



NOTICE OF MEETING 2025

COMBINED GENERAL MEETING

JUNE 11, 2025 AT 3:00 P.M.

Domaine de Saint-Paul - 102, route de Limours
78430 Saint-Rémy-Lès-Chevreuse

GTT
Technology for a sustainable world

1	PRACTICAL DETAILS: HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING?	3
2	OVERVIEW OF THE SITUATION AND ACTIVITY IN FISCAL YEAR 2024	7
3	GOVERNANCE OF GTT	13
4	GENERAL MEETING	17
5	REQUEST FOR ADDITIONAL DOCUMENT	49

€641m

CONSOLIDATED
REVENUE IN 2024

322

ORDERS AT
DECEMBER 31, 2024

888

EMPLOYEES AT
END-DECEMBER 2024

1

PRACTICAL DETAILS: HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING?



WARNING

Shareholders are invited to regularly consult the section dedicated to the Shareholders' Meeting on the Company's website (<https://www.gtt.fr>).

The Shareholders' Meeting is composed of all shareholders, regardless of the number of shares they own.

Shareholders wishing to take part in the Shareholders' Meeting must prove ownership of their shares by midnight Paris time on the second working day prior to the meeting (*i.e.* June 9, 2025 at midnight Paris time) by having them registered in their name in accordance with the conditions set out in Article R. 22-10-28 of the French Commercial Code.

METHODS OF PARTICIPATION IN THE MEETING

Shareholders may choose one of the following methods to exercise their voting rights at the Shareholders' Meeting:

- attend the Shareholders' Meeting;
- give power of attorney to the Chairman of the Shareholders' Meeting;
- be represented by any person of their choice under the conditions provided for in Articles L. 225-106 and L. 22-10-39 of the French Commercial Code;
- vote by mail or by internet, on the secure Votaccess platform.

Each shareholder has the possibility, prior to the Shareholders' Meeting, to request an admission card, to transmit his or her voting instructions, or to appoint or revoke a proxy under the conditions set out below. It is specified that these formalities may be carried out by internet on the secure voting platform Votaccess, under the conditions described below.

In the event of a power of attorney given to the Chairman of the Shareholder's meeting or without indication of a proxy, the Chairman of the meeting shall vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions.

In accordance with Article R. 22-10-28 III of the French Commercial Code, shareholders who have already voted by mail, sent a proxy or requested an admission card to the Shareholders' Meeting may not choose another method of participation.

A shareholder who has already cast a postal vote or sent a proxy in accordance with the conditions described below may sell all or part of its shares at any time:

- if the transfer of ownership occurs before June 9, 2025 at midnight, Paris time, the vote cast by mail or the proxy, if any, accompanied by a certificate of participation, will be invalidated or amended accordingly, as the case may be. To this end, the authorised intermediary referred to in Article L. 211-3 of the French Monetary and Financial Code shall notify Uptevia of the transfer of ownership and shall provide it with the necessary information;
- if the transfer of ownership takes place after June 9, 2025 at midnight, Paris time, regardless of the means used, it will not be notified by the authorised intermediary referred to in Article L. 211-3 of the French Monetary and Financial Code or taken into consideration by the Company, notwithstanding any agreement to the contrary.

① Attend the Shareholders' Meeting in person

Shareholders wishing to attend the General Meeting should request their admission card as follows:

• By electronic means:

- for shareholders with pure registered shares: they will connect on the VOTACCESS website by connecting to the Uptevia Investors website www.investors.uptevia.com.

Registered shareholders will connect using their ID number and their password allowing them to access their registered account. Then, follow the on-screen instructions to access the VOTACCESS website and request an attendance card;

- for shareholders with administered registered shares: they will be able to access the VOTACCESS website by connecting to the VoteAG website www.voteag.com.

Shareholders with administered registered shares will connect to VoteAG using their temporary codes provided in the voting form. Once on the landing page of VoteAG website, by following the on-screen instructions to access the VOTACCESS website and request an attendance card;

- for shareholders with bearer shares: the shareholder must ensure that the custodian managing their share account is connected to the VOTACCESS website or not, and if so of the specific terms of use of VOTACCESS with your financial intermediary. If the custodian is connected to VOTACCESS, the shareholder will connect on the custodian's online portal using their usual access codes. They will then follow the on-screen instructions to access the VOTACCESS website and request an attendance card.

If the custodian is not connected to the VOTACCESS website, the shareholder will refer to the following section "by mail".

- **By mail:**

- for shareholder with registered shares: the registered shareholder will have to fill the single voting form sent with the notice of meeting, noticing that he wishes to participate to the shareholders meeting and receive an attendance card, then send it back, dated and signed, using the T envelope attached to the notice of meeting;
- for bearer shareholders: the bearer shareholders will need to ask their custodians managing their share account, that an attendance card be sent to them.

② Vote or give proxy by mail or electronic means

Shareholders who are unable to attend the Meeting in person, can choose one of the three following options:

- give a proxy to the Chairman of the Shareholders' Meeting;
- give a proxy to any other individual or entity of their choice, in accordance with the provisions of Articles L. 22-10-39 and L. 225-106 of the French Commercial Code;
- vote remotely.

According to the following conditions:

- **By electronic means:**

- for shareholders with pure registered shares: they will connect on the VOTACCESS website by connecting to the Uptevia Investors website **www.investors.uptevia.com**. Registered shareholders will connect using their ID number and their password allowing them to access their registered account. Then, follow the on-screen instructions to access the VOTACCESS website and vote, give or remove a proxy;
- for shareholders with administered registered shares: they will be able to access the VOTACCESS website by connecting to the VoteAG website **www.voteag.com**.

Shareholders with administered registered shares [or employee shareholders] will connect to VoteAG using their temporary codes provided in the voting form. Once on the landing page of VoteAG website, by following the on-screen instructions to access the VOTACCESS website and vote, give or remove a proxy;

- for shareholders with bearer shares: they must ensure that the custodian managing their share account is connected to the VOTACCESS website, and if so of the specific terms of use of VOTACCESS with their financial intermediary. If the custodian is connected to VOTACCESS, the shareholder will connect on the custodian's online portal using their usual access codes. They will then follow the on-screen instructions to access the VOTACCESS website and vote, give or remove a proxy.

If the custodian is not connected to the VOTACCESS website, in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, notification of the appointment and revocation of a proxy may also be made electronically, in the following manner, by

Requests for attendance cards *via* postal means must be received by Uptevia no later than three calendar days before the date of the Shareholders' Meeting, following means mentioned above.

Shareholders that did not receive their attendance card in the two working days prior the Shareholders' Meeting are invited to:

- for shareholders with registered shares, present themselves on the day of the Shareholder's Meeting at the specified booth with an official ID document;
- for bearer shareholders, ask their custodians managing their share account to issue them a certificate of holdings, justifying their shareholders status at the second working day prior to the shareholders meeting.

sending an email to: **ct-mandataires-assemblees@uptevia.com**. This email must have attached a digital copy of the single voting form filled and signed. Shareholders must also attach a certificate of holdings given by their custodian managing their share account. Only the notification of appointment and revocation of a proxy fully signed, filled, received and confirmed at the latest the day prior the shareholders meeting, at **3:00 pm** Paris time, will be taken into account.

- **By mail:**

- for shareholder with registered shares: the registered shareholder will have to fill the single voting form sent with the notice of meeting, noticing that he wishes to participate to the shareholders meeting and receive an attendance card, then send it back, dated and signed, using the T envelope attached to the notice of meeting;
- for bearer shareholders: the bearer shareholders will need to ask a single voting form to their custodians managing their share account, then send him back, dated and signed. The custodian will share it with Uptevia along with a certificate of holdings.

Single voting form by mail must be received by Uptevia no later than three calendar days before the date of the Shareholders' Meeting, according to the terms indicated above.

It should be noted that, in the case of proxies without proxy indications, the Chairman of the General Meeting will vote in favour of the draft resolutions presented or approved by the Board of Directors and against all other draft resolutions. Single voting forms are sent automatically by mail to shareholders holding pure or administered registered shares.

For holders of bearer shares, Single Voting Forms will be sent to them on simple request received by mail by **Uptevia – Service Assemblées Générales – Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex** no later than six days before the date of the General Meeting.

Shareholders who have sent in a request for an admission card, a proxy form or a single voting form by mail will no longer be able to change their method of participation in the General Meeting.



WRITTEN QUESTIONS

Shareholders may ask the Company written questions from the date on which the documents submitted to the meeting are made available to shareholders. Such questions must be sent to the Chairman of the Board of Directors at the Company's registered office (1, route de Versailles – 78470 Saint-Rémy-lès-Chevreuse, France), by registered letter with acknowledgement of receipt, or to information-financiere@gtt.fr no later than the fourth working day preceding the Shareholders' Meeting (*i.e.* June 5, 2025 at midnight Paris time).

To be taken into account, they must be accompanied by a certificate of account registration. In accordance with the provisions of article L.225-108 of the French Commercial Code, a single response may be provided for questions of the same nature.

All these questions and their responses will be published on the Company's website.



REQUESTS FOR INCLUSION OF AGENDA ITEMS OR DRAFT RESOLUTIONS

Requests to include draft resolutions or items on the agenda of the Shareholders' Meeting by shareholders who meet the requirements of Articles L. 225-105 and R. 225-71 of the French Commercial Code must be sent to the Company's registered office (1, route Versailles – 78470 Saint-Rémy-lès-Chevreuse) by registered letter with acknowledgement of receipt or to the following e-mail address: information-financiere@gtt.fr, at the latest by May 15, 2025.

Such requests must be accompanied by a certificate of account registration. It should also be noted that consideration by the Shareholders' Meeting of the items or draft resolutions to be presented is subject to the transmission by the interested parties, on the second business day preceding the Shareholders' Meeting (*i.e.* June 9, 2025 at midnight, Paris time, at the latest), of a new certificate proving the registration of their securities under the same conditions as those indicated above.

The items and text of the draft resolutions requested by shareholders will be published on the Company's website at www.gtt.fr without delay.

The notice of meeting will be followed by a convening notice containing any changes to the agenda following requests for the inclusion of draft resolutions submitted by shareholders and/or the social and economic committee.



DOCUMENTS MADE AVAILABLE TO SHAREHOLDERS

In accordance with applicable legal and regulatory provisions, all documents that must be made available to shareholders in connection with this Shareholders' Meeting will be available at the Company's registered office (1, route de Versailles – 78470 Saint-Rémy-lès-Chevreuse). The documents referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code may also be sent to shareholders on request to Uptevia, Service Assemblées Générales – 90 - 110 esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, as from the publication of the meeting notice or 15 days before the Shareholders' Meeting, depending on the document in question, and up to and including the fifth day before the Shareholders' Meeting.

All documents and information provided for in Article R. 22-10-23 of the French Commercial Code may be consulted on the Company's website at the following address: www.gtt.fr as from the 21st day preceding the Shareholders' Meeting, at the latest on May 21st 2025.

The Shareholders meeting will be broadcast live in its entirety on the Company's website on the day of the Meeting.

A recording of the Shareholders Meeting will be available on the Company's website no later than seven working days after the date of the Shareholders Meeting and for at least the minimum legal and regulatory period from the date of its publication.

Confirmation that the vote has been taken into account

In accordance with Articles L. 22-10-43-1 and R. 228-32-1, II of the French Commercial Code, shareholders may contact the Company to request confirmation that their vote has been taken into account in the deliberations. Any such request from a shareholder must be made within three months of the date of the vote (accompanied by documentary evidence of the shareholder's identity). The Company will respond no later than 15 days following the request or the Shareholder Meeting, whichever is later, unless the information is already available.

Voting results

The voting results for each resolution will be published on the Company's website within 15 days of the date of the Shareholders Meeting.

HOW TO FILL IN YOUR FORM

IF YOU WISH TO ATTEND THE SHAREHOLDERS' MEETING:

please tick this box.

IF YOU ARE A BEARER SHAREHOLDER:

you will need a certificate of participation through your account holder to be attached to this form.

IF YOU DO NOT WISH TO ATTEND THE SHAREHOLDERS' MEETING:

tick box 1, 2, or 3.

①

IF YOU WISH TO VOTE BY MAIL

please tick this box and follow the instructions.

②

IF YOU WISH GIVE PROXY TO THE CHAIRMAN OF THE SHAREHOLDERS' MEETING:

please tick this box.

③

IF YOU WISH TO GIVE PROXY TO A NAMED PERSON:

please tick this box and fill out the contact details of this person.

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

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

GAZTRANSPORT & TECHNIGAZ (GTT)
 S.A. au capital de 371 177,72 €
 Siège Social :
 1, route de Versailles
 78470 Saint-Rémy-lès-Chevreuse
 662 001 403 R.C.S. VERSAILLES

ASSEMBLEE GENERALE MIXTE
 Convoquée le Mercredi 11 Juin 2025 à 15h
 Au Domaine de St Paul bat. A3, 102, route de Limours
 78430 Saint-Rémy-lès-Chevreuse

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

Identifiant - Account
 Nominatif Registered
 Porteur Bearer
 Vote simple Single vote
 Vote double Double vote
 Nombre d'actions Number of shares
 Nombre de voix - Number of voting rights

① JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
 Cf. au verso (2) - See reverse (2)
 Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix.
 On the draft resolutions not approved, I cast my vote by shading the box of my choice.

② JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

③ JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting
 M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
 Adresse / Address

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

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

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:
 - Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting
 - Je m'abstiens. / I abstain from voting
 - Je donne procuration [cf. au verso renvoi (4)] à M. Mme ou Mlle, Raison Sociale pour voter en mon nom
 I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf.....

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than:
 sur 1^{ère} convocation / on 1st notification 07 Juin 2025 sur 2^{ème} convocation / on 2nd notification

si / to: UPTVEIA
 Service Assemblées
 90-110 Esplanade du Général de Gaulle
 92931 Paris La Défense Cedex

Date & Signature

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

PLEASE CHECK YOUR FULL NAME AND ADDRESS

Regardless of your selection,
PLEASE DATE AND SIGN HERE

2

OVERVIEW OF THE SITUATION AND ACTIVITY IN FISCAL YEAR 2024

EVOLUTION OF GROUP BUSINESS ACTIVITY IN 2024

LNG CARRIERS: CONTINUED ORDER MOMENTUM

In the 2024 financial year, GTT booked 72 LNG carrier orders, including 18 very large-capacity LNG carriers (271,000 m³). The delivery of these vessels is scheduled between 2026 and 2031. Over the period, GTT also received two FSRU⁽¹⁾ orders and one FLNG⁽²⁾ order.

Additionally, since the beginning of 2025, GTT has already secured seven LNG carrier orders, including six very large-capacity LNG carriers.

ETHANE CARRIERS: A PIONEERING POSITION

In the 2024 financial year, GTT received 12 orders for large-capacity ethane carriers (including eight ultra large ethane carriers, i.e. 150,000 m³, a world first). These vessels are scheduled for delivery in 2026 and 2027.

Additionally, since the beginning of 2025, GTT has received three orders for very large ethane carriers.

LNG AS FUEL: MARKET RECOVERY AMID INTENSIFIED COMPETITION

In 2024, GTT received an order from the HD KSOE shipyard to design the cryogenic tanks for 12 very large LNG-powered container ships for CMA CGM. These vessels are scheduled for delivery between the second quarter of 2027 and the second quarter of 2028.

In the third quarter of 2024, GTT also received a new order from the Ibaizabal Group for an 18,600 m³ LNG bunkering vessel, which will be chartered by TotalEnergies.

Additionally, in February 2025, the Group received a new order for 12 very large LNG-fuelled container ships.

GTT also secured an order, in collaboration with Nkkiso, to equip ten LNG-fuelled container ships with the Recycool™ reliquefaction system. Developed by GTT, this passive boil-off gas management system significantly reduces CO₂ emissions from LNG-fuelled vessels.

