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### RESOLUTIONS SUBMITTED TO THE ANNUAL GENERAL MEETING

OF JULY 15, 2025

**First resolution (Approval of the parent company financial statements for the year ended December 31, 2024 - Approval of non-tax-deductible expenses and charges)**

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the reports of the Executive Board, the Supervisory Board and the Statutory Auditors on the parent company financial statements for the year ended December 31, 2024, approves the parent company financial statements for the year ended December 31, 2024, including the balance sheet, income statement and notes to the financial statements as presented, as well as the transactions reflected in these financial statements or summarized in these reports, which show a loss of 10,672,259 euros.

It notes that the financial statements for the year ended December 31, 2024 do not show any non-deductible expenses and charges for tax purposes, as referred to in Article 39-4 of the French General Tax Code, and that no write-backs as referred to in Article 39-5 of said Code have been made in respect of the year.

**Second resolution (Approval of the consolidated financial statements for the year ended December 31, 2024)**

The Annual General Meeting, having reviewed the reports of the Executive Board, the Supervisory Board and the Statutory Auditors on the consolidated financial statements and the consolidated financial statements for the year ended December 31, 2024, approves the consolidated financial statements for the year ended December 31, 2024, comprising the balance sheet, income statement and notes to the financial statements, as presented, and the transactions reflected in these statements or summarized in these reports, which show a loss of 16,947,483 euros.

**Third resolution (Appropriation of net income for the year ended December 31, 2024 and declaration of dividend)**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, resolves to appropriate the loss for the year ended December 31, 2024 to "Retained earnings", with a debit balance of €118,771,451.

As this is the Company's third financial year, it has not distributed any dividends under Article 243 bis of the French General Tax Code.

**Fourth resolution (Approval of the Statutory Auditors' special report on related-party agreements governed by Articles L. 225-86 et seq. of the French Commercial Code)**

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Statutory Auditors' Special Report on related-party agreements governed by Articles L. 225-86 et seq. of the French Commercial Code, notes that no such agreements were entered into during the year ended December 31, 2024, and approves the terms of this report.

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### **Fifth resolution (Approval of the 2025 compensation policy for the Chairman of the Supervisory Board and other Supervisory Board members)**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Supervisory Board's report on corporate governance describing the remuneration policy for corporate officers in respect of the 2025 financial year, approves the 2025 remuneration policy for the Chairman of the Supervisory Board and the other members of the Board, including the principles and criteria :for allocating and granting the sums allocated to the remuneration of the Chairman and the other members of the Supervisory Board, as presented in said document.

### **Sixth resolution (Approval of the Executive Board's 2025 compensation policy)**

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Supervisory Board's report on corporate governance describing the remuneration policy for corporate officers, approves the 2025 remuneration policy for the Chairman and members of the Executive Board, including the principles and criteria for allocating the sums allocated to the remuneration of the Chairman and members of the Executive Board, as presented in said document.

### **Seventh resolution (Power to carry out formalities)**

The Annual General Meeting, voting on the quorum and majority conditions for Annual General Meetings, gives full powers to the bearer of an original, copy or extract of the minutes of these resolutions to carry out all filings and formalities required by law.

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### RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

OF THE 15 JULY 2025

#### **Eighth resolution**

*Delegation of authority to the Management Board to increase the share capital by capitalizing premiums, reserves, profits or other items*

The Annual General Meeting, having considered the Board of Directors' report and in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129, L. 225-129-2 and L. 225-130, resolves, in accordance with the quorum and majority requirements laid down in Article L. 225-98 of the French Commercial Code, to

1. delegates to the Managing Board the authority to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, by incorporation of premiums, reserves, profits or other items that may be capitalized in accordance with the law and the Company's bylaws, and in the form of a bonus share issue or an increase in the par value of existing shares, or a combination of both; In this case, fractional rights may not be negotiable or transferable, and the corresponding shares may be sold, with the proceeds of the sale being allocated to the holders of the rights within the period provided for by law;
2. resolves to set the maximum ceiling for capital increases that may be carried out in this respect at the amount that may be legally incorporated; it being specified that the nominal amount of any capital increases carried out pursuant to this authorization will not be deducted from the Overall Ceiling referred to in the 9th resolution, or from any other ceiling;
3. in the event that the Managing Board makes use of this authorization, delegates to it all powers, which it may further delegate in accordance with the law, to implement this authorization, and in particular to set the terms and conditions of the issues, record the completion of the resulting capital increases, amend the bylaws accordingly and, in particular, to:
  - (a) determine the amount and nature of the amounts to be capitalized, set the number of new shares to be issued and/or the amount by which the par value of existing shares comprising the share capital is to be increased, and set the date, which may be retrospective, from which the new shares will carry dividend rights or the increase in par value will take effect;
  - (b) at its sole discretion, charge the costs of capital increases against the related premiums, and deduct from this amount the sums required to increase the legal reserve to one-tenth of the capital after each increase,
  - (c) decide, in the event of bonus share issues :
    - that fractional rights will not be negotiable and that the corresponding shares will be sold; the proceeds of the sale will be allocated to the holders of the rights in accordance with the law and regulations;
    - make any and all adjustments to take account of the impact of transactions affecting the Company's share capital, in particular a change in the par value of the shares, a capital increase through the capitalization of reserves, the allotment of bonus shares, stock splits or reverse splits, the distribution

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of reserves or any other assets, a capital redemption, or any other transaction affecting shareholders' equity, and set the terms on which any rights of holders of securities giving access to the capital will be preserved;

(d) and generally, enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and decisions and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued under this authorization and for the exercise of the rights attached thereto or resulting from the capital increases carried out.

