

## **PREATONI GROUP**

Public limited company with capital of  
€324,979,591.50 Registered office: 7 avenue Victor  
Hugo, 75116 Paris 917 538 639 RCS PARIS

(the "**Company**")

### **TEXT OF THE DRAFT RESOLUTIONS**

#### **Ordinary business:**

- 1) Authorisation of the proposed transfer of the Company's shares from the Euronext Access+ market to the Euronext Growth market and powers granted to the Management Board to carry out this transfer
- 2) End of the term of office of Mr Ernesto Preatoni as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association
- 3) End of Mr Pierre Ducret's term of office as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association
- 4) End of Ms Chantal Burger's term of office as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association
- 5) End of Ms Vanessa Ruffini's term of office as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association
- 6) Appointment of Mr Ernesto Preatoni as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association
- 7) Appointment of Mr Pierre Ducret as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association
- 8) Appointment of Ms Chantal Burger as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association
- 9) Appointment of Ms Vanessa Ruffini as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association
- 10) Authorisation to be given to the Management Board for the purchase by the Company of its own shares in accordance with Article L. 22-10-62 of the French Commercial Code, subject to the condition precedent of the admission of the Company's shares to the Euronext Growth market

#### **On an extraordinary basis:**

- 11) Authorisation for the Management Board to reduce the share capital by cancelling shares acquired by the Company as part of its share buyback programme, subject to the condition precedent of the Company's shares being admitted to trading on the Euronext Growth market
- 12) Amendment of Article 13.2 of the Articles of Association relating to the term of office of members of the Supervisory Board

13) Amendment to Article 13.4 of the Articles of Association relating to the age of members of the Supervisory Board

**Ordinary business:**

14) Powers for formalities

**Ordinary business: FIRST**

**RESOLUTION**

*Authorisation of the proposed transfer of the Company's shares from the Euronext Access+ market to the Euronext Growth market and powers granted to the Management Board to carry out this transfer*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Management Board's report,

- authorises, as necessary, the proposed transfer of the listing of the Company's shares from the Euronext Access+ multilateral trading facility to the Euronext Growth Paris organised multilateral trading facility,
- authorises the proposed application for the delisting of the Company's shares from the Euronext Access+ multilateral trading facility and their simultaneous admission to the Euronext Growth Paris organised multilateral trading facility,
- grants full powers to the Executive Board to implement this transfer.

**SECOND RESOLUTION**

*End of the term of office of Mr Ernesto Preatoni as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association.*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Management Board's report, having noted that Mr Ernest Preatoni's current term of office as a member of the Supervisory Board expires at the end of the Annual General Meeting called to approve the financial statements for the financial year ending 31 December 2025, decides to terminate this term of office with effect from the end of this General Meeting.

**THIRD RESOLUTION**

*End of the term of office of Mr Pierre Ducret as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the Management Board's report, having noted that Mr Pierre Ducret's current term of office as a member of the Supervisory Board expires at the end of the Annual General Meeting called to approve the financial statements for the financial year ending 31 December 2025, decides to terminate this term of office with effect from the end of this General Meeting.

#### **FOURTH RESOLUTION**

*End of the term of office of Ms Chantal Burger as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association.*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having reviewed the Management Board's report, having noted that Ms Chantal Burger's current term of office as a member of the Supervisory Board expires at the end of the Annual General Meeting called to approve the financial statements for the financial year ending 31 December 2025, decides to terminate this term of office with effect from the end of this General Meeting.

#### **FIFTH RESOLUTION**

*End of the term of office of Ms Vanessa Ruffini as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the Management Board's report, having noted that Ms. Vanessa Ruffini's current term of office as a member of the Supervisory Board expires at the end of the Annual General Meeting called to approve the financial statements for the financial year ending 31 December 2025, decides to terminate this term of office with effect from the end of this General Meeting.

#### **SIXTH RESOLUTION**

*Appointment of Mr Ernesto Preatoni as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after reviewing the Management Board's report, decides to appoint, with effect at the end of this general meeting, Mr Ernesto Preatoni as a member of the Supervisory Board, for a term expiring at the end of the ordinary general meeting of shareholders called to approve the financial statements for the financial year ending 31 December 2029.

The General Assembly notes that Mr Ernesto Preatoni has accepted his new term of office and confirmed that he is not subject to any incompatibility.