DIGITAL SOLUTIONS: VERY STRONG GROWTH IN ACTIVITY

Revenues from digital solutions grew by 85% in 2024 compared to the previous year, reaching 15.6 million euros, with a gross margin of 48%. This performance was driven by new commercial successes with leading ship-owners and the acquisition of VPS, a Danish company specialising in vessel performance management, whose integration was successfully completed.

Numerous contracts were signed with key industry players. In particular, Ascenz Marorka's weather routing solution was selected to equip several vessels in Latsco fleet, the "Smart Shipping" solution was chosen to equip the entire LNG carrier fleet of Gazocean, and VPS's "Vesper" performance management platform was adopted for several vessels in the Harren Shipping Services' fleet.

Moreover, Ascenz Marorka has been granted "cybersecurity" approval for its digital solutions by the classification society, Bureau Veritas.

SERVICES: STRONG PERFORMANCE BY PRE-PROJECT STUDIES AND VESSEL ASSISTANCE

In 2024, revenues from services increased by 18.2% compared to the previous year, reaching 23.3 million euros. This growth was primarily driven by the strong performance by pre-project studies and assistance services for vessels in operation. In 2024, the

Services division secured several framework agreements with leading ship-owners, including Jovo, Maran Tankers and ENI for the Coral Sul FLNG in Mozambique.

(1) Floating Storage Regasification Unit.

(2) Floating LNG unit.

INNOVATION: CONTINUOUS DEVELOPMENT OF NEW TECHNOLOGIES

In early 2024, as part of a joint development project between GTT, TotalEnergies, LMG Marin and Bureau Veritas, GTT received two approvals in principle from Bureau Veritas: one for the design of a cryogenic membrane containment system for liquefied hydrogen, and the other for the preliminary design of a large-capacity hydrogen carrier. These approvals mark the first major achievement in the development of a liquid hydrogen transport sector.

In the field of LNG carriers, the Group received:

- in June 2024, two major approvals from Bureau Veritas and Lloyd's Register for GTT NEXT1, its next-generation LNG containment technology. This cutting-edge solution combines the best of GTT's technologies to deliver optimal performance and enhanced reliability for the transport of LNG;
- in September 2024, at the Gastech exhibition, two approvals in principle from Lloyd's Register and Bureau Veritas for a new, ground-breaking, 200,000 m³ LNG carrier concept, specifically designed for optimised speed. By integrating three tanks instead of the traditional four, this design allows the same annual LNG delivery volume while reducing fuel consumption

through a lower cruising speed. With lower investment and operating costs, this solution allows ship-owners to reduce unit transport costs by approximately 5% and cut CO₂ emissions by around 20%.

Finally, regarding vessels powered by LNG or alternative fuels:

- GTT obtained three approvals in principle, paving the way for the use of ammonia (ABS and Bureau Veritas) and methanol (Bureau Veritas) as alternative fuels for LNG-powered vessels equipped with the Mark III system. These innovations enable ship-owners to prepare their vessels for future conversion without major structural modifications;
- GTT continued its efforts to develop new applications to meet environmental requirements and announced the implementation of its "1 barg" concept in collaboration with an Asian shipyard on two series of 12 LNG-fuelled container ships. This innovative concept will allow these vessels to comply with future port regulations requiring onshore power connections.

It should be noted that the GTT Group filed 62 patents in 2024, a level close to that of previous years.

GTT STRATEGIC VENTURES: FOUR INVESTMENTS IN 2024

As part of the implementation of the Group's innovation strategy, GTT's investment fund made four minority investments in 2024, acquiring stakes in the following companies:

- Energo, the French technological expert in the production of synthetic molecules using plasma catalysis;
- CryoCollect, a French engineering company specialising in gas treatment, liquefaction and separation technologies for gases such as biomethane, carbon dioxide and hydrogen;

- Seaber.io, a Finnish software company specialising in the digitalisation of scheduling and chartering processes for bulk shipping;
- Bluefins, an innovative start-up in the field of ship propulsion systems.

Since its creation in 2022, GTT Strategic Ventures has made seven minority investments.

CSR PERFORMANCE

In February 2024, GTT unveiled its CSR roadmap for the 2024-2026 period, setting out objectives and action plans aligned with its environmental and social priorities. This approach has enabled the Group to accelerate the implementation of its CSR ambitions from 2024 onwards. Furthermore, the CDP once again recognised

the quality of GTT's GHG emission reduction strategy, awarding it a "B" rating in the Climate questionnaire for the third consecutive year. The results of this CSR roadmap will be disclosed in the Universal Registration Document to be published at the end of April 2025.

► ORDER BOOK AT DECEMBER 31, 2024

On January 1, 2024, GTT's order book excluding LNG as fuel comprised 311 units. The following changes have occurred since January 1:

- deliveries: 62 LNG carriers, 4 onshore storage tanks;
- orders received: 72 LNG carriers, 12 ethane carriers, 2 FSRUs and 1 FLNG.

At December 31, 2024, the order book, excluding LNG as fuel, stood at 332 units, breaking down as follows:

- 306 LNG carriers;
- 16 ethane carriers;
- 3 FSRU;
- 2 FLNG;
- 5 onshore storage tanks.

Regarding LNG as fuel, with the delivery of 39 vessels and orders for 12 container ships and one LNG bunker vessel, there were 50 vessels on order at December 31, 2024.

CONSOLIDATED REVENUE

<i>(in millions of euros)</i>	2023	2024	Change
Revenues	427.7	641.4	+50.0%
New builds	389.5	591.1	+51.8%
LNG carriers/ethane carriers	353.4	552.5	+56.4%
FSU ⁽¹⁾	2.4	-	N/A
FSRU ⁽²⁾	-	1.4	N/A
FLNGs ⁽³⁾	-	4.6	N/A
Onshore storage tanks	4.1	1.7	-58.8%
LNG-powered vessels	29.5	30.9	+4.6%
Electrolysers	10.1	11.4	+12.7%
Digital	8.4	15.6	+85.1%
Services	19.7	23.3	+18.2%

(1) Floating Storage Unit for LNG.

(2) Floating Storage Regasification Unit for LNG.

(3) Floating Liquefied Natural Gas vessel: LNG liquefaction unit.

Consolidated revenues for the 2024 financial year stood at 641.4 million euros, up 50.0% compared to 2023, benefiting from the increase in the number of LNG carriers under construction and, to a lesser extent, the growth in the digital business.

- Revenues from new builds amounted to 591.1 million euros, up 51.8% compared to 2023, benefiting from the increase in the number of LNG carriers under construction.
 - Royalties from LNG and ethane carriers amounted to 552.5 million euros (up 56.4%), 1.4 million euros for FSRUs, 4.6 million euros for FLNGs and 1.7 million euros for onshore storage tanks.
 - Royalties generated by the LNG as fuel business (30.9 million euros, up 4.6%) were stable compared to 2023, reflecting the large number of orders received in 2021 and 2022.

- Revenues from Elogen's electrolyser business line amounted to 11.4 million euros in 2024, *versus* 10.1 million euros in 2023.
- Revenues in the digital business were 15.6 million euros, up 85.1% in 2024, thanks to new commercial successes with leading ship-owners and the acquisition of Danish company VPS in February 2024.
- Revenues from services increased by 18.2% to stand at 23.3 million euros in 2024, driven primarily by the strong performance by pre-project studies and assistance services for vessels in operation.

ANALYSIS OF THE 2024 CONSOLIDATED INCOME STATEMENT

<i>(in millions of euros; earnings per share in euros)</i>	2023	2024	Change
Revenues	427.7	641.4	+50.0%
Operating income before depreciation of non-current assets (EBITDA)	234.5	388.1	+65.5%
EBITDA margin <i>(on revenues, %)</i>	54.8%	60.5%	
Operating income (EBIT)	223.5	374.3	+67.5%
EBIT margin <i>(on revenues, %)</i>	52.3%	58.4%	
Net income	201.4	347.8	+72.7%
Net margin <i>(on revenues, %)</i>	47.1%	54.2%	
Net earnings per share ⁽¹⁾ <i>(in euros)</i>	5.45	9.40	

(1) Net earnings per share were calculated on the basis of the weighted average number of shares outstanding, i.e. 36,940,976 shares at December 31, 2023 and 37,007,502 shares at December 31, 2024.

In 2024, Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) amounted to 388.1 million euros, up 65.5% compared to 2023, reflecting strong revenue growth, the absence of significant delays in shipbuilding schedules and effective cost management. External expenses were higher (+19.4%) compared to the previous financial year, linked to the increase in subcontracted tests and studies. Personnel expenses increased by 17.6%, driven by higher headcount in subsidiaries and salary adjustment in line with inflation.

Operating income (EBIT) amounted to 374.4 million euros in 2024, representing an operating margin of 58.4%, a significant increase compared to the previous year, linked to the growth in activity.

Net income amounted to 347.8 million euros for the 2024 financial year, up 72.7% over the previous year.

OTHER 2024 CONSOLIDATED FINANCIAL DATA

<i>(in millions of euros)</i>	2023	2024	Change
Capital expenditures (including investment subsidies)	44.0	68.5	+55.7%
Dividends paid	125.6	228.9	+82.2%
Cash position	267.5	343.3	+28.3%

The Group's capital expenditure increased sharply, mainly due to building renovation work at GTT's headquarters, the acquisition of VPS, and minority investments made by GTT Strategic Ventures. Additionally, the Group effectively managed its working capital

requirements (WCR) in a context of strong growth in activity. As of December 31, 2024, GTT held a positive net cash position of 343.3 million euros, representing a 28.3% increase compared to December 31, 2023.

DIVIDEND FOR THE 2024 FINANCIAL YEAR

On February 20, 2025, the Board of Directors, after approving the financial statements, decided to propose the distribution of a dividend of 7.50 euros per share for the 2024 financial year, representing an increase of 72% compared to 2023. Payable in cash, this dividend will be subject to approval by the Shareholders' Meeting to be held on June 11, 2025. As an interim dividend of 3.67 euros per share was paid out on December 12, 2024 (in accordance with the Board decision on

July 25, 2024), the cash payment of the balance of the dividend, amounting to 3.83 euros per share, will take place on June 19, 2025 (ex-dividend date: June 17, 2025). This proposed dividend corresponds to a payout ratio of 80% of consolidated net income.

In addition, the Company plans to pay out an interim dividend for 2025 in December 2025.

GOVERNANCE

The Board of Directors announced the resignation of Jean-Baptiste Choimet as Chief Executive Officer of GTT on February 10, 2025.

On the recommendation of its Compensation and Nominations Committee, GTT's Board of Directors, at its meeting on February 9, 2025, designated Philippe Berterottière, Chairman of the Board of Directors, as Chief Executive Officer of GTT on an interim basis.

The Board of Directors immediately initiated a process to select a new Chief Executive Officer.

OUTLOOK

As of the end of December 2024, the Group has very strong revenue visibility, supported by the order book for its core business. This represents a cumulative future revenue of 1,902 million euros (675 million euros in 2025, 586 million euros in 2026, 395 million euros in 2027, and 247 million euros in 2028 and beyond).

In the absence of any significant order delays or cancellations, GTT announces its targets for 2025, namely:

- 2025 consolidated revenue of between 750 million euros and 800 million euros;
- consolidated EBITDA for 2025 between 490 and 540 million euros;
- a 2025 dividend payout target corresponding to a minimum payout of 80% of consolidated net income⁽¹⁾.

EVENTS AFTER THE REPORTING PERIOD

On February 10, 2025, the GTT group also confirmed the strategic review of the activities of its subsidiary Elogen. Due to a difficult market context for green hydrogen, Elogen did not in fact receive any significant orders in 2024. The initial conclusions of the strategic review highlight the need for the GTT group to redirect Elogen's positioning with a view to promoting its technological strengths. Hence, and without excluding other options for its future, Elogen's business should, in time, after the delivery of orders in progress, focus on research and development. This planned repositioning of Elogen's activities involves the following measures:

- the launch of a workforce reorganisation and adjustment project within Elogen, which may result in the elimination of 110 positions as part of a redundancy plan. The plan would

initially include a voluntary departure phase to minimise the number of forced departures. The measures necessary to reposition Elogen's activities are subject to the procedures for informing and consulting with the employee representative bodies, which began in 2025. These measures, currently being estimated, will impact the 2025 consolidated net income;

- the suspension of the construction of its Vendôme plant and the consideration of future options for the site, in consultation with local authorities. In the event that none of the options result in the resumption of site activities, the figure in the statement of financial position as at December 31, 2024, which could be impaired in 2025, would be 19.2 million euros, excluding land (1.5 million euros);

(1) Subject to approval by the Shareholders' Meeting and the amount of distributable net income in the GTT S.A. corporate financial statements.

- lastly, on account of (i) the market situation, (ii) the distribution of the subsidy in two parts – one for the construction of the gigafactory and the other for Elogen R&D expenses, and (iii) initial discussions with the administrative authorities in January 2025,

the financial assistance received in the context of the IPCEI funding in 2022 and 2023 (17 million euros and 13 million euros respectively) was deemed secured for the closing of the financial statements as at December 31, 2024.

CONSOLIDATED IFRS FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEET

(in thousands of euros)

	December 31, 2023	December 31, 2024
Intangible assets	23,062	37,336
Goodwill	15,365	18,966
Property, plant and equipment	41,988	56,466
Investments in equity-accounted companies	5,917	10,405
Non-current financial assets	3,053	8,236
Deferred tax assets	8,518	5,157
Non-current assets	97,903	136,566
Inventories	19,746	29,790
Trade receivables	158,098	186,020
Current tax receivable	54,132	82,707
Other current assets	18,848	35,990
Current financial assets	132	390
Cash and cash equivalents	267,529	343,328
Current assets	518,486	678,224
TOTAL ASSETS	616,389	814,789

(in thousands of euros)

	December 31, 2023	December 31, 2024
Share capital	371	371
Share premium	2,932	6,853
Treasury shares	(8,911)	(7,418)
Reserves	140,536	113,826
Net income	201,369	347,760
Equity attributable to owners of the parent	336,297	461,392
Equity – share attributable to non-controlling interests	43	75
Total equity	336,340	461,467
Non-current provisions	5,968	6,210
Financial liabilities – non-current part	5,962	13,840
Deferred tax liabilities	8	1,154
Non-current liabilities	11,937	21,204
Current provisions	8,543	4,486
Trade payables	32,367	44,558
Advance payments of subsidies	484	1,479
Current tax debts	7,279	9,782
Current financial liabilities	2,382	2,142
Other current liabilities	217,056	269,671
Current liabilities	268,112	332,118
TOTAL EQUITY AND LIABILITIES	616,389	814,789

CONSOLIDATED INCOME STATEMENT

(in thousands of euros)

	December 31, 2023	December 31, 2024
Revenues from operating activities	427,704	641,387
Other operating income	1,330	2,334
Total operating income	429,034	643,721
Costs of sales	(17,764)	(28,147)
External expenses	(86,186)	(102,902)
Personnel expenses	(95,565)	(112,359)
Tax and duties	(3,640)	(3,872)
Depreciation and provisions	(4,995)	(26,629)
Other current operating income and expenses	2,643	4,537
Current operating income (EBIT)	223,527	374,349
EBIT margin on revenues (%)	52.3%	58.4%
Other non-current operating income and expenses	8,850	21,000
Current and non-current operating income	232,377	395,349
Financial income	4,256	11,792
Share in the income of associated entities	(407)	(339)
Profit (loss) before tax	236,225	406,802
Income tax	(34,853)	(58,978)
Net income	201,372	347,824
Net income Group share	201,369	347,760
Net earnings of non-controlling interests	3	63
Basic earnings per share (in euros)	5.45	9.40
Diluted earnings per share (in euros)	5.43	9.37
Average number of shares outstanding	36,940,976	37,007,502
Diluted number of shares	37,094,967	37,136,514