4. Resolves that the delegation of authority granted under this resolution shall be valid for a period of 26 months from the date of this Annual Shareholders' Meeting, and duly notes that it supersedes the authorization given in the 3rd resolution of the Annual Shareholders' Meeting of December 31, 2023, with effect from the same date.

### **Ninth resolution**

*Delegation of authority to the Board of Directors to issue ordinary shares and/or securities carrying immediate or deferred rights to shares in the Company or one of its subsidiaries, with pre-emptive subscription rights for existing shareholders.*

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Report of the Managing Board, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129 et seq. and L. 228-91 et seq,

1. delegates authority to the Managing Board, with powers to subdelegate within the law, to increase the share capital, on one or more occasions, in France and/or abroad, in the proportions and at the times it sees fit, either in euros, or in any other currency or monetary unit established by reference to several currencies, with shareholders' pre-emptive subscription rights maintained, through the issue of (i) ordinary shares in the Company or (ii) any securities of any kind whatsoever issued for valuable consideration or free of consideration, governed by articles L. 228-91 et seq. of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on any date, to ordinary shares to be issued by the Company or by a company in which it directly or indirectly owns more than half of the capital, subject to the authorization of the company in which the rights are exercised. Subscription for the Company's shares and other securities may be made either in cash or by offsetting receivables;

2. resolves to set the following limits on the amounts of issues authorized in the event that the Managing Board makes use of the present delegation of authority:

(a) the maximum nominal amount of capital increases, whether immediate or deferred, that may be carried out under this authorization is set at 50% of the share capital as at the date of this Meeting;

(b) the maximum aggregate par value of capital increases, whether immediate or deferred, that may be carried out under this authorization and those granted under the 10<sup>th</sup>, 11<sup>th</sup>, 12<sup>th</sup>, 14<sup>th</sup> and 15<sup>th</sup> resolutions of this Shareholders' Meeting is set at 50% of the share capital as at the date of this Meeting (the "**Overall Ceiling**");

(c) to the above ceilings shall be added, where applicable, the nominal amount of any shares to be issued to preserve the rights of holders of securities giving access to the Company's capital, or of options to subscribe for or purchase new shares, or to allot bonus shares, in accordance with applicable laws and regulations and any contractual provisions providing for other cases of adjustment;

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(d) the maximum aggregate par value of immediate and/or future debt securities that may be issued under this authorization in accordance with the provisions of Articles L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code and the authorization granted by the tenth, eleventh, twelfth and fifteenth resolutions of this Annual General Meeting. 228-93 of the French Commercial Code and the authorization granted by the 10<sup>th</sup>, 11th, 12th and 15th resolutions of this General Meeting is set at 150 million euros or the equivalent value of this amount; it being specified that the ceilings referred to in (c) and (d) are autonomous and distinct from the amount of debt securities the issue of which may be decided or authorized by the Management Board in accordance with article L. 228-40 of the French Commercial Code, as well as the amount of debt securities giving entitlement to the allotment of other debt securities or giving access to existing equity securities, the issue of which may be decided or authorized by the Management Board in accordance with the last paragraph of Article L. 228-92, the last paragraph of Article L. 228-93 or under the conditions set out in Article L. 228-36-A of the French Commercial Code;

3. Resolves that the authorization granted under this resolution is valid for a period of 26 months from the date of this Annual Shareholders' Meeting, and notes that it supersedes the authorization granted under the fourth resolution of the Annual Shareholders' Meeting of December 31, 2023, with effect from the same date;

4. Should the Managing Board decide to use this authorization:

(a) Resolves that the issue(s) will be reserved on a priority basis for shareholders, who will be entitled to subscribe on an irreducible basis in proportion to the number of shares they hold at that time, and notes that the Managing Board may introduce a right to subscribe on a reducible basis;

(b) Resolves that, if subscriptions on an irreducible basis and, where applicable, on a reducible basis, do not absorb the entire issue of shares or securities as defined above, the Management Board may use the various options provided for by law, in the order it shall determine, including offering to the public all or part of the unsubscribed shares or, in the case of securities giving access to the capital, said securities, in France and/or abroad and/or on the international market;

(c) Resolves that issues of warrants to subscribe for shares in the Company may be carried out by subscription offer under the conditions described above, but also by free allocation to owners of existing shares;

(d) Resolves that, in the event of the free allotment of stand-alone warrants, the Management Board will have the option of deciding that fractional allotment rights will not be negotiable and that the corresponding shares will be sold; and

(e) Acknowledges that this authorization automatically entails the waiver by shareholders of their pre-emptive right to subscribe for the new shares to which the securities will entitle them, in favor of the holders of the securities issued giving access to the Company's capital;

5. resolves that the Managing Board will have full powers, which it may in turn delegate in accordance with the law, to implement this delegation of authority, and in particular to set the terms and conditions of issue, subscription and payment, record the completion of the resulting capital increases and amend the bylaws accordingly, and in particular to:

(a) set the terms and conditions for the exercise of rights attached to shares or securities giving access to the Company's capital or to debt securities, if applicable; determine the terms and conditions for the exercise of rights, if applicable, notably for conversion, exchange or redemption, including through the delivery of Company assets such as securities already issued by the Company; stipulate, if applicable, that the shares delivered for conversion, exchange, redemption or otherwise may be new and/or existing shares;

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- (b) decide, in the event of the issue of debt securities, whether they should be subordinated or not (and, if so, their subordination ranking, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set their interest rate (including fixed-rate, floating-rate, zero-coupon or indexed interest), their term (fixed or perpetual) and the other terms of issue (including the granting of guarantees or sureties) and redemption (including redemption by delivery of Company assets); which securities may be bought back on the stock market or offered for purchase or exchange by the Company; set the conditions under which these securities will give access to the capital of the Company and/or companies in which it directly or indirectly owns more than half of the capital; amend, during the life of the securities concerned, the above terms and conditions, in compliance with the applicable formalities;
- (c) at its sole discretion, charge the costs of capital increases against the related premiums, and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each capital increase;
- (d) determine and make all adjustments intended to take into account the impact of transactions affecting the Company's capital, notably in the event of a change in the par value of the share, a capital increase through the capitalization of reserves, the allotment of bonus shares, a stock split or reverse stock split, the distribution of reserves or any other assets, a capital redemption, or any other transaction affecting shareholders' equity, and set the terms on which any rights of holders of securities giving access to the capital will be preserved; and
- (e) in general, enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and decisions and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorization, as well as for the exercise of the rights attached thereto, or any and all formalities subsequent to the capital increases carried out.

### **Tenth resolution**

*Delegation of authority to the Board of Directors to issue ordinary shares and/or securities carrying immediate and/or deferred rights to shares in the Company or one of its subsidiaries, without pre-emptive subscription rights for existing shareholders, by means of a public offering (other than those referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code).*

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-127, L. 225-128, L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and L. 228-91 et seq:

1. delegates to the Executive Board, with powers to subdelegate within the law, the authority to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad and/or on the international market, by public offering (other than those covered by 1° of Article L. 411-2 of the French Monetary and Financial Code), either in euros or in any other currency or monetary unit established by reference to several currencies, through the issue, with waiver of shareholders' pre-emptive rights, of (i) ordinary shares in the Company or (ii) any securities of any kind whatsoever issued for valuable consideration or free of consideration, governed by articles L. 228-91 et seq. of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on any date, to ordinary shares to be issued by the Company or by a company in which it directly or indirectly owns more than half of the capital, subject to the authorization of the company in which the rights are exercised. Shares and other securities may be subscribed for in cash or by offsetting receivables.
2. delegates to the Executive Board, subject to the authorization of the General Meeting of the company in which the rights are exercised, its authority to (i) authorize the issue, by companies in which the Company



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directly or indirectly holds more than half of the share capital, of securities giving access to the Company's capital and (ii) decide on the issue of shares or securities giving access to the Company's capital resulting therefrom;

3. resolves to set the following limits on the amounts of issues that may be carried out under this authorization:

(a) the maximum nominal amount of immediate and/or future capital increases that may be carried out under this authorization is set at 30% of the Company's capital per year, with capital increases carried out under the 11<sup>th</sup>, 12<sup>th</sup>, 14<sup>th</sup> and 15<sup>th</sup> resolutions being deducted from this ceiling; it being specified that to this ceiling shall be added, as the case may be, the nominal amount of shares to be issued in order to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases of adjustment, the rights of holders of securities giving access to the Company's capital, of options to subscribe for or purchase new shares or to allocate free shares;

(b) the maximum aggregate par value of immediate and/or future capital increases that may be carried out under this authorization will be deducted from the Overall Ceiling specified in paragraph 2(b) of the 9<sup>th</sup> resolution of this Annual Shareholders' Meeting;

(c) the maximum nominal amount of immediate and/or future debt securities issued under this authorization, in accordance with the provisions of Articles L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code, may not exceed the ceiling of 150 million euros or the equivalent value of this amount;

(d) the maximum aggregate par value of immediate and/or future debt securities that may be issued under this authorization in accordance with the provisions of articles L. 228-91 and L. 228-92 of the French Commercial Code shall be deducted from the overall ceiling referred to in paragraph 2(d) of the 9<sup>th</sup> resolution of this Annual General Meeting; it being specified that this ceiling is autonomous and distinct from the amount of debt securities the issue of which may be decided or authorized by the Management Board in accordance with article L. 228-40 of the French Commercial Code, as well as from the amount of debt securities the issue of which may be decided or authorized by the Management Board in accordance with article L. 228-40 of the French Commercial Code. 228-40 of the French Commercial Code, as well as debt securities giving entitlement to the allotment of other debt securities or giving access to existing equity securities, the issue of which may be decided or authorized by the Management Board in accordance with the last paragraph of Article L. 228-92, the last paragraph of Article L. 28-93 or under the conditions set out in Article L. 228-36-A of the French Commercial Code;

4. Resolves that the delegation of authority granted in this resolution is valid for a period of 26 months from the date of this Annual Shareholders' Meeting, and duly notes that it supersedes, with effect from the same date, the delegation granted by the 5<sup>th</sup> resolution of the Annual Shareholders' Meeting of December 31, 2023;

