of shares taken into account to calculate the limit of 10% corresponds to the number of shares purchased after deduction of the number of shares that may be resold throughout the authorization period and (ii) the number of treasury shares to be used for payment or exchange in the context of a merger, spin-off or tender may not exceed 5% of the capital as of the date of the operation.

The limit of 10% of the share capital corresponded to 18,050,751 shares as of December 31, 2024. The total maximum amount allocated to acquisitions may not exceed 21.7 billion euros.

The share purchase transactions described above, as well as any sale or transfer of these shares, may be carried out by any method in compliance with applicable laws and regulations, including through negotiated transaction.

All necessary powers are granted to the Board of Directors with a view to ensuring the execution of this authorization. The Board of Directors may delegate said powers to the Chief Executive Officer, or, where applicable, with the latter's consent, to a Group Managing Director, each with the option to sub-delegate only the tasks necessary for carrying out this authorization, under the conditions provided by law, in order to:

- decide on the implementation of this authorization;
- adjust the aforementioned maximum purchase price to reflect, in the event of a change in the share's nominal value, an increase in the share capital through the capitalization of reserves and bonus share awards, a stock split or reverse stock split, the distribution of reserves or of any other assets, the redemption of share capital or any other transaction affecting equity, the impact of such transactions on the share's value;
- set the terms and conditions under which will be protected, if applicable, the rights of the holders of securities giving access to the share capital or of share subscription or purchase options, or the rights of those eligible to receive bonus shares, in accordance with legal, regulatory or contractual provisions;
- place any stock market orders, enter into any contracts, sign any documents, enter into any agreements with a view notably to maintaining share purchase and sale registers, in accordance with the regulations in force;
- file any declarations, carry out any formalities, and generally take any necessary action.

The Board of Directors may not take the decision to use this delegation of authority, unless it obtains prior authorization from the Shareholders' Meeting, as from the date on which a third party files a proposal for a tender offer for the Company's shares and until the end of the offer period.

This authorization takes effect from the close of this Shareholders' Meeting for a period of 18 months and renders null and void the unused portion of the authorization of the same type granted to the Board of Directors at the Shareholders' Meeting of April 18, 2024 pursuant to Resolution 15.

## 2. Extraordinary resolutions

### Resolution 18

#### Share capital reduction by retiring shares acquired by the Company under Article L. 22-10-62 of the French Commercial Code

##### *Explanatory statement*

As the authorization granted to the Board of Directors at the Shareholders' Meeting of April 18, 2024 under Resolution 16 will expire on October 17, 2025, you are asked to renew the authorization granted to the Board to reduce the Company's share capital by retiring some or all of the shares acquired or to be acquired by the Company, up to a maximum of 10% of the share capital per 24-month period (**Resolution 18**).

This new authorization would take effect from the close of this Shareholders' Meeting for a period of 18 months, i.e. until October 16, 2026, and would render null and void the unused portion of the authorization granted to the Board of Directors at the Shareholders' Meeting of April 18, 2024 pursuant to Resolution 16.

### Resolution 18

#### Authorization to be granted to the Board of Directors, for a period of 18 months, to reduce the share capital by retiring Company shares acquired under Article L. 22-10-62 of the French Commercial Code

The Shareholders' Meeting, having met the quorum and majority requirements for Extraordinary Shareholders' Meetings and having examined the *Board of Directors' report on the draft resolutions* and the Statutory Auditors' report, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code,

1. authorizes the Board of Directors to reduce the Company's share capital on one or more occasions, in the proportions and at the times it shall decide, through the cancellation of some or all of the shares acquired or to be acquired by the Company itself, up to a maximum of 10% of the share capital per 24-month period, it being specified that this limit shall apply to an amount of the Company's share capital that will be adjusted, as appropriate, to take into account transactions affecting the share capital occurring after this Shareholders' Meeting;
2. sets at eighteen months the period of validity of this authorization and notes that this delegation of authority renders null and void the unused portion of the authorization granted at the Shareholders' Meeting of April 18, 2024 pursuant to Resolution 16;
3. grants all powers to the Board of Directors to perform and record the share cancellation and capital reduction transactions allowed under this authorization, carry out all required acts and formalities to this end (in particular filing any declarations with the AMF), deduct the difference between the purchase value of the canceled shares and their par value from additional paid-in capital or other distributable reserves, reallocate the portion of the legal reserve having become available as a result of the capital reduction, amend the Bylaws accordingly, and generally take any necessary action.