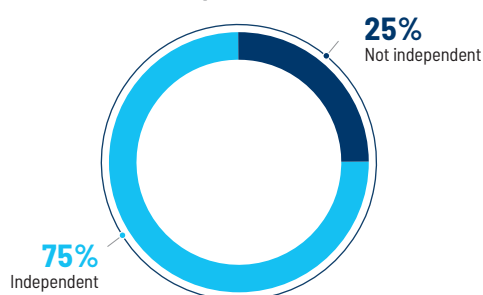
3

GOVERNANCE OF GTT

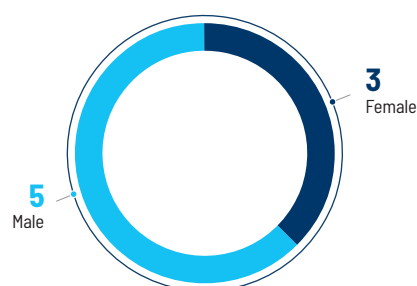
3.1 BOARD OF DIRECTORS

COMPOSITION OF THE BOARD OF DIRECTORS AT DECEMBER 31, 2024

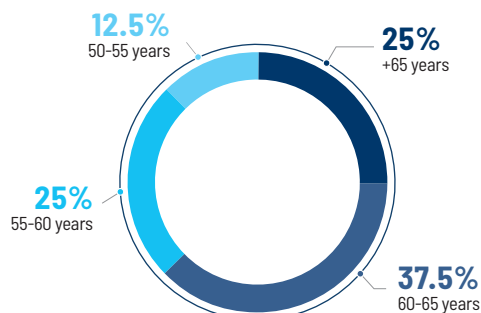
The breakdown of independent/non-independent directors



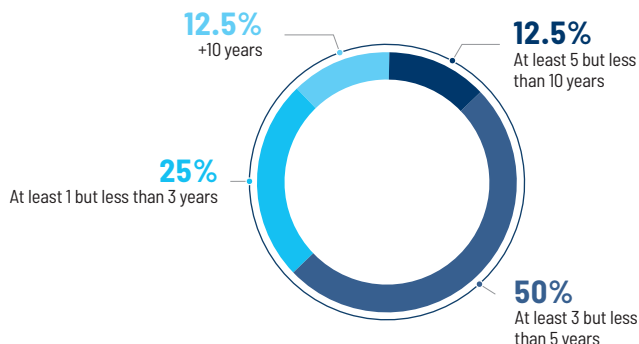
The gender balance⁽¹⁾



The breakdown by age group



The breakdown by length of service



(1) Representation compliant with the rule that if a board has eight members or fewer, the maximum difference between the genders cannot exceed two. On April 17, 2025, the Board of Directors co-opted Virginie Banet to replace Frédérique Kalb, who resigned. Following this provisional appointment, which will be submitted for approval by the Shareholders' Meeting of June 11, 2025, the Board of Directors will comprise nine members: 44.5% women and 55.5% men. The rate of directors who are independent will be 78%.

Directors in office at December 31, 2024

Director	Age/ Gender	Nationality	Number of shares	Date of initial appoint- ment	Expiry of current term of office	Attendance rate at Board meetings and number of meetings attended by directors and to which they were invited	Attendance rate at meetings of the Audit and Risk Management Committee	Attendance rate at meetings of the Compensation and Nominations Committee	Attendance rate at meetings of the Strategic and CSR Committee	Offices held in other listed companies
Philippe Berterottière Chairman and Chief Executive Officer	67/M	French	167,568	2013	2026 AGM called to approve the 2025 financial statements	100% 10/10	N/A	N/A	N/A	0
Domitille Doat Le Bigot Independent director	53/F	French	100	2023	2025 AGM called to approve the 2024 financial statements	100% 10/10	80%	N/A	N/A	1
Carolle Foissaud Independent director	58/F	French	200	2022	AG 2028 called to approve the 2027 financial statements	90% 9/10	N/A	100%	N/A	1
Luc Gillet Independent director	67/M	French	100	2023	AG 2027 called to approve the 2026 financial statements	100% 10/10	N/A	N/A	100%	1
Pierre Guiollot Director	57/M	French	100	2020	2027 AGM called to approve the 2026 financial statements	100% 10/10	100%	100%	N/A	0
Pascal Macioce Independent director	70/M	French	100	2022	2026 AGM called to approve the 2025 financial statements	100% 10/10	100%	N/A	N/A	0
Catherine Ronge Independent director	64/F	French	100	2021	2027 AGM called to approve the 2026 financial statements	100% 10/10	N/A	100%	100%	0
Antoine Rostand Independent director	62/M	French	100	2022	2026 AGM called to approve the 2025 financial statements	100% 10/10	N/A	N/A	100%	0

The table below shows the changes in the composition of the Board of Directors since the 2024 Shareholders' Meeting:

Departures	Appointment	Ratification/reappointment at the 2025 Shareholders' Meeting
Frédérique Kalb tendered her resignation on June 12, 2024, following the Shareholders' Meeting	Temporary appointment of Virginie Banet on April 17, 2025 to replace Frédérique Kalb, who resigned	Ratification of the co-option of Virginie Banet
		Reappointment of Domitille Doat Le Bigot

CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS

Changes in the composition of the Board of Directors up to the date of this report

The Shareholders' Meeting of June 12, 2024 reappointed Carole Foissaud and ratified the co-option of Domitille Doat Le Bigot, both as independent directors.

Frédérique Kalb resigned from her directorship at the close of the Shareholders' Meeting of June 12, 2024.

This meant that at December 31, 2024, the Board of Directors had eight members, six of them independent directors, i.e. 75% of total members. Of the eight members, five were men and three were women. This representation is compliant with the rule that if a board has eight members or fewer, the maximum difference between the genders cannot exceed two.

Lastly, on April 17, 2025, the Board of Directors co-opted Virginie Banet as an independent director to replace Frédérique Kalb, who resigned. This co-option is subject to ratification by the Shareholders' Meeting of June 11, 2025.

For purposes of their terms of office, the members of the Board of Directors are domiciled at the Company's registered office.

Directors whose term of office expires at the close of the Shareholders' Meeting held to approve the financial statements for the financial year ended December 31, 2024

The term of office of Domitille Doat Le Bigot, independent director, will expire at the end of the Shareholders' Meeting called to approve the financial statements for the financial year ended December 31, 2024. On the proposal of the Compensation and Nominations Committee, the Board of Directors resolved to submit to the Shareholders' Meeting of June 11, 2025 the reappointment of Domitille Doat Le Bigot.

Domitille Doat Le Bigot has sat on the Board of Directors as an independent director since June 7, 2023, following her provisional appointment by the Board of Directors, ratified by the Shareholders' Meeting of June 12, 2024, to replace Sandra Roche-Vu Quang for the remainder of the latter's term of office, *i.e.* until

the end of the Shareholders' Meeting of June 11, 2025. She has also been a member of the Audit and Risk Management Committee since the date of her appointment. Domitille Doat Le Bigot brings to the Board of Directors her experience in the field of technology, her digital technology and transformation skills and her knowledge of Asia. The Board has ensured that Domitille Doat Le Bigot will continue to be sufficiently available to contribute diligently to the Board's work. Since her appointment to the Board of Directors, Domitille Doat Le Bigot's attendance rate at meetings of the Board and of the Audit and Risk Management Committee has been 100%.

Diverse and complementary expertise represented on the Board

The Board aims to maintain the diversity and complementarity of technical expertise and experience. Some members have strategic expertise and others have financial or more specific expertise (in particular the energy sector, financial communication and managerial experience). The diversity and complementarity

of the experience and expertise of the members of the Board of Directors allow for fast and in-depth understanding of GTT's development challenges, as well as quality decision-making within the Board.

The skills matrix of the various Board members as at the publication date of the Universal Registration Document, as reviewed by the Compensation and Nominations Committee, is provided below:

Name of director	Energy markets	Maritime sector	Asia	Digital	CSR	Technology-Innovation-R&D	Finance-Audit-M&A	Listed companies-Governance	General Management	New energies, hydrogen	Manufacturing industry
Philippe Berterottière Chairman and Chief Executive Officer	x	x	x		x	x	x	x	x	x	
Domitille Doat Le Bigot			x	x	x	x					
Carolle Foissaud	x				x	x	x	x	x		x
Luc Gillet	x	x	x		x				x	x	
Pierre Guiollot	x						x	x		x	
Pascal Macioce					x		x	x			
Catherine Ronge		x			x	x	x	x	x		x
Antoine Rostand	x			x	x	x			x		

Following the resignation of Frédérique Kalb on June 12, 2024, the Board resolved to recruit a new director to replace Ms Kalb, having considered it desirable to have nine members and also improve the Board's gender balance.

BOARD COMMITTEES

The Board of Directors had three specialised committees in 2024, all composed mainly of independent directors:

Committees	Number of meetings in 2024	Proportion of independent members	Independent chairman
Audit and Risk Management Committee	5	2/3	Yes
Compensation and Nominations Committee	10	2/3	Yes
Strategic and CSR Committee	4	3/3	Yes

3.2 MANAGEMENT BODIES

Under the bylaws and the Internal Regulations of the Board of Directors, the person responsible for the General Management of the Company is either the Chairman of the Board of Directors who shall bear the title of Chairman and Chief Executive Officer, or another individual appointed by the Board of Directors among its members or outside, who shall bear, in this case, the title of Chief Executive Officer.

The Board of Directors decides which of the two General Management options it wishes to adopt by a majority vote of the directors present or represented.

If the Board of Directors decides to separate the offices of Chairman of the Board of Directors and Chief Executive Officer, it appoints a Chief Executive Officer.

When the Chairman of the Board of Directors is responsible for the Company's General Management, all of the provisions applying to the Chief Executive Officer also apply to the Chairman.

At the proposal of the Chief Executive Officer, the Board of Directors may appoint, among its members or outside of the Board, one or two persons to assist the Chief Executive Officer, who bear the title of Chief Operating Officer.

3.2.1 GENERAL MANAGEMENT PRACTICES AND LIMITATIONS OF AUTHORITY

The aim of GTT's governance is to maintain a structure that effectively addresses the Group's strategic challenges. This includes ensuring a balance of power within the Company's bodies and observing best practices.

On June 12, 2024, the Board of Directors, taking into account investors' preference for separating the roles of Chairman and Chief Executive Officer, appointed Jean-Baptiste Choimet as Chief Executive Officer and Philippe Berterottière as Chairman of the Board of Directors.

On February 9, 2025, following the resignation of Jean-Baptiste Choimet from his role as Chief Executive Officer, the Board of Directors combined the roles of Chairman and Chief Executive Officer, appointing Philippe Berterottière as Chairman and Chief Executive Officer for a transitional period, pending the appointment of a new Chief Executive Officer.

In this context, the Board of Directors appointed an *ad hoc* committee, composed of Catherine Ronge (Chair of the *ad hoc* committee), Pascal Macioce and Antoine Rostand. The *ad hoc* committee has initiated a selection process and appointed a recruitment firm to assist it.

A number of measures are in place to ensure that the Board of Directors and its committees operate effectively, that a balance of power is maintained within the Company and, more generally, that conflicts of interest are prevented or resolved.

Accordingly, under this new governance:

- i. the Board has a high percentage of independent directors;
- ii. there are limitations on the powers of the Chairman and Chief Executive Officer, as previously provided for (see below, especially "Powers of the Board of Directors");
- iii. special committees are all chaired by independent directors and the majority of members are independent directors;
- iv. given that the functions of Chairman of the Board of Directors and Chief Executive Officer are combined on a temporary basis, the Board of Directors, on the recommendation of the Nominations Committee, did not consider it necessary or appropriate to appoint a lead director.

As at the date of filing of the Universal Registration Document, Philippe Berterottière performs the duties of Chairman and Chief Executive Officer of the Company.

3.2.2 EXECUTIVE COMMITTEE

The role of the Executive Committee is to assist the General Management in defining and implementing the Company's strategic orientations. At March 31, 2025 the functions represented on the Executive Committee were:

- Chief Executive Officer;
- General Secretary;
- Finance and Strategy Director;
- Commercial Director;

- Chief Digital Officer;
- Chief Transformation Officer Innovation Director;
- Human Resources Director;
- Technical Director.

The composition of the Executive Committee is presented in chapter 1, section 1.2.

The Executive Committee meets twice a month.

4

GENERAL MEETING

4.1 AGENDA

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

1. Approval of the annual financial statements for the financial year ended December 31, 2024.
2. Approval of the consolidated financial statements for the financial year ended December 31, 2024.
3. Appropriation of net income for the financial year ended December 31, 2024.
4. Statutory Auditors' special report on related-party agreements subject to the provisions of Articles L. 225-38 *et seq.* of the French Commercial Code.
5. Ratification of the appointment of Virginie Banet as director.
6. Reappointment of Domitille Doat Le Bigot as director.
7. Approval of the information relating to the compensation of corporate officers referred to in Article L. 22-10-9 I of the French Commercial Code for the 2024 financial year.
8. Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the 2024 financial year or granted in respect of the same year to Philippe Berterottière, Chairman and Chief Executive Officer, for the period from January 1, 2024 to June 12, 2024.
9. Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the 2024 financial year or granted in respect of the same year to Philippe Berterottière, Chairman of the Board of Directors, for the period from June 12 to December 31, 2024.
10. Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the 2024 financial year or granted in respect of the same year to Jean-Baptiste Choimet, Chief Executive Officer, for the period from June 12, 2024 to December 31, 2024.
11. Approval of the compensation policy for the Chairman of the Board of Directors for the period from January 1, 2025 to February 9, 2025.
12. Approval of the compensation policy applicable to the Chief Executive Officer for the period from January 1, 2025 to February 9, 2025.
13. Approval of the compensation policy applicable to the Chairman and Chief Executive Officer as from February 9, 2025.
14. Approval of the compensation policy applicable to members of the Board of Directors.
15. Setting of the amount of the total annual compensation of the members of the Board of Directors.
16. Authorisation to be granted to the Board of Directors to carry out transactions on the Company's shares.

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

17. Authorisation to be granted to the Board of Directors for a period of 24 months to reduce the share capital by cancelling treasury shares.
18. Delegation of authority to be granted to the Board of Directors for a period of 26 months to decide on the issue with preferential subscription rights of shares and/or securities giving access to the share capital of the Company or its subsidiaries and/or securities giving entitlement to the allocation of debt securities.
19. Delegation of authority to be granted to the Board of Directors for a period of 26 months to decide on the issue, with cancellation of preferential subscription rights, of shares and/or securities giving access to the share capital of the Company or its subsidiaries, and/or securities giving entitlement to the allocation of debt securities, by public offer other than those stipulated in Article L. 411-2, 1° of the French Monetary and Financial Code.
20. Delegation of authority to be granted to the Board of Directors for a period of 26 months to decide on the issue with cancellation of the preferential subscription rights of shares and/or securities giving access to the Company's or its subsidiaries' share capital and/or securities granting entitlement to the allocation of debt securities, by private placement referred to in Article L. 411-2, 1° of the French Monetary and Financial Code.
21. Delegation of authority to be granted to the Board of Directors for a period of 26 months to increase the number of shares to be issued in the event of the issuance of ordinary shares and/or securities giving access to the share capital of the Company, any subsidiary and/or any other company with maintenance or cancellation of preferential subscription rights.
22. Delegation of authority to be granted to the Board of Directors for a period of 26 months to issue shares and/or securities giving access to the share capital without preferential subscription rights in consideration for contributions in kind relating to shares and/or securities giving access to the share capital.
23. Delegation of authority to be granted to the Board of Directors for a period of 26 months to decide to increase the share capital by incorporation of premiums, reserves, profits or other items.
24. Delegation of authority to be granted to the Board of Directors for a period of 26 months to decide on the issue, with cancellation of preferential subscription rights, of shares or securities giving access to the share capital reserved for members of employee savings schemes.

25. Delegation of authority to be granted to the Board of Directors to carry out a capital increase in favour of category(ies) of named beneficiaries, in connection with the implementation of the Group international shareholding and savings plans, with cancellation of preferential subscription rights.