5. resolves to cancel shareholders' pre-emptive subscription rights to the securities to be issued under this resolution;

6. formally notes that this authorization automatically entails the waiver by shareholders of their pre-emptive right to subscribe for the new shares to be issued on conversion, exchange, redemption or exercise of the securities carrying rights to shares of the Company;

7. resolves that, in accordance with Article L. 225-136 of the French Commercial Code:

(a) the issue price of ordinary shares issued directly will be at least equal to the volume-weighted average share price for the three trading days preceding the date on which the issue price is set, less a maximum discount of 20%;

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(b) the issue price of securities giving access to the Company's capital will be such that the amount immediately received by the Company, plus any amount that may subsequently be received by the Company, is at least equal to the minimum subscription price defined in the previous paragraph for each share issued as a result of the issue of these securities;

(c) the conversion, redemption or other conversion into shares of any securities carrying rights to shares will be effected, taking into account the par value of such securities, in a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price as defined for the issue of shares in this resolution;

8. resolves that if subscriptions from shareholders and the public do not absorb the entire issue of ordinary shares and/or securities, the Managing Board may use one or other of the following options, in the order of its choice:

- limit the issue to the amount subscribed, in accordance with the law in force at the time this authorization is used;
- freely allocate all or some of the unsubscribed shares among the persons of its choice;

9. resolves that the Managing Board will have full powers, which it may in turn delegate in accordance with the law, to implement this authorization, and in particular to set the terms of issue, subscription and payment conditions, duly record the completion of the resulting capital increases, amend the bylaws accordingly and, in particular:

(a) set, if applicable, the terms and conditions for exercising the rights attached to the ordinary shares and/or securities giving access to the capital to be issued under this authorization, in accordance with the provisions of Articles L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code, determine the terms and conditions for exercising rights, where applicable, to conversion, exchange, redemption, including through the delivery of Company assets such as securities already issued by the Company; stipulate, where applicable, that the shares delivered in conversion, exchange, redemption or otherwise may be new and/or existing shares;

(b) decide, in the event of the issue of debt securities, whether they should be subordinated or not (and, where applicable, their subordination ranking, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set the interest rate, including fixed-rate or floating-rate interest, zero-coupon or indexed interest, stipulate whether the issue term is fixed or open-ended, and the other terms and conditions of issue - including the granting of guarantees or sureties - and redemption - including the possibility of redemption by delivery of Company assets (the securities may also be bought back on the stock market or offered for purchase or exchange by the Company); set the conditions under which these securities will give access to the capital of the Company and/or companies in which it directly or indirectly owns more than half of the capital; amend, during the life of the securities concerned, the above terms and conditions, in compliance with applicable formalities;

(c) at its sole discretion, charge the costs of capital increases against the related premiums, and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each capital increase;

(d) determine and make all adjustments intended to take into account the impact of transactions affecting the Company's capital, in particular in the event of a change in the par value of the share, a capital increase through the capitalization of reserves, the allotment of bonus shares, a stock split or reverse stock split, the distribution of reserves or any other assets, a capital redemption, or any other transaction affecting shareholders' equity, and set the terms and conditions under which any rights of holders of securities giving access to the capital will be preserved; and



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(e) in general, enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and decisions and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued under this authorization, as well as for the exercise of the rights attached thereto, or any and all formalities subsequent to the capital increases carried out.

### **Eleventh resolution**

*Delegation of authority to the Board of Directors to issue ordinary shares and/or securities carrying immediate and/or deferred rights to shares in the Company or one of its subsidiaries, without pre-emptive subscription rights for existing shareholders, by means of a public offering governed by Article L. 411-2, paragraph 1 of the French Monetary and Financial Code, aimed exclusively at qualified investors and/or a limited circle of investors.*

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-127, L. 225-128, L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-92 and L. 228-93, and with 1° of Article L. 411-2 of the French Monetary and Financial Code:

1. Delegates to the Managing Board the authority to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, on the French market and/or on foreign markets and/or on the international market, either in euros or in any other currency or monetary unit established by reference to several currencies, through the issue, with cancellation of shareholders' preferential rights by means of an offer governed by 1° of article L. 411-2 of the French Monetary and Financial Code, of ordinary shares or securities issued for valuable consideration or free of consideration, governed by Articles L. 225-149 et seq. and L. 228-91 et seq. of the French Commercial Code, giving access to the Company's capital. Shares and other securities may be subscribed for in cash or by offsetting receivables;

2. Resolves to set the following limits on the amounts of issues authorized in the event that the Managing Board makes use of this authorization:

(a) the maximum nominal amount of capital increases that may be carried out under this authorization is set at 30% of the share capital per year, to be deducted from the Overall Ceiling set in the 9th resolution (paragraph 2(b)) and from the ceiling set in the 10th resolution (paragraph 3(a)), it being specified that to this ceiling shall be added, where applicable, the nominal value of any additional shares that may be issued to preserve the rights of holders of securities giving access to the Company's capital, or of options to subscribe for or purchase new shares, or rights to receive bonus shares, in accordance with the applicable laws and regulations and any contractual provisions providing for other cases of adjustment;