#### **SEVENTH RESOLUTION**

*Appointment of Mr Pierre Ducret as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after reviewing the Management Board's report, decides to appoint, with effect from the end of this general meeting, Mr Pierre Ducret as a member of the Supervisory Board, for a term expiring at the end of the ordinary general meeting of shareholders called to approve the financial statements for the financial year ending 31 December 2029.

The General Meeting notes that Mr Pierre Ducret has accepted his new term of office and confirmed that he is not subject to any incompatibility.

## **EIGHTH RESOLUTION**

*Appointment of Ms Chantal Burger as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after reviewing the Management Board's report, decides to appoint, with effect from the end of this general meeting, Ms Chantal Burger as a member of the Supervisory Board, for a term expiring at the end of the ordinary general meeting of shareholders called to approve the financial statements for the financial year ending 31 December 2029.

The General Meeting notes that Ms Chantal Burger has accepted her new term of office and confirmed that she is not subject to any incompatibility.

## **NINTH RESOLUTION**

*Appointment of Ms Vanessa Ruffini as a member of the Supervisory Board, subject to the condition precedent of the amendment of Article 13.2 of the Articles of Association*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after reviewing the Management Board's report, decides to appoint, with effect from the end of this general meeting, Ms Vanessa Ruffini as a member of the Supervisory Board, for a term expiring at the end of the ordinary general meeting of shareholders called to approve the financial statements for the financial year ending 31 December 2029.

The General Meeting notes that Ms Vanessa Ruffini has accepted her new term of office and confirmed that she is not subject to any incompatibility.

## **TENTH RESOLUTION**

*Authorisation to be given to the Management Board for the Company to purchase its own shares in accordance with Article L. 22-10-62 of the French Commercial Code, subject to the condition precedent of the Company's shares being admitted to trading on the Euronext Growth market*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the Management Board's report, authorises the Management Board, subject to the condition precedent of the Company's shares being admitted to trading on the Euronext Growth market, with the option to sub-delegate under the conditions set by law, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code and Regulation 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, to have the Company purchase its own shares for the purpose of:

- (i) the retention and subsequent transfer of shares (by way of exchange, payment or otherwise) in connection with external growth transactions, up to a limit of 5% of the number of shares comprising the share capital;
- (ii) the transfer of shares upon the exercise of rights attached to securities giving access to capital through redemption, conversion, exchange, presentation of a warrant or any other means;
- (iii) the allocation or transfer of shares as part of employee participation in the fruits of expansion or with a view to in any permitted form, the allocation or transfer of shares to employees and/or corporate officers of the Company and/or its group, in particular in connection with any share option plan, free share allocation or in connection with company or group savings plans;

- (iv) the cancellation of all or part of the securities thus repurchased, under the conditions provided for in Article L. 22-10-62 of the French Commercial Code, subject to the adoption of the 11<sup>th</sup>me resolution of this general meeting or any resolution of the same nature;
- (v) the promotion of the secondary market or the liquidity of the Company's securities by an investment services provider under liquidity contracts in accordance with market practice recognised by the Financial Markets Authority,
- (vi) the implementation of any market practice that may be approved by the AMF, and
- (vii) more generally, the performance of any transaction in accordance with the regulations in force.

Purchases of Company shares may relate to a number of shares such that:

- the number of shares purchased by the Company during the term of the buyback programme does not exceed 10% of the shares comprising the Company's share capital at any given time, this percentage applying to share capital adjusted for transactions affecting it after this General Meeting; in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, the number of shares taken into account for calculating the 10% limit corresponds to the number of shares purchased, less the number of shares resold during the term of the authorisation when the shares are repurchased to promote liquidity under the conditions defined by the general regulations of the French Financial Markets Authority (Autorité des marchés financiers); and
- the number of shares held by the Company at any given time shall not exceed 10% of the shares comprising the Company's share capital.

The acquisition, disposal, transfer or exchange of these shares may be carried out, on one or more occasions, by any means authorised by the regulations in force. These means include, in particular, over-the-counter transactions, block sales, the use of any derivative financial instrument, traded on the market or over-the-counter, and the implementation of optional strategies (purchase and sale of call and put options and any combinations thereof in accordance with applicable regulations). The portion of the buyback programme that may be carried out through block trading may be up to the entire programme.

These transactions may be carried out at times deemed appropriate by the Executive Board. However, (i) the Executive Board may not use this authorisation during a public offering on the Company, and (ii) the Executive Board shall ensure that the execution of all liquidity contracts entered into by the Company is suspended during the implementation of stabilisation measures within the meaning of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, as well as during a public offering or pre-offer period and until the closing of the offering, when the Company is the initiator of the offering.