26. Overall limit on authorisations for issuing shares and securities giving access to the share capital.

27. Authorisation to be granted to the Board of Directors to allocate existing or future free shares to employees and corporate officers of the Group or to some of them.

28. Amendment to Article 18 of the Company's bylaws.

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

29. Powers for formalities.

4.2 BOARD OF DIRECTORS' REPORT ON THE PROPOSED RESOLUTIONS

Dear Shareholders,

We have called you to this Annual Shareholders' Meeting in accordance with the conditions stipulated by law and our bylaws in order, in particular, to submit for your approval the resolutions covering the annual financial statements for the financial year ended December 31, 2024.

Your Board of Directors submits the following 29 resolutions for your approval.

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

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

(1st resolution)

You are asked to approve the Company's annual financial statements for the financial year ended December 31, 2024, as well as non-tax-deductible expenses and charges.

The Company's corporate financial statements show a profit of 321,258,305.71 euros.

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

(2nd resolution)

You are asked to approve the Group's consolidated financial statements for the financial year ended December 31, 2024, which show a profit of 347,824,022.61 euros.

Appropriation of profit and setting of the dividend amount

(3rd resolution)

After noting that the corporate financial statements for the financial year ended December 31, 2024 show a profit of 321,258,305.71 euros, your Board of Directors proposes the following allocation of this profit:

Profit for the financial year	321,258,305.71 euros
Other reserves	-
Interim dividend	(135,897,850.29) euros
Distributable profits	185,360,455.42 euros
Allocation	-
Dividend balance⁽¹⁾	141,825,999.21 euros
Retained earnings	43,534,456.21 euros

(1) The amount of the above distribution is calculated based on the number of shares giving entitlement to a dividend on December 31, 2024, namely 37,030,287 shares and may vary if the number of shares giving entitlement to dividends changes between January 1, 2024 and the ex-dividend date, notably depending on the number of treasury shares, and definitive allocations of free shares.

Accordingly, the dividend to be distributed would be of 7.50 euros per share.

An interim dividend payment of 3.67 euros per share was paid on December 12, 2024. The balance due, 3.83 euros per share, should be paid on June 19, 2025, it being stipulated that the ex-dividend date will be June 17, 2025.

In accordance with the requirements of Article 243 *bis* of the French General Tax Code, shareholders are informed that, under the conditions defined by current law and regulations, this gross dividend will be subject to a single fixed-rate withholding tax paid at an overall rate of 30% (i.e. 12.8% for income tax and 17.2% for social contributions), unless they opt for the progressive income tax scale, which would, in this case, apply to all revenue from capital received in 2024. If the option for the progressive scale is taken, it will entitle the beneficiary to the 40% proportional rebate stipulated in point 2 of 3 of Article 158 of the French General Tax Code, i.e. 3 euros per share. This regime is applicable to natural persons that are resident in France for tax purposes.

Your Board of Directors suggests that the unpaid amount of the dividend attributable to treasury shares as of the payment date be allocated to retained earnings.

Statutory Auditors' special report on related-party agreements subject to the provisions of Articles L. 225-38 et seq. of the French Commercial Code (4th resolution)

Under the 4th resolution, the Board of Directors asks you to note that the Statutory Auditors' special report on related-party agreements does not mention any new agreement entered into during the financial year ended December 31, 2024. Similarly, it does not mention any agreement entered into in prior fiscal years and that remained in effect.

Composition of the Board of Directors (5th and 6th resolutions)

Ratification of the appointment of Virginie Banet as director

Frédérique Kalb resigned as director on June 12, 2024 at the end of the Shareholders' Meeting.

Following this resignation, on the recommendation of the Compensation and Nominations Committee, the Board of Directors co-opted Virginie Banet as an independent director, on April 17, 2025, to replace Frédérique Kalb, who resigned. Under the 5th resolution, your Board of Directors proposes that you ratify the co-optation of Virginie Banet. Ms Banet would serve for

the remainder of her predecessor's term of office, *i.e.* until the end of the General Shareholders' Meeting called in 2027 to approve the financial statements for the year ended December 31, 2026.

She would bring her expertise in banking and M&A advisory to GTT's Board of Directors. She also has proven experience as an independent director at listed companies.

Information about the candidates for director can be found in the appendix to this report.

Renewal of Domitille Doat Le Bigot term of office as director

Domitille Doat Le Bigot's term of office as director expires at the end of the Shareholders' Meeting.

Under the terms of the 6th resolution, your Board of Directors asks you to renew Domitille Doat Le Bigot's term of office as director for a term of four (4) years, *i.e.* until the end of the Shareholders' Meeting held in 2029 to approve the financial statements for the financial year ending December 31, 2028.

Domitille Doat Le Bigot has sat on the Board of Directors as an independent director since June 7, 2023, following her provisional appointment by the Board of Directors, ratified by the Shareholders' Meeting of June 12, 2024, to replace Sandra Roche-Vu Quang for the remainder of the latter's term of office, *i.e.* until

the end of the Shareholders' Meeting of June 11, 2025. She has also been a member of the Audit and Risk Management Committee since the date of her appointment. Domitille Doat Le Bigot brings to the Board of Directors her experience in the field of technology, her digital technology and transformation skills and her knowledge of Asia. The Board has ensured that Domitille Doat Le Bigot will continue to be sufficiently available to contribute diligently to the Board's work. Since her appointment to the Board of Directors, Domitille Doat Le Bigot's attendance rate at meetings of the Board and of the Audit and Risk Management Committee has been 100%.

Following the Shareholders' Meeting, if both of these resolutions were to be adopted, the Board would comprise nine members, including seven independent members (77.8%) and five women (44.5%).

Approval of the information relating to the compensation of corporate officers referred to in Article L. 22-10-9 I of the French Commercial Code for the 2024 financial year (7th resolution)

In accordance with Article L. 22-10-34 I, of the French Commercial Code, you are asked to approve the 7th resolution concerning information on the compensation of the Company's corporate officers listed in Article L. 22-10-9 I, of the French Commercial Code.

The information provided relates in particular to the amount of total compensation and benefits of any kind paid in 2024 or

allocated to the corporate officers in respect of 2024, as well as information allowing analysis of the compensation of the executive officers with regard to the Company's performance.

This information is presented in the Board of Directors' report on corporate governance contained in chapter 4 of the 2024 Universal Registration Document, sections 4.2.1.1 and 4.2.1.2.

Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the 2024 financial year or granted in respect of the same year to Philippe Berterottière, Chairman and Chief Executive Officer, for the period from January 1, 2024 to June 12, 2024

(8th resolution)

In the 8th resolution, you are asked, pursuant to Article L. 22-10-34 II, of the French Commercial Code, to approve the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the 2024 financial year, or allocated in respect of the same year, to Philippe Berterottière, Chairman and Chief Executive Officer, from January 1 to June 12, 2024, as presented in the Board of Directors' report on corporate governance in chapter 4 of the 2024 Universal Registration Document, section 4.2.1.2.2.

These compensation elements were determined in accordance with the principles and criteria for determining, dividing and allocating the fixed, variable and exceptional elements included in the total compensation and benefits of any kind attributable to the executive officers approved by the Shareholders' Meeting of June 12, 2024, in its 10th resolution, under the conditions provided for in Article L. 22-10-8 of the French Commercial Code.

In accordance with Article L. 22-10-34 of the French Commercial Code, the variable and exceptional components of the compensation of the Chairman and Chief Executive Officer will only be paid if this resolution is approved.

Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the 2024 financial year or granted in respect of the same year to Philippe Berterottière, Chairman of the Board of Directors, for the period from June 12 to December 31, 2024

(9th resolution)

In the 9th resolution, you are asked, pursuant to Article L. 22-10-34 II of the French Commercial Code, to approve the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the 2024 financial year, or granted in respect of the same year, to Philippe Berterottière, Chairman of the Board of Directors, from June 12, 2024 to December 31, 2024, as presented in the Board of Directors' report on corporate governance in chapter 4 of the 2024 Universal Registration Document, section 4.2.1.2.4.

These compensation elements were determined in accordance with the principles and criteria for determining, dividing and allocating the fixed, variable and exceptional elements included in the total compensation and benefits of any kind attributable to the executive officers approved by the Shareholders' Meeting of June 12, 2024, in its 12th resolution, under the conditions provided for in Article L. 22-10-8 of the French Commercial Code.

In accordance with Article L. 22-10-34 of the French Commercial Code, the variable and exceptional components of the compensation of the Chairman will only be paid if this resolution is approved.

Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the 2024 financial year or granted in respect of the same year to Jean-Baptiste Choimet, Chief Executive Officer, for the period from June 12 to December 31, 2024

(10th resolution)

In the 10th resolution, you are asked, pursuant to Article L. 22-10-34 II of the French Commercial Code, to approve the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the 2024 financial year, or granted in respect of the same year, to Jean-Baptiste Choimet, Chief Executive Officer from June 12, 2024 to December 31, 2024, as presented in the Board of Directors' report on corporate governance in chapter 4 of the 2024 Universal Registration Document, section 4.2.1.2.3.

These compensation elements were determined in accordance with the principles and criteria for determining, dividing and allocating the fixed, variable and exceptional elements included in the total compensation and benefits of any kind attributable to the executive officers approved by the Shareholders' Meeting of June 12, 2024, in its 11th resolution, under the conditions provided for in Article L. 22-10-8 of the French Commercial Code.

In accordance with Article L. 22-10-34 of the French Commercial Code, the variable and exceptional components of the compensation of the Chief Executive Officer will only be paid if this resolution is approved.

Approval of the compensation policy applicable to the Chairman of the Board of Directors

(11th resolution)

In the 11th resolution, you are asked, pursuant to Article L. 22-10-8 II of the French Commercial Code, and based on the Board of Directors' report on corporate governance, to approve the compensation policy applicable to the Chairman until the offices of Chairman of the Board of Directors and Chief Executive Officer are combined on February 9, 2025, following the resignation of

Jean-Baptiste Choimet, as presented in chapter 4 of the Universal Registration Document, sections 4.2.2.1 and 4.2.2.3.1.

It should be noted that in the event of a separation of the offices of Chairman of the Board of Directors and Chief Executive Officer, this compensation policy would apply to the Chairman of the Board of Directors.

Approval of the compensation policy applicable to the Chief Executive Officer from January 1, 2025 to February 9, 2025

(12th resolution)

In the 12th resolution, you are asked, pursuant to Article L. 22-10-8 II of the French Commercial Code, and based on the Board of Directors' report on corporate governance, to approve the compensation policy applicable to the Chief Executive Officer

from January 1, 2025 to February 9, 2025 (date of Jean-Baptiste Choimet's resignation), as presented in chapter 4 of the Universal Registration Document, sections 4.2.2.1 and 4.2.2.2.

Approval of the compensation policy applicable to the Chairman and Chief Executive Officer as from February 9, 2025

(13th resolution)

In the 13th resolution, you are asked, pursuant to Article L. 22-10-8 II, of the French Commercial Code, based on the Board of Directors' report on corporate governance, to approve the compensation policy applicable to the Chairman and Chief Executive Officer as of February 9, 2025, as presented in chapter 4 of the Universal Registration Document, sections 4.2.2.1 and 4.2.2.2.1.

It should be noted that in the event of a separation of the offices of Chairman of the Board of Directors and Chief Executive Officer, this compensation policy would apply to any Chief Executive Officer appointed in the future.

Approval of the compensation policy applicable to members of the Board of Directors

(14th resolution)

In the 14th resolution, you are asked, pursuant to Article L. 22-10-8, II, of the French Commercial Code, based on the report on corporate governance, to approve the compensation policy applicable

to members of the Board of Directors for the 2024 financial year, as presented in chapter 4 of the Universal Registration Document, sections 4.2.2.1 and 4.2.2.3.2.

Setting of the amount of the total annual compensation of the members of the Board of Directors

(15th resolution)

Under the terms of the 15th resolution, your Board of Directors asks you to set the total annual amount of compensation allocated to the Board of Directors for the financial year beginning on January 1, 2025 at 800,000 euros, which is an increase of 33% from the previous financial year.

The aim of the proposed increase is to account for the growing workload of directors in preparing for Board and committee meetings, as evidenced by the number of meetings held during the 2024 financial year.

This increase would also allow for the recruitment of new independent directors and an additional director, especially if the future chief executive officer were to serve on the Board of Directors. The amount proposed is in line with the results of a study of compensation allocated to boards of companies of comparable size, business and financial profile.

This decision and the total annual amount of compensation allocated to the Board of Directors would be maintained for subsequent financial years until a new decision is adopted by the shareholders.

Authorisation to be granted to the Board of Directors to carry out transactions on the Company's shares

(16th resolution)

The Company requires adequate flexibility to allow it to respond to financial market fluctuations by purchasing their own shares.

To that end, we ask that you renew the authorisation granted to the Board of Directors, for a period of 18 months, so that they may implement a share buyback programme, as follows.

The total number of shares purchased by the Company since the beginning of the buyback programme (including those that were the subject of said buyback) does not exceed 10% of the shares composing the Company's share capital, *i.e.* for illustrative purpose 3,711,777 shares based on the share capital as of December 31, 2024, it being understood that (i) the number of

shares acquired for the purpose of retention and subsequent transfer in a merger, demerger or contribution transaction cannot exceed 5% of its share capital; and (ii) when the shares are bought back to improve liquidity under the conditions defined by the AMF General Regulation, the number of shares used for calculating the above-specified 10% limit will correspond to the number of shares bought, less the number of shares sold during the period of the authorisation.

The Company shall not directly or indirectly own more than 10% of its share capital.

The acquisition, transfer or disposal of shares could be carried out, on one or more occasions, by any means authorised by applicable laws or regulations, including over-the-counter transactions, the trading of blocks of securities for all or part of the programme and the use of any derivative financial instrument. We propose that you fix the maximum purchase price per share at 190 euros (or the equivalent value of this amount at the same date in any other currency). The overall amount of funds that can be allocated to this share buyback programme cannot exceed 705,237,630 euros.

This authorisation would be intended in particular to allow for the following objectives:

- cancellation of shares up to a limit of 10% of the share capital per period of 24 months;
- to cover the commitment to deliver shares, for example in connection with the issue of securities giving access to the capital or the granting of stock options or free shares;

- allocation to employees;
- external growth transactions;
- implementation of a liquidity contract by an investment services provider acting independently; and
- retention and remittance in payment or exchange in the context of a merger, demerger or contribution operation.

This share buyback programme would also be intended to allow the Company to operate for any other purpose permitted or which would become permitted by any applicable laws or regulations in force and to implement any practice that would become allowed by the Autorité des Marchés Financiers.

The Board of Directors may not use this authorisation during the offer period in the event of a tender offer initiated by a third party for the Company's securities, without the prior authorisation of the Shareholders' Meeting. The authorisation shall be granted for a period of eighteen months from the date of this Shareholders' Meeting. It would replace the authorisation previously granted by the Shareholders' Meeting of June 12, 2024 (14th resolution).

2024 review of the previous share buyback programme approved by the Shareholders' Meeting

During the 2024 financial year, the cumulative repurchase of shares as part of the liquidity contract entered into with Rothschild Martin Maurel amounted to 266,703 shares at an average price of 132.0679 euros.

Cumulative sales in relation to the liquidity contracts referred to above related to 266,656 GTT shares at an average price of 132.1427 euros. During this financial year, no shares previously

purchased by the Company were cancelled. As of December 31, 2024, GTT held 50 GTT shares under the liquidity contract and 87,435 GTT shares outside of the liquidity contract.

Detailed information relating to this share repurchase programme authorised by the Shareholders' Meeting is set out in chapter 7, section 7.5 – *Share buyback programme* of the Universal Registration Document.