(b) 150 million or the equivalent value of this amount, it being specified that this amount will be deducted from the overall ceiling set for debt securities, 9<sup>th</sup> resolution of the present meeting (paragraph 2(d)) and on the ceiling set in the 10<sup>th</sup> resolution (paragraph 3(c)), and that this ceiling is autonomous and distinct from the amount of debt securities the issue of which may be decided or authorized in accordance with Article L. 228-40 of the French Commercial Code, as well as from the amount of debt securities giving entitlement to the allotment of other debt securities or giving access to existing equity securities, the issue of which may be decided or authorized in accordance with the last paragraph of Article L. 228-92, the last paragraph of Article L. 228-93 or under the conditions set out in Article L. 228-36-A. of the French Commercial Code;

3. Resolves that the authorization given in this resolution shall be valid for a period of 26 months from the date of this Annual Shareholders' Meeting, and notes that it supersedes the authorization given in the sixth resolution of the Annual Shareholders' Meeting of December 31, 2023, with effect from the same date;

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4. Resolves to cancel shareholders' pre-emptive subscription rights to the shares issued under this resolution;
5. Acknowledges that this authorization automatically entails the waiver by shareholders of their pre-emptive right to subscribe for shares to be issued on conversion, exchange, redemption or exercise of securities carrying rights to shares of the Company;
6. Resolves that, in accordance with Article L. 225-136 of the French Commercial Code:
  - (a) the issue price of shares issued directly will be at least equal to the volume-weighted average share price for the three trading days preceding the date on which the issue price is set, less a maximum discount of 20%;
  - (b) the issue price of the securities giving access to the capital shall be such that the amount immediately received by the Company, plus any amount that may subsequently be received by the Company, is at least equal to the minimum subscription price defined in the preceding paragraph for each share issued as a result of the issue of these securities;
7. Resolves that if subscriptions do not absorb the entire issue of securities, the Board of Directors may limit the issue to the amount of subscriptions received, in accordance with the law in force at the time this authorization is used;
8. Resolves that the Managing Board will have full powers, which it may further delegate in accordance with the law, to implement this delegation of authority, and in particular to set the terms and conditions of issue, subscription and payment, record the completion of the resulting capital increases, amend the bylaws accordingly and, in particular:
  - (a) set the terms and conditions for the exercise of rights attached to shares or securities giving access to the Company's capital or to debt securities to be issued; determine the terms and conditions for the exercise of rights, where applicable, notably to conversion, exchange or redemption, including through the delivery of Company assets such as securities already issued by the Company; stipulate, where applicable, that shares delivered on conversion, exchange, redemption or otherwise may be new and/or existing shares;
  - (b) decide, in the event of the issue of debt securities, whether they should be subordinated or not (and, if so, their subordination ranking, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set the interest rate, including fixed-rate or floating-rate interest, or zero coupon or indexed interest, stipulate that their term will be fixed or open-ended, and the other terms and conditions of issue - including the granting of guarantees or sureties - and redemption - including the possibility of redemption by delivery of Company assets; set the conditions under which such securities will give access to the Company's capital; amend, during the life of the securities concerned, the above terms and conditions, in compliance with applicable formalities;
  - (c) at its sole discretion, charge the costs of capital increases against the related premiums, and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each capital increase;

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(d) determine and make any and all adjustments to take into account the impact of transactions affecting the Company's capital, in particular changes in the par value of shares, capital increases through the capitalization of reserves, bonus share issues, stock splits or reverse splits, distributions of reserves or any other assets, capital redemptions, or any other transaction affecting shareholders' equity, and set the terms and conditions under which any rights of holders of securities giving access to the capital will be preserved; and

(e) in general, enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and decisions and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued under this authorization and for the exercise of the rights attached thereto or resulting from the capital increases carried out.

### **Twelfth resolution**

*Delegation of authority to the Managing Board to increase the number of shares to be issued in the event of a capital increase, with or without pre-emptive subscription rights for existing shareholders*

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Article L. 225-135-1 of the French Commercial Code :

(a) delegates to the Managing Board, with powers to subdelegate within the law, its authority to decide to increase the number of shares or securities to be issued in the event of an increase in the Company's share capital, with or without pre-emptive subscription rights, at the same price as that used for the initial issue, within the timeframes and limits stipulated by the regulations applicable on the issue date (i.e., as of the date hereof, within thirty days of the date of issue), as of the date hereof, within thirty days of the close of the subscription period and up to 15% of the initial issue), subject to the ceiling specified in the resolution pursuant to which the issue is decided, as well as the Overall Ceiling set by the 9th resolution and, where applicable, the ceiling set by the 10th resolution (paragraph 3(a));

(b) sets the period of validity of the authorization given in this resolution at 26 months from the date of this Meeting, and notes that this authorization supersedes the authorization given in the 7th resolution of the Annual Shareholders' Meeting of December 31, 2023, with effect from the same date.