The General Meeting decides that the maximum purchase price per share shall be [--] euros, excluding acquisition costs.

Pursuant to Article R. 225-151 of the French Commercial Code, the General Meeting sets the maximum total amount allocated to the above authorised share buyback programme at [--] euros.

The General Meeting delegates to the Management Board, in the event of transactions involving the Company's share capital, the power to adjust the aforementioned maximum purchase price in order to take into account the impact of such transactions on the value of the share.

The General Meeting grants full powers to the Management Board to decide on and implement this authorisation, to specify its terms if necessary, determine the terms and conditions thereof and proceed, with the option to delegate under the conditions provided for by law, with the implementation of the purchase programme, and in particular to proceed with the allocations and, where applicable, the permitted reallocations of shares repurchased for one of the programme's objectives to one or more of its other objectives, to pass any

stock exchange order, enter into any agreement, with a view to keeping records of share purchases and sales, make any declarations, in particular to the Financial Markets Authority and any other authority that may replace it, complete all formalities and, in general, take all necessary steps.

The General Meeting sets the period of validity of this authorisation at 18 months from the date of this General Meeting.

**On an extraordinary basis:**

## **ELEVENTH**

### **RESOLUTION**

*Authorisation for the Management Board to reduce the share capital by cancelling shares acquired by the Company as part of its share buyback programme, subject to the condition precedent of the admission of the Company's shares to the Euronext Growth market.*

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Management Board's report and the special report of the statutory auditors, pursuant to Article L. 22-10-62 of the French Commercial Code, authorises the Management Board, subject to the condition precedent of the Company's shares being admitted to trading on the Euronext Growth market, with the option to sub-delegate, to reduce the share capital on one or more occasions, in the proportions and at the times it decides, by cancelling all or part of the Company's shares acquired or that may be acquired pursuant to an authorisation granted by the ordinary general meeting by the Company itself, within the limit of 10% of the share capital per 24-month period, it being noted that this limit applies to an amount of the Company's capital which will, where applicable, be adjusted to take into account transactions affecting the share capital after this general meeting.

This authorisation is granted for a period of 18 months from the date of this general meeting.

The General Meeting grants full powers to the Management Board, with the option to sub-delegate under the conditions provided for by law, to carry out the capital cancellation and reduction operation(s) pursuant to this authorisation, to determine the terms and conditions thereof, to record their completion, to allocate the difference between the book value of the cancelled shares of the Company and their nominal value to all reserve and premium accounts, to amend the Articles of Association accordingly and to complete all formalities.

## **TWELFTH RESOLUTION**

*Amendment of Article 13.2 of the Articles of Association relating to the term of office of members of the Supervisory Board*

The General Meeting, ruling under the quorum and majority conditions for extraordinary general meetings, having reviewed the Management Board's report, decides to amend Article 13.2 of the Articles of Association as follows:

*"2. Members of the supervisory board are appointed for four years, expiring at the end of the ordinary general meeting of shareholders that approves the accounts for the previous financial year and is held in the year in which their term of office expires. **The term of office of the members of the Supervisory Board appointed by the general meeting of 16 January 2026 shall expire at the end of the ordinary general meeting of shareholders called to approve the financial statements for the financial year ending 31 December 2029.** On an exceptional basis, the ordinary general meeting may appoint members for a shorter term in order to ensure the staggered renewal of the supervisory board.*

**THIRTEENTH RESOLUTION**

*Amendment to Article 13.4 of the Articles of Association relating to the age of members of the Supervisory Board*

The General Meeting, ruling under the conditions of quorum and majority of extraordinary general meetings, having reviewed the Management Board's report, decides to amend paragraph 4 of Article 13 of the Articles of Association relating to the age of Supervisory Board members in order to limit the maximum number of Supervisory Board members over the age of 80 to 50%, as follows:

*"The number of members of the Supervisory Board over the age of ~~70~~ 80 may not exceed ~~one-third to one-half~~ of the members of the Supervisory Board."*

The rest of the article remains unchanged.

**Ordinary business: FOURTEENTH**

**RESOLUTION**

*Powers for formalities*

The General Meeting grants full powers to the holders of an original, a copy or a certified extract of these minutes to carry out the legal formalities or any other formalities that may be required.