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

Authorisation to be granted to the Board of Directors to reduce the share capital through the cancellation of the Company's treasury shares

(17th resolution)

You are asked to grant the Board of Directors the authorisation to cancel, through a reduction of share capital, all or part of the treasury shares held by the Company, both following the execution of the share buyback programmes that were authorised by the Shareholders' Meeting in the past, and as part of the buyback programme that you are asked to approve in the 17th resolution.

In accordance with legal provisions, the amount of shares cancelled cannot exceed 10% of the share capital within a period of 24 months. This authorisation would be granted for a period of 24 months.

It would replace the authorisation previously granted by the Shareholders' Meeting of June 12, 2024 (15th resolution).

Financial delegations

(18th to 27th resolutions)

The purpose of the 18th to 27th resolutions is to grant powers to the Board of Directors regarding certain decisions relating to the Company's capital increase.

The purpose of these financial authorisations is to allow the Board of Directors to issue securities in certain circumstances and under certain conditions, according to the Company's needs and the opportunities presented by the financial markets.

The Board of Directors would be authorised to issue securities, with or without preferential subscription rights, on a case-by-case basis. These resolutions can be divided into two main categories:

- those that cover capital increases with the retention of preferential subscription rights; and
- those that cover capital increases with the cancellation of preferential subscription rights.

All capital increases subscribed to in cash grants, in theory, a preferential subscription right to new shares which allows shareholders to subscribe, during a certain time scale, to a number of shares that is in proportion to their stake in the share capital. This preferential subscription right may be detached from the shares and is negotiable for the entire subscription period.

Certain authorisations subject to a vote by the Shareholders' Meeting cover capital increases with the cancellation of this preferential subscription right.

Based on market conditions and the type of securities issued, it may be necessary to cancel the preferential subscription right to carry out an investment in securities under the best possible conditions, notably when the speed of the transactions is an essential component of their success.

The authorisations requested are in line with market practices. These authorisations are subject to a period of validity and issue ceilings. More specifically, these authorisations are granted up to an overall nominal ceiling of 141,500 euros (*i.e.* almost 38% of the Company's share capital at December 31, 2024) applicable to all capital increases through the issue of shares and/or securities giving access to capital, and to a sub-ceiling of 95,000 euros

(*i.e.* approximately 25.5% of the Company's share capital at December 31, 2024) applicable to all capital increases through the issue of shares and/or securities giving access to capital without preferential subscription rights.

Moreover, the resolutions may not be used by the Board of Directors from the date of filing by a third party of a tender offer for the Company's securities until the end of the offer period.

The main characteristics of the financial authorisations subject to approval by the Shareholders' Meeting are set out in the table below:

Resolution	Subject	Purpose of the authorisation	Ceiling	Preferential subscription rights	Procedures for determining issue price of securities	Suspension of authorisation during a public offering of GTT securities	Duration of the authorisation
No. 18	Issue of shares and/or securities giving access to the share capital of the Company or its subsidiaries and/or securities giving entitlement to the allocation of debt securities.	Use of this authorisation may allow the Board of Directors to reinforce GTT's financial structure and equity, and/or contribute to funding its growth.	Maximum nominal amount of capital increases in the Company likely to be carried out immediately or in the future: 95,000 euros (<i>i.e.</i> around 25.5%).	Yes	In the event of an issuance, immediately or in the future, of shares, the Board of Directors may set the issue price as well as the amount of the premium that may, if applicable, be requested upon issuance	Yes	26 months
			Maximum nominal amount of debt securities than may be issued immediately or in the future: 500,000,000 euros.				
			The authorisation also counts towards (i) the 141,500 euros ceiling in terms of the overall maximum nominal amount of capital increases and (ii) the 500,000,000 euros ceiling for the overall maximum nominal amount of issues of financial instruments representing debt securities (26th resolution).				

Resolution	Subject	Purpose of the authorisation	Ceiling	Preferential subscription rights	Procedures for determining issue price of securities	Suspension of authorisation during a public offering of GTT securities	Duration of the authorisation
No. 19/20	Issue of shares and/or securities giving access to the share capital of the Company or its subsidiaries, and/or securities giving access to debt securities, by public offer other than those stipulated in Article L. 411-2, 1° of the French Monetary and Financial Code.	The Company could therefore access funding from investors or the Company's shareholders; this diversification in funding sources may be useful.	Maximum nominal amount of capital increases in the Company likely to be carried out immediately or in the future: 35,000 euros (i.e. around 9.5%).	No	In terms of shares: The law now allows the Board of Directors to be granted authority to freely determine the issue price of shares or securities to be issued under the 19 th and 20 th resolutions. However, the Board proposes that shareholders provide, in both resolutions, that the issue price shall be at least equal to the volume-weighted average share price over the three trading sessions preceding the start of the public offering, potentially reduced by a maximum discount of 10%, as this approach reflects a commonly accepted market practice.	Yes	26 months
			Maximum nominal amount of debt securities than may be issued immediately or in the future: 500,000,000 euros.		In terms of securities giving access to share capital: the issue price of the securities giving access to the share capital and the number of shares to which each security may give rise through conversion, redemption or other type of transformation, shall be such that the amount received by the Company immediately, plus any further amount to be received subsequently, shall be for each share derived from these securities, at least equal to the minimum subscription price defined above.	Yes	26 months

Resolution	Subject	Purpose of the authorisation	Ceiling	Preferential subscription rights	Procedures for determining issue price of securities	Suspension of authorisation during a public offering of GTT securities	Duration of the authorisation
	Issue of shares and/or securities giving access to the Company's share capital and/or securities giving access to the allocation of debt securities by private investment governed by Article L. 411-2, 1 of the French Monetary and Financial Code.	The Company may thus have access to funding methods that are faster than through a public offer and may also have easier access to qualified investors.	The authorisations also count towards (i) the 141,500 euros ceiling in terms of the overall maximum nominal amount of capital increases and (ii) the 500,000,000 euros ceiling for the overall maximum nominal amount of issues of financial instruments representing debt securities (26th resolution).	No		Yes	26 months
No. 21	Increase in the number of shares to be issued in the event of the issuance of ordinary shares and/or securities giving access to share capital of the Company, any subsidiary and/or any other company, in the case of oversubscription.	This mechanism makes it possible to avoid reducing subscription in the event of high demand, by increasing the initially planned amount for the transaction.	The applicable ceilings are those set by the resolution under which the initial issue is carried out. Moreover, overallocation may only be applied within the time scales and limits set out in the applicable regulation on the issue date (currently, within thirty calendar days of the closing of the subscription, and within the limit of 15% of the initial issue).	Yes or no, according to the case, depending on the initial issue to which the overallocation relates.	Application of the price retained for the initial issuance.	Yes	26 months
No. 22	Issue of shares and/or securities giving access to the Company's share capital as compensation for contributions in kind involving shares and/or securities giving access to share capital.	This authorisation allows for acquisitions in France and abroad, or the acquisition of minority stakes within the Group, with no impact on GTT's cash.	Ceiling of 10% of the share capital The maximum nominal amount of capital increase likely to be carried out counts towards: <ul style="list-style-type: none"> the 35,000 euros ceiling (19th and 20th resolutions); and the 141,500 euros ceiling (26th resolution). The maximum nominal amount of debt securities likely to be issued counts toward the 500,000,000 euros ceiling (19 th , 20 th and 26 th resolutions).	No	The Board of Directors will notably be asked to approve the report of the Capital Contribution Auditors that will be appointed to set the exchange ratio.	Yes	26 months

Resolution	Subject	Purpose of the authorisation	Ceiling	Preferential subscription rights	Procedures for determining issue price of securities	Suspension of authorisation during a public offering of GTT securities	Duration of the authorisation
No. 23	Share capital increase by capitalisation of premiums, reserves, profits or other.	This transaction would result in the issue of new shares allocated to all shareholders or to an increase in the nominal value of shares (or by the combined use of these two processes).	Maximum nominal amount of capital increases in the Company likely to be carried out in this regard: 75,000 euros.	Yes	Depending on the methods implemented to carry out the capital increase, the use of this delegation will not necessarily result in the issue of new shares.	Yes	26 months
			The authorisation also counts towards the 141,500 euros ceiling in terms of the overall maximum nominal amount of capital increases (26th resolution).		In the event of an issue of shares, the Board of Directors may set the issue price as well as the amount of the premium.		
No. 24/25	Capital increase for the benefit of members of the Group's employee savings scheme or international shareholding and savings plans.	This authorisation allows for capital increases for the benefit of members of a Company or Group employee savings scheme.	Maximum nominal amount of capital increases in the Company likely to be carried out immediately or in the future: 11,500 euros (i.e. around 3%).	No	24 th resolution: the maximum authorised discount to the Reference Price (as defined in the resolution) is 30% (40% if the lock-up period set out by the plan is higher than or equal to ten years). 25 th resolution: the subscription price will be either (i) equal to the average share price over the 20 stock market trading sessions before the subscription opening date is set, less a discount of up to 20%, or (ii) equal to the price of the shares issued under any simultaneous capital increase reserved for employees who are members of an employee savings scheme.	Yes	26 months/ 18 months
			The authorisations also count towards the 141,500 euros ceiling in terms of the overall maximum nominal amount of capital increases (26 th resolution).				

Resolution	Subject	Purpose of the authorisation	Ceiling	Preferential subscription rights	Procedures for determining issue price of securities	Suspension of authorisation during a public offering of GTT securities	Duration of the authorisation
No. 26	Overall limit on authorisations for issuing shares and securities giving access to the share capital.	Not applicable	<p>Total maximum nominal amount of capital increases in the Company likely to be carried out immediately or in the future: 141,500 euros.</p> <p>Total maximum nominal amount of debt securities than may be issued immediately or in the future: 500,000,000 euros.</p>				
No. 27	Authorisation to be granted to the Board of Directors to allocate existing or future free shares to employees and corporate officers of the Group or to some of them.		1% of the share capital.				38 months

Authorisation to be granted to the Board of Directors to allocate existing or future free shares to employees and corporate officers of the Group or to some of them (27th resolution)

The Board of Directors considers the awarding of free shares to constitute a key component of the Group's long-term compensation policy, making it possible to attract and retain high-performing employees in a dynamic and competitive environment. By associating their beneficiaries with the Group's performance and results, these awards are a tool favoured by the Group for mobilising executive directors and their teams in pursuit of the Company's corporate project. In this context, you are asked to renew the authorisation enabling the Board of Directors to continue awarding free existing shares or shares to be issued of the Company to employees and certain corporate officers of the Company and/or related companies pursuant to Article L. 225-197-2 of the French Commercial Code. The shares concerned would be existing shares bought back by the Company in advance from its shareholders, or shares to be issued. The total number of allocated free shares may not exceed 371,177 shares, *i.e.* 1% of the share capital on the day of this Shareholders' Meeting. Any allocations of free shares under this draft resolution would, depending on the case, be decided by the Board of Directors, based on proposals by the Compensation and Nominations Committee. It is therefore proposed to grant all or part of the allocations decided by virtue of this authorisation to the executive corporate officers as well as to around one hundred key employees (*i.e.* almost 18% of the Company's workforce to date), including the members of the Company's Executive Committee and a large portion of its managers.

The definitive allocation of performance shares will be subject to continued employment and performance conditions assessed

over a period of at least three years. Allocations to the corporate officers may not represent more than 0.50% of the capital and would be governed by the provision of the compensation policy applicable to the allocation, as approved by the Shareholders' Meeting (in particular with regard to the applicable performance conditions). As such, in respect of the long-term variable compensation allocated for the 2025 financial year, the allocation of shares to executive corporate officers would be subject to a condition of presence and to three quantitative performance conditions of a financial, non-financial and operational nature, assessed over a period of at least three years, as described in detail in chapter 4, section 4.2.2.2.1 of the Universal Registration Document. These performance conditions are deemed demanding and in accordance with the Group's objectives.

The beneficiary executive officers will, in particular, have to retain 25% of the shares allocated to them in registered form until the termination of their duties. This resolution would also authorise the Board of Directors to allocate, on an exceptional basis, as part of the total budget, free shares not subject to any performance conditions to some of the Group's employees and executives (excluding executive officers and members of the Executive Committee) representing up to a maximum of 0.04% of the capital. The authorisation shall be granted for a maximum period of 38 months from the date of the Shareholders' Meeting. It would replace the authorisation previously granted by the Extraordinary Shareholders' Meeting of May 31, 2022 (17th resolution).

Amendment to Article 18 of the Company's bylaws (28th resolution)

France's Act 2024-537 of June 13, 2024, applicable from September 14, 2024 and aimed at increasing business financing and making France more attractive to businesses (the "Attractiveness Act"), simplified the procedures for holding board meetings.

To this end, you are asked, under the terms of the 28th resolution, to amend Article 18 of the Company's bylaws regarding Board deliberations to specify the procedures for holding meetings by any means of telecommunication or written consultation where necessary. It is hereby specified that the proposed amendments will allow any director to object to the use of written consultation.

RESOLUTION THAT FALLS WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

Powers for formalities

(29th resolution)

The 29th resolution covers the powers necessary for completion of the publication and legal formalities relating to this Shareholders' Meeting. We ask that you adopt the resolutions submitted for your approval.

On behalf of the Board of Directors

Mr Philippe Berterottière, Chairman and CEO

Appendix 1

Mandates and offices held by Ms Domitille Doat Le Bigot outside the GTT Group during the last five years. Ms Domitille Doat Le Bigot holds 100 shares in the Company. For a presentation of Ms Domitille Doat Le Bigot, please refer to section 4.1.3.1 of the Company's Universal Registration Document.

Current terms of office

Companies	Mandates and offices held
Eurazeo	Chief Digital DATA and TECH Officer
Mettler Toledo (French listed company)	Director

Past terms of office over the past five years

Companies	Mandates and offices held
Carlsberg (Denmark)	Director
Zeotap Data Platform	Advisor to the founders

Appendix 2

Mandates and offices held by Virginie Banet outside the GTT Group during the last five years. Virginie Banet holds 100 shares in the Company.

Virginie Banet began her career as a financial analyst in the industrial sector before working at Deutsche Bank for 13 years as an investment banker and head of M&A, primarily in the aerospace and defence sector in Europe (1989-2003). In 2008, she joined the Lagardère Group as head of investor relations and M&A before moving to the financial sector at Natixis, where she oversaw coverage, M&A and financing activities. In 2014, Ms Banet joined Ondra as a Partner, and then joined Nomura as an investment banker in 2015. In 2019, she founded her own financial

consulting company Iolite Financial International Consulting and became Senior Advisor at Alix Partners and Brunswick.

Ms Banet is a graduate of the Institut d'Études Politiques de Paris and the SFAF (French Society of Financial Analysts), and holds a degree in Economic Science.

She is currently a member of the Board of Directors of Mediobanca and the Board of Directors of Lagardère (term of office expiring in May 2025). She is also a member of the Finance Committee of the Fondation pour la Recherche Médicale, a member of the Institut Français des Administrateurs, a member of the "French Touch Fund", and a member of the "Chapter Zero France" association. Ms Banet is 59 years old.

Companies	Mandates and offices held
Mediobanca (Italian listed company)	Director
Lagardère (French listed company)	Director
Brunswick	Senior Advisor
Alix Partners	Senior Advisor

Past terms of office over the past five years

Companies	Mandates and offices held
Netgem (French listed company)	Director
Vallourec (French listed company)	Director

4.3 DRAFT RESOLUTIONS

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

First resolution

(Approval of the annual financial statements for the financial year ended December 31, 2024)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, and having reviewed the Board of Directors' reports, as well as the reports of the Statutory Auditors, approves the statement of assets and liabilities and the annual financial statements, *i.e.*, the balance sheet, the income statement and the notes thereto, at December 31, 2024, as they are presented, together with the transactions reflected in these financial statements or described in these reports, showing a profit of 321,258,305.71 euros.

Pursuant to the provisions of Article 223 *quater* of the French General Tax Code, the Shareholders' Meeting takes note that the non-deductible expenses and charges for tax purposes referred to in paragraph 4 of Article 39 of said Code, which for the financial year ended December 31, 2024, amounted to 51,760.54 euros, as well as the tax paid on these expenses and charges, which came to 12,940.13 euros.