### **Thirteenth resolution**

*Authorization for the Board of Directors to grant existing or new shares in the Company free of charge to employees and officers of the Company, or to certain of them, subject to performance conditions, with shareholders waiving their pre-emptive subscription rights.*

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and voting in accordance with the provisions of the law, in particular Articles L.225-197-1 et seq. of the French Commercial Code:

1. authorizes the Managing Board, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, with the option of sub-delegation within the legal limits, to make, on one or more occasions, free allocations of existing shares or shares to be issued, (excluding preference shares) to the beneficiaries or categories of beneficiaries that it will determine from among the Company's

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employees under the conditions set out in Article L. 225-197-2 of said Code and the Company's corporate officers, under the conditions defined below;

2. resolves that the maximum number of shares, existing or to be issued, allotted under this authorization may not exceed 5% of the Company's share capital at the date of this Meeting; this maximum number of shares may be increased as a result of an adjustment to the number of shares allotted in order to take account of a transaction affecting the Company's share capital, it being specified that this ceiling does not take into account any adjustments that may be made to preserve the rights of allottees, in accordance with applicable legal and regulatory provisions and contractual stipulations;

4. decides that the allocation of said shares to the beneficiaries will only become definitive on condition of the achievement of performance criteria which will be set by the Management Board on the date of allocation of the shares;

5. decides that the allocation of the said shares to their beneficiaries will become definitive at the end of a minimum vesting period of one year, accompanied, where applicable, by a holding period, it being specified that in any event the cumulative duration of the vesting and holding periods may not be less than two years. The allocation of shares to their beneficiaries will become definitive before expiry of the applicable vesting period in the event of the beneficiary's disability corresponding to classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code, in which case the shares will be freely transferable;

6. Acknowledges that this authorization automatically entails the express waiver by shareholders of their pre-emptive right to subscribe to the shares to be issued as bonus shares, in favor of the beneficiaries of the bonus shares;

7. grants full powers to the Board of Directors, with the option of sub-delegation within the legal limits, to implement this authorization and, in particular, to :

- determine whether the bonus shares to be allotted are shares to be issued or existing shares;
- determine the identity of the beneficiaries, or the category or categories of beneficiaries, of the share allocations from among the employees and corporate officers of the Company or its affiliates, and the number of shares allocated to each of them;
- set the terms and conditions governing the allotment of shares, in particular the presence and performance conditions, the minimum vesting period and, where applicable, the holding period required of each beneficiary, in accordance with the conditions set out above, it being specified that, in the case of shares allotted free of charge to corporate officers of the Company, the Management Board will set, where applicable, the number of shares allotted free of charge that they are required to hold in registered form until they cease to hold office;- provide for the possibility of temporarily suspending the allotment of shares to employees and corporate officers of the Company or of related companies, in accordance with the conditions set out above. provide for the temporary suspension of allotment rights;
- record the final allotment dates and the dates from which the shares may be freely sold, subject to legal restrictions;
- in the event of the issue of new shares, deduct from reserves, profits or additional paid-in capital the sums required to pay up said shares, record the completion of capital increases carried out pursuant to this authorization, amend the bylaws accordingly, and generally carry out all necessary acts and formalities;

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– enter into any and all agreements, draw up any and all documents, carry out any and all formalities and make any and all declarations to any and all organizations, and do whatever may be necessary to ensure the successful completion of the free allocations authorized under this resolution.

8. resolves that the Company may, if necessary, adjust the number of free shares allotted in order to preserve the rights of beneficiaries, in the light of any transactions affecting the Company's share capital as referred to in the second paragraph of Article L. 225-181 of the French Commercial Code, notably in the event of a capital increase through the capitalization of reserves, the free allotment of shares, the issue of new equity securities or securities giving access to the capital with preferential subscription rights reserved for shareholders, a stock-split or reverse stock-split, the distribution of reserves or additional paid-in capital, a capital redemption, or a change in the allocation of profits. It is specified that shares allotted in application of these adjustments will be deemed to have been allotted on the same day as the shares initially allotted;

9. formally notes that, in the event of a bonus allotment of new shares, this authorization will entail, as and when the said shares are definitively allotted, a capital increase by incorporation of reserves, profits or issue premiums in favor of the beneficiaries of the said shares and a corresponding waiver by the shareholders in favor of the beneficiaries of the said shares of their preferential subscription rights in respect of the said shares;

10. formally notes that, should the Executive Board decide to use this authorization, it will inform the Annual General Meeting each year of the transactions carried out under the terms of Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, in accordance with the conditions set out in Article L. 225-197-4 of said Code;

11. resolves that this authorization is given for a period of 38 months from the date of this Annual General Meeting.

### **Fourteenth resolution**

*Delegation of authority to the Managing Board to carry out a capital increase through the issue of ordinary shares and/or securities giving access to the Company's capital reserved for members of Company savings plans, with waiver of preferential rights in their favor, pursuant to Articles L. 3332-18 et seq. of the French Labor Code.*

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labor Code:

1. delegates to the Executive Board, with powers to subdelegate within the law, its authority to decide to increase the share capital, on one or more occasions, by issuing ordinary shares and/or securities giving access to the Company's capital, the subscription of which will be reserved for members of one or more company savings plans (or any other plan to whose members Article L. 3332-18 of the French Labor Code would enable a capital increase to be reserved under equivalent conditions) already in existence or to be set up within the group comprising the Company and some or all of the French or foreign companies included in the Company's consolidated financial statements pursuant to Article L. 3344-1 of the French Labor Code, and which are related to the Company within the meaning of Article L. 225-180 of the French Commercial Code;

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2. resolves to set the maximum nominal amount of capital increases that may be carried out under this authorization at 5% of the share capital as at the date of this Meeting, it being specified that:

(a) this ceiling is set without taking into account the par value of the ordinary shares of the Company to be issued, in order to preserve the rights of holders of securities giving access to the Company's capital, or of options to subscribe for or purchase new shares, or to allot bonus shares, in accordance with the applicable laws and regulations and, where applicable, any contractual stipulations providing for other cases of adjustment;

(b) the nominal amount of capital increases carried out under this authorization will be deducted from the Overall Ceiling specified in paragraph 2(b) of the 9th resolution and from the ceiling specified in paragraph 3(a) of the 10th resolution;

3. Acknowledges that the Managing Board may issue ordinary shares and/or securities giving access to the Company's capital reserved for Beneficiaries concurrently with, or independently of, one or more issues open to shareholders or third parties;

4. Resolves that the subscription price will be determined by dividing the amount of net assets revalued on the basis of the most recent balance sheet by the number of existing shares; the subscription price may not exceed this figure or be more than 30% below it (or 40% when the lock-up period provided for in the plan, in accordance with Articles L.3332-25 and L.3322-26 of the French Labor Code, is more than 10 years);

5. resolves to cancel shareholders' pre-emptive rights to subscribe for any shares issued under this authorization in favor of the Beneficiaries, with said shareholders also waiving all rights to the ordinary shares or securities giving access to the capital allocated free of charge to the Beneficiaries under this resolution, including the portion of reserves, profits or premiums incorporated into the capital for the purpose of issuing said securities allocated free of charge to the Beneficiaries;

7. Acknowledges that this authorization automatically entails the waiver by shareholders of their pre-emptive right to subscribe for shares to be issued on conversion, exchange, redemption or exercise of securities carrying rights to shares of the Company.

8. resolves that the Managing Board will have full powers, which it may further delegate in accordance with the law, to implement this authorization within the limits and subject to the conditions set out above, and in particular to:

- draw up, in accordance with the law, the list of companies whose members of the employee savings plan may subscribe to the shares or securities giving access to the capital thus issued, and benefit, where applicable, from bonus shares or securities giving access to the capital;

- decide that subscriptions may be made directly or through corporate mutual funds or other structures or entities permitted by the applicable laws and regulations;

- determine the conditions, notably in terms of length of service, to be met by beneficiaries of capital increases;

- set the opening and closing dates for subscriptions;

- set the amounts of the issues to be carried out under this authorization, and in particular the issue prices, dates, deadlines, terms and conditions of subscription, payment, delivery and entitlement to dividends (including retroactively), as well as the other terms and conditions of the issues, within the legal and regulatory limits in force;



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- in the event of the free allotment of shares or securities giving access to the capital, set the number of shares or securities giving access to the capital to be issued, the number to be allotted to each beneficiary, and determine the dates, deadlines, terms and conditions of allotment of these shares or securities giving access to the capital within the legal and regulatory limits in force;
  - record the completion of capital increases up to the amount of shares subscribed (after any reduction in the event of oversubscription);
  - where applicable, charge the costs of capital increases against the related premiums, and deduct from these premiums the sums required to increase the legal reserve to one-tenth of the new capital resulting from these capital increases;
  - enter into any and all agreements, carry out any and all transactions, either directly or through an agent, including completing any and all formalities arising from the capital increases and amending the bylaws accordingly, and generally enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and decisions and complete any and all formalities required for the issue, listing and financial servicing of the securities issued under this authorization, and for the exercise of the rights attached thereto or arising from the capital increases carried out.
9. sets the period of validity of this authorization at 26 months from the date of this Shareholders' Meeting, and formally notes that this authorization cancels and replaces, as from the same date, the unused portion, if any, of all earlier authorizations to issue shares and share equivalents pursuant to this authorization.

### **Fifteenth resolution**

*Delegation of authority to the Board of Directors to issue ordinary shares and/or securities carrying immediate and/or deferred rights to shares in the Company, without pre-emptive subscription rights for existing shareholders.*

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129, L. 225-129-2, L. 225-138 and L. 228-91 et seq:

1. delegates to the Board of Directors, with powers to subdelegate within the law, the authority to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, either in euros or in any other currency or monetary unit established by reference to several currencies, by issuing, without shareholders' pre-emptive rights, (i) ordinary shares in the Company or (ii) any securities of any kind whatsoever issued for valuable consideration or free of consideration, governed by articles L. 228-91 et seq. of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on any date, to ordinary shares to be issued by the Company. Shares and other securities may be subscribed for in cash or by offsetting receivables.
2. resolves to waive shareholders' pre-emptive rights to subscribe for the shares and/or other securities that may be issued under this authorization in favor of one or more of the categories of persons defined below:
  - any investment company, real estate investment company, investment fund, company or family office governed by French or foreign law that regularly invests in the hotel or real estate development sector,
  - strategic partners of the Company's subsidiaries, located in France or abroad, who have entered into or are due to enter into one or more commercial partnership agreements (development, co-development, etc.)