## Resolutions 19 to 20

### Amendments to the Bylaws

#### *Explanatory statement*

You are asked to amend the Company's Bylaws to set the same age limit for both the Chairman of the Board of Directors and the Chief Executive Officer to eighty-five (**Resolution 19**).

Lastly, you are asked to bring the Bylaws into compliance with various legal and regulatory provisions of the French Law of June 13, 2024, known as the *Loi Attractivité*, to facilitate the Board's deliberations and to amend Articles 12.2, 13 and 21 of the Bylaws (**Resolution 20**).

#### **Resolution 19**

##### **Amendments to Articles 11 and 15 of the Bylaws to set the same age limit for both the Chairman of the Board of Directors and the Chief Executive Officer to eighty-five**

The shareholders at the Shareholders' Meeting, having met the quorum and majority requirements for Extraordinary Shareholders' Meetings and having reviewed the *Board of Directors' report on the draft resolutions*, resolve to amend the second paragraph of Article 11 of the Company's Bylaws ("Organization and Operating Procedures of the Board of Directors") and the first paragraph of Article 15-II-2° of said Bylaws ("Executive Management") to set the same age limit for both the Chairman of the Board of Directors and the Chief Executive Officer to eighty-five.

##### **"ARTICLE 11 - ORGANIZATION AND OPERATING PROCEDURES OF THE BOARD OF DIRECTORS**

... / ...

The Chairman of the Board of Directors cannot be more than eighty-five years old. Should the Chairman reach this age limit during his/her term of office, his/her appointment shall be deemed to have expired at the close of the Ordinary Shareholders' Meeting convened to approve the financial statements for the fiscal year during which the limit was reached. Subject to this provision, the Chairman of the Board may always be reelected."

... / ...

##### **"ARTICLE 15-II-2° - EXECUTIVE MANAGEMENT**

... / ...

##### **2. Chief Executive Officer**

The Chief Executive Officer may or may not be chosen from among the Directors. The Board sets his/her term of office and compensation. The age limit for serving as Chief Executive Officer is eighty-five. Should the Chief Executive Officer reach this age limit during his/her term of office, his/her appointment shall be deemed to have expired at the close of the Ordinary Shareholders' Meeting convened to approve the financial statements for the fiscal year during which the limit was reached."

... / ...

## Resolution 20

### **Amendment of the Bylaws to bring them into compliance with various legal and regulatory provisions of the French Law of June 13, 2024, known as the *Loi Attractivité***

The Shareholders' Meeting, having met the quorum and majority requirements for Extraordinary Shareholders' Meetings and having examined the *Board of Directors' report on the draft resolutions* and the legal and regulatory provisions of the French Law of June 13, 2024, known as the *Loi Attractivité*, decides to align the Bylaws with these provisions by amending the following articles:

(i) Article 12.2 - OPERATING PROCEDURES OF THE BOARD OF DIRECTORS

The second paragraph of Article 12.2 reads as follows after the amendment:

“Directors who participate in Board meetings by means of telecommunication under the conditions defined by the Charter of the Board of Directors shall be deemed to be present for the purposes of calculating the quorum and majority.”

The fourth paragraph of Article 12.2 reads as follows after the amendment:

“The Board of Directors may vote in writing or electronically on all matters, it being specified that any Director may object to the use of this option. The terms, conditions and deadlines for casting votes in writing or electronically, and the conditions under which Directors may exercise their right to object to the use of this option, are set out in the Charter of the Board of Directors.”

(ii) Article 13 - POWERS OF THE BOARD OF DIRECTORS

The final paragraph of Article 13 reads as follows after the amendment:

“The Board of Directors may amend the Bylaws to bring them into compliance with legal and regulatory requirements, subject to ratification at the next Extraordinary Shareholders' Meeting.”

(iii) Article 21 - POWERS

In light of the authority given to the Board of Directors to amend the Bylaws to bring them into compliance with legal and regulatory requirements, subject to ratification at the next Extraordinary Shareholders' Meeting, the second paragraph of **Article 21 of the Bylaws**, which stipulated that the Board of Directors could only make these amendments under a delegation of authority from an Extraordinary Shareholders' Meeting, has been removed.