Second resolution

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

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, and having reviewed the Board of Directors' and Statutory Auditors' reports, approves the consolidated financial statements of the

Company for the financial year ended December 31, 2024, as they are presented, together with the transactions reflected or summarised in these reports, showing net income of 347,824,022.61 euros.

Third resolution

(Appropriation of net income for the financial year ended December 31, 2024)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having ascertained that the corporate financial statements for the financial year ending December 31, 2024 show a profit of 321,258,305.71 euros, decides to allocate the 2024 profit as follows:

Profit for the financial year	321,258,305.71 euros
Other reserves	-
Interim dividend	(135,897,850.29) euros
Distributable profits	185,360,455.42 euros
Allocation	-
Dividend balance⁽¹⁾	141,825,999.21 euros
Retained earnings	43,534,456.21 euros

(1) *The total amount of the above distribution is calculated based on the number of shares giving entitlement to a dividend on December 31, 2024, namely 37,030,287 shares and may vary if the number of shares giving entitlement to dividends changes between January 1, 2025 and the ex-dividend date, notably depending on the number of treasury shares, and definitive allocations of free shares.*

Consequently, the distributed dividend is fixed at 7.50 euros per share for each of the 37,030,287 shares entitled to a dividend. An interim dividend payment of 3.67 euros per share was paid on December 12, 2024. The balance due, 3.83 euros per share, will be paid on June 19, 2025, it being stipulated that the ex-dividend date will be June 17, 2025. It should be noted that, when these dividends are paid, if the Company holds any treasury shares, the amounts corresponding to unpaid dividends for the number of these shares will be assigned to retained earnings. In accordance with the requirements of Article 243 *bis* of the French General Tax Code, shareholders are informed that, under the conditions defined by current law and regulations, this gross dividend will be

subject to a single fixed-rate withholding tax paid at an overall rate of 30% (*i.e.* 12.8% for income tax and 17.2% for social contributions), unless they opt for the progressive income tax scale, which would, in this case, apply to all revenue from capital received in 2024. If the option for the progressive scale is taken, it will entitle the beneficiary to the 40% proportional rebate stipulated in point 2 of 3 of Article 158 of the French General Tax Code, *i.e.* 3 euros per share. This regime is applicable to natural persons that are resident in France for tax purposes. The Shareholders' Meeting decides that the unpaid amount of the dividend attributable to treasury shares as of the payment date will be allocated to Retained earnings.

It notes that the Company, in respect of the past three financial years, carried out the following dividend distributions:

(in euros)	Financial year ended December 31		
	2023	2022	2021
Total dividend pay-out	161,356,141	114,508,380	114,349,573
Net dividend per share	4.36	3.10	3.10

Fourth resolution

(Statutory Auditors' special report on related-party agreements subject to the provisions of Articles L. 225-38 et seq. of the French Commercial Code)

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, notes that it received the Statutory Auditors' special report on related-party agreements subject to the provisions of Articles L. 225-38 et seq. of the French Commercial Code, which does not mention any new agreement entered into during the financial year ended December 31, 2024.

Fifth resolution

(Ratification of the appointment of Virginie Banet as director)

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, resolves to ratify the co-optation by the Board of Directors of Virginie Banet as

director to replace Frédérique Kalb, who has resigned, for the remainder of her term of office, i.e. until the end of the Shareholders' Meeting held in 2027 to approve the financial statements for the previous financial year.

Sixth resolution

(Renewal of the term of office of Domitille Doat Le Bigot as director)

The Shareholders' Meeting, noting that Domitille Doat Le Bigot's term of office is ending, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, and having reviewed the Board of Directors' report, resolves to renew

Domitille Doat Le Bigot as director for a term of four years, i.e. until the end of the Shareholders' Meeting held in 2029 to approve the financial statements for the previous financial year.

Seventh resolution

(Approval of the information relating to the compensation of corporate officers referred to in Article L. 22-10-9 of the French Commercial Code for the 2024 financial year)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, and having read the report from the Board of Directors on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 I of the

French Commercial Code, the information regarding compensation of corporate officers referred to in Article L. 22-10-9 I of the French Commercial Code, as presented in the Board of Directors' report on corporate governance shown in chapter 4 of the Company's 2024 Universal Registration Document, sections 4.2.1.1 and 4.2.1.2.

Eighth resolution

(Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the 2024 financial year or granted in respect of the same year to Philippe Berterottière, Chairman and Chief Executive Officer, for the period from January 1, 2024 to June 12, 2024)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having read the Board of Directors' report on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34, II, of the French Commercial Code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during

the 2024 financial year or allocated in respect of the same financial year to Mr Philippe Berterottière, Chairman and Chief Executive Officer, for the period from January 1, 2024 to June 12, 2024 as presented in the report on corporate governance shown in chapter 4 of the Company's 2024 Universal Registration Document, section 4.2.1.2.2.

Ninth resolution

(Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the 2024 financial year or granted in respect of the same year to Philippe Berterottière, Chairman of the Board of Directors, for the period from June 12 to December 31, 2024)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings and having reviewed the Board of Directors' report on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind

paid during the 2024 financial year or granted in respect of the same financial year to Philippe Berterottière, Chairman of the Board of Directors for the period from June 12, 2024 to December 31, 2024, as presented in the report on corporate governance shown in chapter 4 of the Company's 2024 Universal Registration Document, section 4.2.1.2.4.

Tenth resolution

(Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the 2024 financial year or granted in respect of the same year to Jean-Baptiste Choimet, Chief Executive Officer, for the period from June 12, 2024 to December 31, 2024)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, and having reviewed the Board of Directors' report on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during

the 2024 financial year or granted in respect of the same financial year to Jean-Baptiste Choimet, the Company's Chief Executive Officer, for the period from June 12, 2024 to December 31, 2024, as presented in the report on corporate governance shown in chapter 4 of the Company's 2024 Universal Registration Document, section 4.2.1.2.3.

Eleventh resolution

(Approval of the compensation policy applicable to the Chairman of the Board of Directors for the period from January 1, 2025 to February 9, 2025)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, and having reviewed the Board of Directors' report on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8 II of the

French Commercial Code, the compensation policy applicable to the Chairman of the Company's Board of Directors for the period from January 1, 2025 to February 9, 2025, as presented in sections 4.2.2.1 and 4.2.2.3 of the Company's 2024 Universal Registration Document.

Twelfth resolution

(Approval of the compensation policy applicable to the Chief Executive Officer for the period from January 1, 2025 to February 9, 2025)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, and having reviewed the Board of Directors' report on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8 II of the

French Commercial Code, the compensation policy for the Chief Executive Officer from January 1, 2025 to February 9, 2025, as presented in sections 4.2.2.1 and 4.2.2.2. of the Company's 2024 Universal Registration Document.

Thirteenth resolution

(Approval of the compensation policy applicable to the Chairman and Chief Executive Officer as from February 9, 2025)

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8 II of the

French Commercial Code, the compensation policy for the Chairman and Chief Executive Officer of the Company as of February 9, 2025, as presented in sections 4.2.2.1 and 4.2.2.2. of the Company's 2024 Universal Registration Document.

Fourteenth resolution

(Approval of the compensation policy applicable to members of the Board of Directors)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having read the Board of Directors' report on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8 II of the

French Commercial Code, the policy on compensation of members of the Board of Directors established by the Board of Directors, as presented in sections 4.2.2.1 and 4.2.2.3.2 of the Company's 2024 Universal Registration Document.

Fifteenth resolution

(Setting of the amount of directors' total annual compensation)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, and having reviewed the Board of Directors' report, sets the total annual amount of compensation allocated to the Board of Directors for the financial year beginning on January 1, 2025 at 800,000 euros. This sum will be distributed according to

the procedures defined in the Board of Directors' Internal Regulations. This decision and the total annual amount of compensation allocated to the Board of Directors will be maintained for subsequent financial years until a new decision is adopted by the shareholders.

Sixteenth resolution

(Authorisation to be granted to the Board of Directors to carry out transactions on the Company's shares)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, authorises the Board of Directors, with the option to sub-delegate as provided for by law, in accordance with the provisions of Articles L. 22-10-62 *et seq.* and Articles L. 225-210 *et seq.* of the French Commercial Code, and European regulation no. 596-2014 of the European Parliament and of the Council of April 16, 2014, to carry out or arrange purchases of shares in the Company according to the conditions and requirements fixed by the applicable legal and regulatory provisions.

This authorisation is intended in particular to enable:

- the implementation of (i) share purchase option plans or (ii) free share award plans, or (iii) the allocation or sale of shares to employees or corporate officers of the Company or of Group companies under the conditions and in accordance with the procedures allowed by law, notably with respect to Company profit-sharing; or the implementation of any employee savings scheme under the conditions provided for by law, specifically Articles L. 3332-1 *et seq.* of the French Labour Code, the sale of shares previously acquired by the Company pursuant to this resolution or providing for the free allocation of these shares in the form of a top-up of Company securities and/or to replace the discount, or (iv) any other form of award, allocation or transfer to employees and/or corporate officers of the Company or affiliated companies;
- the delivery of shares upon the exercise of rights attached to securities giving right to repayment, conversion, exchange, presentation of a warrant, or any other means of allocating shares of the Company;
- the retaining and later delivery of shares (in exchange, payment or other) as part of an acquisition transaction, limited to 5% of the number of shares comprising the share capital;
- the cancellation of all or part of the shares bought back under a resolution of a Shareholders' Meeting in force; and
- the stimulation of the secondary market or the liquidity of the shares by an investment services provider acting under a liquidity contract in compliance with the market practice recognised by the Autorité des Marchés Financiers.

This share buyback programme would also be intended to allow the Company to operate for any other purpose permitted or which would become permitted by any applicable laws or regulations in force and to implement any practice that would become allowed by the Autorité des marchés financiers. In such event, the Company would inform its shareholders through a press release.

The acquisition, sale or transfer of shares may be carried out, on one or more occasions, by any means authorised by the legal and regulatory provisions in force, on regulated markets, multilateral trading facilities, systematic internalisers or over-the-counter, including by acquisition or sale of blocks of shares (without limiting the portion of the buyback programme that may be carried out by this means), by tender offer or exchange offer, or by use of options or other forward financial instruments or by delivery of shares following the issue of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or in any other manner, either directly or indirectly through an investment services provider.

The Board of Directors may use this authorisation at any time, within the limits set by legal and regulatory provisions and those provided for in this resolution (except during a period of tender offer filed by a third party for the Company's securities).

The total number of shares purchased by the Company since the beginning of the buyback programme (including those that were the subject of said buyback) does not exceed 10% of the shares composing the Company's share capital, i.e. for illustrative purpose 3,711,777 based on the share capital as of December 31, 2024, it being understood that (i) the number of shares acquired for the purpose of retention and subsequent transfer in a merger, demerger or contribution transaction cannot exceed 5% of its share capital; and (ii) when the shares are bought back to improve liquidity under the conditions defined by the AMF General Regulation, the number of shares used for calculating the above-specified 10% limit corresponds to the number of shares bought, less the number of shares sold during the period of the authorisation.

The Company cannot directly or indirectly own more than 10% of its share capital.

The maximum unit purchase price may not exceed 190 euros (or the equivalent value of this amount on the same date in any other currency) excluding acquisition costs, this maximum price being applicable only to acquisitions decided on or after the date of this Shareholders' Meeting and not to forward transactions concluded pursuant to an authorisation granted by a previous Shareholders' Meeting and providing for share acquisitions after the date of this Meeting. In the event of a capital transaction, in particular a share split or reverse share split or free allocation of shares, or a transaction affecting shareholders' equity, the aforementioned amount will be adjusted to take into account the impact of the value of these transactions on the value of the share. In accordance with the provisions of Article R. 225-151 of the French Commercial Code, the maximum overall amount of funds which can be allocated to the share buyback programme cannot exceed 705,237,630 euros, corresponding to a maximum number of 3,711,777 shares acquired on the basis of the maximum unit price of 190 euros authorised above.

The Shareholders' Meeting gives full powers to the Board of Directors, with the option to sub-delegate under the conditions set by law, to decide upon and carry out the implementation of this share buyback programme to define its term more precisely if necessary, to decide upon the procedures, carry out if necessary any adjustments related to capital transactions, to issue trading orders, enter into all agreements, especially for keeping records of purchases and sales of shares, allocate or reallocate the shares acquired to the objectives pursued under the applicable legal and regulatory conditions, set the terms and conditions under which the rights of holders of securities or options will be preserved, in accordance with legal, regulatory or contractual obligations, to make any statements to the French Financial Markets Authority (AMF – Autorité des marchés financiers) any other body, to carry out any formalities, and generally, to do everything necessary.

This authorisation would be granted for a period of 18 months as from the date of this Shareholders' Meeting. As of this date, it terminates, for the unused portion, the authorisation for the same purpose, granted to the Board of Directors by the Shareholders' Meeting of June 12, 2024 (14th resolution).

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

Seventeenth resolution

(Authorisation to be granted to the Board of Directors for a period of 24 months to reduce the share capital by cancelling treasury shares)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having read the Board of Directors' report and the Statutory Auditors' report:

1. authorises, in accordance with the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code and of Article L. 225-213 of the same Code, the Board of Directors to reduce the share capital, in one or more several times, in the proportions and at the times it decides, by cancelling all or part of the shares acquired by the Company, within the limit, per period of 24 months, of 10% of the share capital as observed at the end of this Shareholders' Meeting;
2. grants all powers to the Board of Directors, with the option to delegate as provided for by law, to:
 - carry out these cancellations and reductions of the share capital,
 - set the final amount, set the terms and note the achievement,
 - charge the difference between the book value of the cancelled shares and their nominal amount to all reserves and premiums,
 - make the corresponding modification of the bylaws and, generally, do the necessary, all in accordance with the legal provisions in force when using this authorisation;
3. decides that this authorisation is granted for a period of 24 months beginning on the date of this Shareholders' Meeting. On that date, it terminates the authorisation for the same purpose granted to the Board of Directors by the Shareholders' Meeting of June 12, 2024 (15th resolution).