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with the Company or one of its subsidiaries, and/or companies that these partners control, that control these partners or that are controlled directly or indirectly by the same person(s) as these partners;

- one or more creditors, notably banks and/or bondholders and/or current account creditors of current or future shareholders of the Company with a claim on the Company in excess of 1 million euros;

3. resolves to set the following limits on the amounts of issues authorized in the event that the Managing Board makes use of this authorization:

(e) the maximum nominal amount of immediate and/or future capital increases that may be carried out under this authorization is set at 20% of the Company's capital; capital increases carried out under resolutions 10<sup>th</sup>, 11<sup>th</sup>, 12<sup>th</sup> , and 14<sup>th</sup> will count towards this ceiling;

it being specified that to this ceiling shall be added, where applicable, the nominal amount of any shares to be issued in order to preserve the rights of holders of securities giving access to the Company's capital, or of options to subscribe for or purchase new shares, or to allot bonus shares, in accordance with applicable laws and regulations and any contractual provisions providing for other cases of adjustment;

(f) the maximum aggregate par value of immediate and/or future capital increases carried out under this authorization will be deducted from the Overall Ceiling specified in paragraph 2(b) of the 9th resolution of this Annual Shareholders' Meeting;

(g) the maximum nominal amount of immediate and/or future debt securities issued under this authorization, in accordance with the provisions of Articles L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code, may not exceed the ceiling of 150 million euros or the equivalent value of this amount;

(h) the maximum aggregate par value of immediate and/or future debt securities that may be issued under this authorization in accordance with the provisions of articles L. 228-91 and L. 228-92 of the French Commercial Code will be deducted from the overall ceiling specified in paragraph 2(d) of the 9th resolution of this Annual General Meeting; it being specified that this ceiling is autonomous and distinct from the amount of debt securities the issue of which may be decided or authorized by the Management Board in accordance with article L. 228-40 of the French Commercial Code, as well as from the amount of debt securities the issue of which may be decided or authorized by the Management Board in accordance with article L. 228-40 of the French Commercial Code. 228-40 of the French Commercial Code, as well as debt securities giving entitlement to the allotment of other debt securities or giving access to existing equity securities, the issue of which may be decided or authorized by the Management Board in accordance with the last paragraph of Article L. 228-92, the last paragraph of Article L. 28-93 or under the conditions set out in Article L. 228-36-A of the French Commercial Code;

4. Resolves that the delegation of authority granted in this resolution is valid for a period of 18 months from the date of this Annual Shareholders' Meeting, and duly notes that it supersedes, with effect from the same date, the delegation of authority granted by the 10th resolution of the Annual Shareholders' Meeting of December 31, 2023;

6. Acknowledges that this authorization automatically entails the waiver by shareholders of their pre-emptive right to subscribe for the new shares to be issued on conversion, exchange, redemption or exercise of the securities carrying rights to shares of the Company;

7. resolves that, in accordance with Article L. 225-138 of the French Commercial Code :

(d) the issue price of ordinary shares issued directly will be at least equal to the volume-weighted average share price for the three trading days preceding the date on which the issue price is set, less a maximum discount of 20%;

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(e) the issue price of securities giving access to the Company's capital shall be such that the amount immediately received by the Company, plus any amount that may subsequently be received by the Company, is at least equal to the minimum subscription price defined in the previous paragraph for each share issued as a result of the issue of such securities;

(f) the conversion, redemption or other conversion into shares of any securities giving access to the Company's capital will be effected, taking into account the par value of such securities, in a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price as defined for the issue of shares in this resolution;

8. resolves that if subscriptions from shareholders and the public do not absorb the entire issue of ordinary shares and/or securities, the Managing Board may use one or other of the following options, in the order of its choice:

- limit the issue to the amount subscribed, in accordance with the law in force at the time this authorization is used;
- freely allocate all or some of the unsubscribed shares among the persons of its choice;

9. resolves that the Managing Board will have full powers, which it may in turn delegate in accordance with the law, to implement this authorization, and in particular to set the terms of issue, subscription and payment conditions, duly record the completion of the resulting capital increases, amend the bylaws accordingly and, in particular:

(f) set, if applicable, the terms and conditions for exercising the rights attached to the ordinary shares and/or securities giving access to the capital to be issued that may be issued under this authorization, in accordance with the provisions of Articles L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code, determine the terms and conditions for exercising rights, where applicable, to conversion, exchange, redemption, including through the delivery of Company assets such as securities already issued by the Company; stipulate, where applicable, that the shares delivered in conversion, exchange, redemption or otherwise may be new and/or existing shares;

(g) decide, in the event of the issue of debt securities, whether they should be subordinated or not (and, if so, their subordination ranking, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set the interest rate, including fixed-rate or floating-rate interest, zero-coupon or indexed interest, stipulate whether the issue term is fixed or open-ended, and the other terms and conditions of issue - including the granting of guarantees or sureties - and redemption - including the possibility of redemption by delivery of Company assets (the securities may also be bought back on the stock market or offered for purchase or exchange by the Company); set the conditions under which these securities will give access to the Company's capital; amend, during the life of the securities concerned, the above terms and conditions, in compliance with applicable formalities;

(h) at its sole discretion, charge the costs of capital increases against the related premiums, and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each capital increase;

(i) determine and make all adjustments intended to take into account the impact of transactions affecting the Company's capital, in particular in the event of a change in the par value of the share, a capital increase through the capitalization of reserves, the allotment of bonus shares, a stock split or reverse stock split, the distribution of reserves or of any other assets, a capital redemption, or any other transaction affecting shareholders' equity, and set the terms on which any rights of holders of securities giving access to the capital will be preserved; and

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(j) In general, enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and decisions and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorization, as well as for the exercise of the rights attached thereto, or any and all formalities subsequent to the capital increases carried out.