Eighteenth resolution

(Delegation of authority to be granted to the Board of Directors for a period of 26 months to decide on the issue with preferential subscription rights of shares and/or securities giving access to the share capital of the Company or its subsidiaries and/or securities giving entitlement to the allocation of debt securities)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6 of the French Commercial Code, Articles L. 228-91 *et seq.*, and Articles L. 22-10-49 *et seq.* of the said Code:

1. delegates to the Board of Directors, with the option to sub-delegate under the conditions laid down by law, regulations and the bylaws, its authority to decide on the issue, with preferential subscription rights, on one or more occasions, in France or abroad, in the proportion and at the times that it shall decide, either in euros or in any other currency or monetary unit established by reference to several currencies, of (i) ordinary shares in the Company, (ii) securities governed by Article L. 228-91 *et seq.* of the French Commercial Code that are equity securities of the Company giving access to other equity securities of the Company, and/or giving entitlement to receive debt securities of the Company, (iii) securities representing a debt claim, whether or not governed by Article L. 228-91 *et seq.* of the French Commercial Code, giving access to or which may give access to equity securities to be issued by the Company, and which may also give access to existing equity securities and/or debt securities of the Company, (iv) securities that are equity securities of the Company giving access to equity securities existing or to be issued by companies and/or debt securities of companies in which the Company will hold directly or indirectly, at the time of issue, more than half of the share capital, and which may also give access to existing equity securities and/or debt securities of the Company, and/or (v) securities that are equity securities of the Company giving access to existing equity securities and/or debt securities of other companies in which the Company will not directly or indirectly hold more than half of the share capital at the time of issue, and which may also give access to existing equity securities and/or debt securities, it being specified that the subscription of shares and other securities may be made either in cash or by offsetting of claims;
2. resolves to set as follows the limits of the amounts of capital increases authorised in the event of use by the Board of Directors of this delegation of authority:
 - the maximum nominal amount of the Company's capital increases that may be carried out immediately or in the future under this delegation is set at 95,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the overall ceiling on capital increases by the Company provided for in the 26th resolution proposed to this Shareholders' Meeting or, any subsequent overall ceiling provided for in any similar resolution that may replace said resolution during the period of validity of this delegation. To this ceiling will be added, where applicable, the nominal amount of any additional shares to be issued, in the event of new financial transactions, in order to preserve, in accordance with the law and, where applicable, contractual provisions, the rights of the holders of securities giving access to the share capital, share subscription or purchase options or free share allocation rights,

- in the event that debt securities are issued under this delegation of authority, the maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation may not exceed 500,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issue, this amount being increased, if applicable, by any redemption premium above par, it being specified that this amount will be deducted from the overall ceiling applicable to the issuance of debt securities provided for in the 26th resolution proposed to this Shareholders' Meeting, or, where applicable, against the overall ceiling that may be provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;
3. if the Board of Directors uses this delegation of authority:
- decides that the issue(s) will be reserved by preference for shareholders who may subscribe on an irreducible basis in proportion to the number of shares then owned by them,
 - acknowledges that the Board of Directors has the option of instituting a subscription right on a reducible basis,
 - acknowledges that any decision to issue securities under this delegation of authority shall automatically entail, for the benefit of the holders of the securities issued giving access to the share capital or potentially giving access to future equity securities to be issued by the Company, the waiver by the Company's shareholders of their preferential subscription rights to the shares to be issued to which these securities will create immediate or future entitlement,
 - notes that any decision to issue, under this delegation of authority, securities referred to in point 1 (iv) above will require, if these securities give access to equity securities to be issued by a company in which the Company holds or will hold, directly or indirectly, more than half of the share capital, approval by the extraordinary shareholders' meeting of the company concerned,
 - decides, in the event of an issue of ordinary shares and/or securities, in accordance with Article L. 225-134 of the French Commercial Code, that subscriptions on an irreducible basis and, where applicable, on a reducible basis have not absorbed the entire issue, the Board of Directors may apply, under the conditions provided for by law and in the order it determines, one or more of the following options:
 - freely distribute all or part of the shares or, in the case of securities giving access to the share capital, those securities whose issue has been approved but which remain unsubscribed,
 - offer to the public all or part of the unsubscribed shares or, in the case of securities giving access to the share capital, unsubscribed securities, on the French or a foreign market,
 - in general, including in the two cases referred to above, limit the issue to the amount of subscriptions, provided that this amounts to at least three-quarters of the increase decided,
 - resolves that the issues of warrants to subscribe for shares in the Company may be carried out by subscription offer, but also by free allocation to the owners of the existing shares, it being specified that the allocation rights forming fractional shares will not be negotiable or transferable and the corresponding securities will be sold;
4. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law and the bylaws, to implement this delegation of authority, in particular to:
- decide on the issue and determine the securities to be issued, or postpone such issue,
 - decide, in the event of an immediate or future issue of shares, the amount of the capital increase, the issue price and the amount of the premium that may, if applicable, be requested upon issue,
 - determine the dates and terms of the issue, and the nature, number and characteristics of the securities to be created,
 - decide, in addition, in the case of bonds or other debt securities (including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether or not they are subordinated, set their interest rate and provide, where appropriate, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the par value of the securities and the other terms of issue and amortisation; where applicable, these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities or provide for the option for the Company to issue debt securities (equivalent or not) in payment of interest whose payment would have been suspended by the Company or take the form of complex bonds as defined by the stock market authorities,
 - modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,
 - determine the method of payment for shares or securities giving access to the share capital to be issued immediately or in the future,
 - set, if applicable, the terms and conditions for exercising the rights attached to the shares or securities and, in particular, to set the date, which may be retroactive, from which the new shares to be issued will carry dividend rights, as well as any other terms and conditions for carrying out the issue,
 - determine the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock market, at any time or during specified periods, the securities issued or to be issued immediately or in the future, with a view to cancelling them or not, in accordance with legal provisions,
 - provide an option to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions,
 - at its sole discretion, charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,
 - determine and make any adjustments to take into account the impact of transactions on the Company's share capital and take any other steps to ensure, where applicable, the preservation of the rights of the holders of securities giving access to the share capital (including by cash adjustments) in accordance with law, regulations and any applicable contractual provisions,
 - if applicable, have the shares or securities to be issued admitted to trading on a regulated market,

- record the completion of each capital increase and amend the bylaws accordingly,
- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation and the exercise of the rights attached thereto;

5. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation as from filling by a third party of a tender offer for the Company's securities until the end of the offer period;
6. sets at 26 months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution.

Nineteenth resolution

(Delegation of authority to be granted to the Board of Directors for a period of 26 months to decide on the issue, with cancellation of preferential subscription rights, of shares and/or securities giving access to the share capital of the Company or its subsidiaries, and/or securities giving entitlement to the allocation of debt securities, by public offer other than those stipulated in Article L. 411-2, 1° of the French Monetary and Financial Code)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6 of the French Commercial Code, and provisions of Articles L. 22-10-49, L. 22-10-51, L. 225-135, L. 225-136, L. 22-10-54 and L. 228-91 *et seq.* of the said Code:

1. delegates to the Board of Directors, with the option to sub-delegate under the conditions laid down by law, regulations and the bylaws, its authority to decide on the issue, on one or more occasions, in the proportion and at the times it shall decide, in France or abroad, without preferential subscription rights, by a public offering other than those mentioned in Article L. 411-2 1 of the French Monetary and Financial Code, either in euros or in any other currency or monetary unit established by reference to several currencies, of (i) ordinary shares in the Company, (ii) securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code that are equity securities of the Company giving access to other equity securities of the Company, and/or giving entitlement to receive debt securities of the Company, (iii) securities representing a debt claim, whether governed or not by Articles L. 228-91 *et seq.* of the French Commercial Code, giving access or which may give access to equity securities to be issued by the Company, and which may also give access to existing equity securities and/or debt securities of the Company, (iv) securities that are equity securities of the Company giving access to equity securities existing or to be issued by companies and/or debt securities of companies in which the Company will hold directly or indirectly, at the time of the issue, more than half of the share capital, and which may also give access to existing equity securities and/or debt securities of the Company, and/or (v) securities that are equity securities of the Company giving access to existing equity securities and/or debt securities of other companies in which the Company will not directly or indirectly hold more than half of the share capital at the time of issue, and which may also give access to existing equity securities and/or debt securities, it being specified that the subscription of shares and other securities may be made either in cash or by offsetting of claims. These securities may in particular be issued as consideration for any securities contributed to the Company, as part of a public offer including an exchange component initiated by the Company in France or abroad, depending on the local rules on securities in compliance with the conditions set out in Article L. 22-10-54 of the French Commercial Code.

This decision automatically entails, in favour of the holders of the securities to potentially be issued by the Group companies, the waiver by the Company's shareholders of their preferential subscription rights to the shares or securities giving access to the Company's share capital to which these securities give entitlement;

2. resolves to set as follows the limits on the amounts of Company shares the Board of Directors may issue under this delegation of authority:
 - the maximum nominal amount of the Company's capital increases that may be carried out immediately or in the future under this delegation is set at 35,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the nominal ceiling on the Company's capital increases without preferential subscription rights provided for in paragraph 2 of the 20th resolution proposed to this Shareholders' Meeting, and the overall ceiling applicable to the Company's capital increases provided for in the 26th resolution proposed to this Meeting or, if applicable, the overall ceiling provided for in any similar resolution that may succeed this resolution during the period of validity of this delegation,
 - to these ceilings will be added, where applicable, the nominal amount of any Company shares to be issued, in the event of new financial transactions, to preserve, in accordance with law, regulations and any contractual stipulations, the rights of holders of securities giving access to the share capital, and
 - in the event that debt securities are issued under this delegation of authority, the maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation may not exceed 500,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issue, this amount being increased, if applicable, by any redemption premium above par, it being specified that this amount shall be deducted from the amount of the nominal ceiling for issues of debt securities provided for in paragraph 2 of the 20th resolution proposed to this Shareholders' Meeting and the overall ceiling applicable to the issuance of debt securities provided for in the 26th resolution proposed to this Shareholders' Meeting or, if applicable, the amount of the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;

3. resolves to cancel the preferential subscription rights of the Company's shareholders to the securities covered by this resolution, while leaving open to the Board of Directors, pursuant to Article L. 22-10-51 first paragraph, the option to grant shareholders, for a period and in accordance with the terms and conditions that it shall set and with law and regulations, a subscription priority period in respect of all or part of any issue, that shall not create negotiable rights, which must be exercised in proportion to the number of shares held by each shareholder and may be supplemented by a subscription on a reducible basis;
4. resolves that if the subscriptions, including, where applicable, those of the shareholders, have not absorbed the entire issue, the Board of Directors may apply, in the order it determines, the one of the following:
 - freely allocate all or part of unsubscribed securities,
 - offer all or part of the unsubscribed shares to the public,
 - limit the amount of the transaction to the amount of subscriptions received, provided that the latter total at least three-quarters of the issue approved;
5. notes that the public offers of shares and/or securities decided under this delegation of authority may be combined, within the framework of the same issue or several issues of shares and/or securities, with the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code decided under the delegation of authority in the 20th resolution proposed to this Shareholders' Meeting;
6. notes that any decision to issue securities under this delegation of authority shall automatically entail the waiver, in favour of the holders of the securities issued giving access to the share capital, by the Company's shareholders of their preferential subscription rights to any shares issued to which these securities will confer immediate or future entitlement;
7. notes that any decision to issue, under this delegation of authority, securities referred to in point 1 (iv) above will require, if these securities give access to equity securities to be issued by a company in which the Company holds or will hold, directly or indirectly, more than half of the share capital, approval by the extraordinary shareholders' meeting of the company concerned;
8. notes that:
 - the issue price of the shares issued directly will be at least equal to the weighted average price of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering, less a maximum discount of up to 10%, after, if necessary, correction of this average in the event of a difference between the effective dates,
 - the issue price of the securities giving access to the share capital and the number of shares to which each security may give rise through conversion, redemption or other type of transformation, shall be such that the amount received by the Company immediately, plus any further amount to be received subsequently, shall be for each share derived from these securities, at least equal to the minimum subscription price defined in the previous paragraph;
9. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law and the bylaws, to implement this delegation of authority, in particular to:
 - decide on the issue and determine the securities to be issued, or postpone such issue,
 - decide, in the event of an immediate and/or future issue of ordinary shares, the amount of the capital increase, the issue price and the amount of the premium that may, if applicable, be requested upon issue,
 - determine the dates and the terms and conditions of the issue, the number and the characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether or not they are subordinated, set their interest rate and provide, where appropriate, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the par value of the securities and the other terms of issue and amortisation; where applicable, these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities or provide for the option for the Company to issue debt securities (equivalent or not) in payment of interest whose payment would have been suspended by the Company or take the form of complex bonds as defined by the stock market authorities; amend, during the useful life of the securities in question, the terms referred to above, in accordance with applicable formalities,
 - determine the method of payment for shares or securities giving access to the share capital to be issued immediately or in the future,
 - set, if applicable, the terms and conditions for exercising the rights attached to the shares or securities giving right to the share capital to be issued and, in particular, to set the date, which may be retroactive, from which the new shares to be issued will carry dividend rights, as well as any other terms and conditions for carrying out the issue,
 - determine the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock market, at any time or during specified periods, the securities issued or to be issued immediately or in the future, with a view to cancelling them or not, in accordance with legal provisions,
 - provide for the option of suspending the rights attached to the securities issued in accordance with legal and regulatory provisions,
 - in the event of an issue of securities for the purpose of remunerating securities tendered as part of a tender offer with an exchange component (*offre publique d'échange*), draw up the list of securities tendered to the exchange, set the conditions of the issue, the exchange parity and, where applicable, the amount of the cash balance to be paid, without the pricing methods in paragraph 8 of this resolution being applied and determine the terms of the issue in the case of either a public exchange offer, an alternative purchase or exchange offer, or a single offer proposing the purchase or exchange of the securities in question against settlement in securities and cash, or *via* a principal purchase or exchange offer combined with a subsidiary purchase or exchange component, or any other form of tender offer in accordance with applicable law and regulations,

- at its sole discretion, charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,
- set and make any adjustments to take into account the impact of transactions on the Company's share capital, and set the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved (including by way of cash adjustments),
- record the completion of each capital increase and amend the bylaws accordingly,
- if applicable, have the shares or securities to be issued admitted to trading on a regulated market,
- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the

issuance, listing and financial service of the securities issued under this delegation and the exercise of the rights attached thereto;

10. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation as from filling by a third party of a tender offer for the Company's securities until the end of the offer period;
11. sets at 26 months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution;
12. duly notes that if the Board of Directors were to use the delegation of authority granted under this resolution, the Board of Directors must report to the next Ordinary Shareholders' Meeting, in accordance with the law and the regulations, on the use made of the authorisations granted under this resolution.

Twentieth resolution

(Delegation of authority to be granted to the Board of Directors for a period of 26 months to decide on the issue with cancellation of the preferential subscription rights of shares and/or securities giving access to the Company's or its subsidiaries' share capital and/or securities granting entitlement to the allocation of debt securities, by private placement referred to in Article L. 411-2 1° of the French Monetary and Financial Code)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, and having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6 of the French Commercial Code, the provisions of Articles L. 22-10-49, L. 22-10-51, L. 225-135 and L. 225-136 of said Code, and the provisions of Articles L. 228-91 *et seq.* of said Code, as well as with the provisions of Article L. 411-2-1 of the French Monetary and Financial Code:

1. delegates to the Board of Directors, with the option to sub-delegate under the conditions laid down by law and the bylaws, its authority to decide on the issue, on one or more occasions, in the proportion and at the times it shall decide, in France or abroad, without preferential subscription rights, by an offering referred to in Article L. 411-2-1 of the French Monetary and Financial Code, either in euros or in any other currency or monetary unit established by reference to several currencies, of (i) ordinary shares in the Company, (ii) securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code that are equity securities of the Company giving access to other equity securities of the Company, and/or giving entitlement to receive debt securities of the Company, (iii) securities representing a debt claim, whether governed or not by Articles L. 228-91 *et seq.* of the French Commercial Code, giving access or which may give access to equity securities to be issued by the Company, and which may also give access to existing equity securities and/or debt securities of the Company, (iv) securities that are equity securities of the Company giving access to equity securities existing or to be issued by companies and/or debt securities of companies in which the Company will hold directly or indirectly, at the time of the issue, more than half of the share capital, and which may also give access to existing equity securities and/or debt securities of the Company, and/or (v) securities that are equity securities of the Company giving access to existing equity securities and/or debt securities of other companies in

which the Company will not directly or indirectly hold more than half of the share capital at the time of issue, and which may also give access to existing equity securities and/or debt securities, it being specified that the subscription of shares and other securities may be made either in cash or by offsetting of claims.

This decision automatically entails, in favour of the holders of the securities to potentially be issued by the Group companies, the waiver by the Company's shareholders of their preferential subscription rights to the shares or securities giving access to the Company's share capital to which these securities give entitlement;

2. resolves to set as follows the limits on the amounts of Company shares the Board of Directors may issue under this delegation of authority:
 - the maximum nominal amount of the Company's capital increases that may be carried out immediately or in the future under this delegation is set at 35,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the nominal ceiling on the Company's capital increases without preferential subscription rights provided for in paragraph 2 of the 19th resolution proposed to this Shareholders' Meeting, and the overall ceiling applicable to the Company's capital increases provided for in the 26th resolution proposed to this Meeting or, if applicable, the overall ceiling provided for in any similar resolution that may succeed this resolution during the period of validity of this delegation,
 - to these ceilings will be added, where applicable, the nominal amount of any Company shares to be issued, in the event of new financial transactions, to preserve, in accordance with law, regulations and any contractual stipulations, the rights of holders of securities giving access to the share capital, and

- in the event that debt securities are issued under this delegation of authority, the maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation may not exceed 500,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issue, this amount being increased, if applicable, by any redemption premium above par, it being specified that this amount shall be deducted from the amount of the nominal ceiling for issues of debt securities provided for in paragraph 2 of the 19th resolution proposed to this Shareholders' Meeting and the overall ceiling applicable to the issuance of debt securities provided for in the 26th resolution proposed to this Shareholders' Meeting or, if applicable, the amount of the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;
- 3. resolves to cancel the preferential subscription rights of the Company's shareholders to the securities covered by this resolution;
- 4. notes that the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code decided upon under this delegation of authority may be combined, within the framework of the same issue or several issues of shares and/or securities, with public offers of shares and/or securities decided under the delegation of authority referred to in the 19th resolution proposed to this Shareholders' Meeting;
- 5. notes that if the subscriptions have not absorbed the entire issue, the Board of Directors may apply one of the following options, in the order it determines:
 - freely allocate all or part of unsubscribed securities,
 - limit the amount of the transaction to the amount of subscriptions received, provided that the latter total at least three-quarters of the issue approved;
- 6. notes that any decision to issue securities under this delegation of authority shall automatically entail the waiver, in favour of the holders of the securities issued giving access to the share capital, by the Company's shareholders of their preferential subscription rights to any shares issued to which these securities will confer immediate or future entitlement;
- 7. notes that any decision to issue, under this delegation of authority, securities referred to in point 1 (iv) above will require, if these securities give access to equity securities to be issued by a company in which the Company holds or will hold, directly or indirectly, more than half of the share capital, approval by the extraordinary shareholders' meeting of the company concerned;
- 8. notes that:
 - the issue price of the shares issued directly will be at least equal to the weighted average price of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering, less a maximum discount of up to 10%, after, if necessary, correction of this average in the event of a difference between the effective dates,
 - the issue price of the securities giving access to the share capital and the number of shares to which each security may give rise through conversion, redemption or other type of transformation, shall be such that the amount received by the Company immediately, plus any further amount to be received subsequently, shall be for each share derived from these securities, at least equal to the minimum subscription price defined in the previous paragraph;
- 9. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law and the bylaws, to implement this delegation of authority, in particular to:
 - decide on the issue and determine the securities to be issued, or postpone such issue,
 - decide, in the event of an immediate and/or future issue of ordinary shares, the amount of the capital increase, the issue price and the amount of the premium that may, if applicable, be requested upon issue,
 - determine the dates and the terms and conditions of the issue, the number and the characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether or not they are subordinated, set their interest rate and provide, where appropriate, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the par value of the securities and the other terms of issue and amortisation; where applicable, these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities or provide for the option for the Company to issue debt securities (equivalent or not) in payment of interest whose payment would have been suspended by the Company or take the form of complex bonds as defined by the stock market authorities; amend, during the useful life of the securities in question, the terms referred to above, in accordance with applicable formalities,
 - determine the method of payment for shares or securities giving access to the share capital to be issued immediately or in the future,
 - set, if applicable, the terms and conditions for exercising the rights attached to the shares or securities giving right to the share capital to be issued and, in particular, to set the date, which may be retroactive, from which the new shares to be issued will carry dividend rights, as well as any other terms and conditions for carrying out the issue,
 - determine the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock market, at any time or during specified periods, the securities issued or to be issued immediately or in the future, with a view to cancelling them or not, in accordance with legal provisions,
 - provide for the option of suspending the rights attached to the securities issued in accordance with legal and regulatory provisions,
 - at its sole discretion, charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,
 - set and make any adjustments to take into account the impact of transactions on the Company's share capital, and set the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved (including by way of cash adjustments),

- record the completion of each capital increase and amend the bylaws accordingly,
 - if applicable, have the shares or securities to be issued admitted to trading on a regulated market,
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation and the exercise of the rights attached thereto;
10. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation as from filling by a third party of a tender offer for the Company's securities until the end of the offer period;
 11. sets at 26 months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution;
 12. duly notes that if the Board of Directors were to use the delegation of authority granted under this resolution, the Board of Directors must report to the next Ordinary Shareholders' Meeting, in accordance with the law and the regulations, on the use made of the authorisations granted under this resolution.

Twenty-first resolution

(Delegation of authority to be granted to the Board of Directors for a period of 26 months to increase the number of shares to be issued in the event of the issuance of ordinary shares and/or securities giving access to the share capital of the Company, any subsidiary and/or any other company with maintenance or cancellation of preferential subscription rights)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, the regulations and the bylaws, its authority to decide to increase the number of securities to be issued in the event of an issue with maintenance or cancellation of preferential subscription rights pursuant to the 18th, 19th and 20th resolutions, at the same price as that used for the initial issue, within the periods and limits stipulated by applicable regulations at the time of the issue (currently, within thirty calendar days of the closing date for subscriptions and up to 15% of the initial issue volume), and in particular to grant an over-allocation option in accordance with market practices;
2. resolves that in the event of the issue, immediately and/or in the future, of ordinary shares, the nominal amount of the capital increases of the Company decided by this resolution shall be deducted from the ceiling stipulated in the resolution pursuant to which the initial issue is decided and from the overall ceiling applicable to capital increases provided for in the 26th resolution proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that could succeed said resolution during the period of validity of this delegation;
3. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation as from filling by a third party of a tender offer for the Company's securities until the end of the offer period;
4. sets at 26 months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution.

Twenty-second resolution

(Delegation of authority to be granted to the Board of Directors for a period of 26 months to issue shares and/or securities giving access to the share capital without preferential subscription rights in consideration for contributions in kind relating to shares and/or securities giving access to the share capital)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, in particular Article L. 225-147, and Articles L. 22-10-49 *et seq.*, in particular Article L. 22-10-53 of the said Code:

1. delegates to the Board of Directors, with the option to sub-delegate under the conditions laid down by law and the bylaws, its authority to issue, on one or more occasions, in the proportions and at the times it shall decide, within the limit of 10% of the share capital, this limit being assessed at any time whatsoever, by applying this percentage to capital adjusted according to the transactions affecting it subsequent to this Shareholders' Meeting, *i.e.* for example, on the basis of the number of shares comprising the Company's share capital at December 31, 2024, a maximum of 3,711,777 shares, in order to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, through the issue, on one or more occasions, of
 - (i) ordinary shares in the Company, and/or (ii) securities, whether or not governed by Article L. 228-91 *et seq.* of the French Commercial Code, that are equity securities of the Company giving access to other equity securities of the Company, and/ or giving entitlement to receive debt securities of the Company, and/or (iii) securities representing a debt claim, whether or not governed by Article L. 228-91 *et seq.* of the French Commercial Code, giving access or which may give access to equity securities to be issued by the Company, and which may also give access to existing equity securities and/or debt securities of the Company, (iv) securities that are equity securities of the Company giving access to equity securities existing or to be issued by companies and/or debt securities of companies in which the Company will hold directly or indirectly, at the time of issue, more than half of the share capital, and which may also give access to existing equity securities and/or debt securities of the Company, and/or (v) securities that are equity securities of the Company giving access to existing equity securities and/or debt securities of other companies in which the Company will not directly or indirectly hold more than half of the share capital at the time of issue, and which may also give access to existing equity securities and/or debt securities;

2. resolves that the maximum nominal amount of the Company's capital increases that may be carried out immediately or in the future pursuant to this resolution shall be deducted from the nominal ceiling of the Company's capital increases without preferential subscription rights provided for in paragraphs 2 of the 19th and 20th resolutions proposed to this Shareholders' Meeting and from the overall ceiling applicable to the Company's capital increases defined in the 26th resolution proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;
3. resolves that, in the event that debt securities are issued under this delegation, the maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation shall be deducted from the nominal ceiling for the issuance of debt securities provided for in paragraph 2 of the 19th and 20th resolutions proposed to this Shareholders' Meeting and from the overall ceiling applicable to the issuance of debt securities provided for in the 26th resolution proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that could succeed said resolution during the period of validity of this delegation;
4. cancels the preferential subscription rights of the Company's shareholders to the securities to be potentially issued under this delegation of authority;
5. notes, as necessary, that this delegation entails the waiver by the holders of shares of their preferential subscription rights to the Company's shares to which the securities issued on the basis of this resolution may entitle the holders immediately or in the future;
6. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions laid down by law and the bylaws, to implement this resolution, in particular to:
 - decide on the issue remunerating the contributions and determine the securities to be issued, as well as their characteristics, the terms of their subscription and their effective date, or, if deemed necessary, postpone such issue,
 - approve the list of securities contributed, approve the valuation of the contributions, set the conditions for the issue of the securities remunerating the contributions, and the amount of any balance to be paid,
 - determine the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved,
 - at its sole discretion, charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,
 - record the completion of each capital increase and amend the bylaws accordingly,
 - if applicable, have the shares or securities to be issued admitted to trading on a regulated market,
 - in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued under this delegation and for the exercise of the rights attached thereto;
7. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation as from filling by a third party of a tender offer for the Company's securities until the end of the offer period;
8. sets at 26 months, as from the date of this Meeting, the period of validity of the delegation of authority covered hereby.

Twenty-third resolution

(Delegation of authority to be granted to the Board of Directors for a period of 26 months to decide to increase the share capital by incorporation of premiums, reserves, profits or other items)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors in accordance with the provisions of Articles L. 22-10-49, L. 225-129 to L. 225-129-6, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, regulations and the bylaws, its authority to decide on the increase of the share capital in one or more instalments, in the proportion and at the times that it decides, by the successive or simultaneous incorporation in the share capital of all or part of the reserves, profits or premiums from the issue, merger, contribution or other kinds, whose capitalisation is

permitted by law and the bylaws, by the creation and allocation of shares or by increasing the nominal value of shares or by a combination of these two processes. The maximum nominal amount of the Company's capital increases that may be carried out in this respect may not exceed 75,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the overall ceiling applicable to the capital increases of the Company provided for in the 26th resolution proposed to this Shareholders' Meeting or, where applicable, the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;

2. if the Board of Directors uses this delegation of authority, delegates to the latter all powers, with the option of subdelegation under the conditions set by law and the bylaws, to implement this delegation, in particular to:
 - set the amount and nature of the sums to be incorporated into the share capital, set the number of new equity securities to be issued and/or the amount by which the par value of existing equity securities will be increased, and set the date, which may be retroactive, from which the new equity securities will carry dividend rights or when the increase in nominal of the existing equity securities will take effect,
 - decide, in the event of a distribution of free equity securities:
 - that fractional rights will not be negotiable and that the corresponding equity securities will be sold; the proceeds from the sale will be allocated to the rights holders under the conditions provided for by law and regulations,
 - that the shares that will be allocated under this delegation on the basis of existing shares and those that would benefit from double voting rights will benefit from this right as soon as they are issued,
 - make any adjustments to take into account the impact of transactions on the Company's share capital, and set the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved, carry out all acts and formalities in order to make the capital increase(s) definitive (including by means of cash adjustments),
 - record the completion of each capital increase and amend the bylaws accordingly,
 - at its sole discretion, charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,
 - if applicable, have the shares or securities to be issued admitted to trading on a regulated market,
 - in general, enter into any agreement, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued under this delegation as well as for the exercise of the rights that are attached to it;
3. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation as from filling by a third party of a tender offer for the Company's securities until the end of the offer period;
4. sets at 26 months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution;
5. notes that the Board of Directors must report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the delegation of authority granted under this resolution.

Twenty-fourth resolution

(Delegation of authority to be granted to the Board of Directors for a period of 26 months to decide on the issue, with cancellation of preferential subscription rights, of shares or securities giving access to the share capital reserved for members of employee savings schemes)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code, and Articles L. 3332-1 *et seq.* of the French Labour Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, regulations and the bylaws, its authority to decide on an increase in the Company's share capital, on one or more occasions, of a maximum nominal amount of 11,500 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, through the issue of shares or securities giving access to the share capital reserved for members of one or more employee savings schemes (or any other scheme for which Articles L. 3332-1 *et seq.* of the French Labour Code or any similar law or regulation makes it possible to reserve a capital increase under equivalent conditions) set up within a French or foreign company or group of companies, which are related to it under the conditions of Article L. 225-180 of the French Commercial Code and falling within the scope of consolidation or combination of the Company's financial statements pursuant to Article L. 3344-1 of the French Labour Code; it being specified that this resolution may be used for the purpose of implementing leverage effects, it being specified that the payment of shares and/or securities subscribed may be made either in cash or as consideration for certain, liquid and due receivables held against the Company;
2. resolves that the maximum nominal amount of the capital increase(s) potentially carried out immediately or in the future under this delegation may not exceed the 11,500 euros or the equivalent of this amount on the issue date, it being specified that the maximum nominal amount of the capital increases potentially carried out immediately or in the future under this delegation will be deducted from the applicable overall ceiling on capital increases provided for in the 26th resolution proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;
3. resolves that the issue price of the new shares or securities giving access to the share capital shall be determined under the conditions provided for in Articles L. 3332-19 *et seq.* of the French Labour Code and shall be at least equal to 70% of the Reference Price (as defined below) or 60% of the Reference Price when the lock-in period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is at least ten years; however, the Shareholders' Meeting expressly authorises the Board of Directors to reduce or cancel the aforementioned discounts (within the legal and regulatory limits), if it deems it appropriate, in particular to take into account, *inter alia*, of legal, accounting, tax and social security rules applicable locally; for the purposes of this paragraph, the Reference Price means the average of the quoted prices of the Company's share on the regulated market of Euronext in Paris during the twenty trading sessions preceding the day of the decision setting the opening date for subscriptions by members of an employee savings scheme;

4. authorises the Board of Directors to allocate, free of charge, to the beneficiaries indicated above, in addition to the shares or securities giving access to the share capital to be subscribed in cash, shares or securities giving access to the share capital to be issued or already issued, as a replacement for all or part of the discount in relation to the Reference Price and/or matching contribution, it being understood that the benefit resulting from this allocation may not exceed the legal or regulatory limits applicable under the terms of the Articles L. 3332-10 *et seq.* of the French Labour Code;
5. resolves to cancel, in favour of the beneficiaries indicated above, the shareholders' preferential subscription rights to the shares to be issued and securities giving access to the share capital the issue of which is the subject of this delegation, the said shareholders also waiving, in the event of a free allocation to the above-mentioned beneficiaries of shares to be issued or securities giving access to the share capital, any right to the aforementioned shares or securities giving access to the share capital, including the portion of the reserves, profits or share premiums incorporated into the share capital, in respect of the free allocation of said shares made on the basis of this resolution;
6. resolves that the Board of Directors shall have full powers to implement this delegation, with the option of subdelegation under the conditions set by law and the bylaws, within the limits and under the conditions specified above, to, in particular:
 - draw up, under the legal conditions, the list of companies whose beneficiaries indicated above may subscribe to the shares or securities giving access to the capital thus issued and, where applicable, benefit from the free allocation of shares or securities giving access to the capital,
 - decide that subscriptions may be made directly by the beneficiaries, members of an employee savings scheme, or through company mutual funds or other structures or entities permitted by applicable law or regulations,
 - determine the conditions, in particular regarding length of service, that the beneficiaries of the capital increases must fulfil,
 - set the opening and closing dates for subscriptions,
 - set the amounts of the issues that will be carried out under this authorisation and determine in particular the issue prices, dates, deadlines, terms and conditions of subscription, payment, delivery and enjoyment of the securities (which may be retroactive), the pro-rata allotment rules applicable in the event of oversubscription, as well as the other terms and conditions of the issues, within the legal or regulatory limits in force,
 - in the event of a free allocation of shares or securities giving access to the share capital, to set the nature, characteristics and number of shares or securities giving access to the share capital to be issued, the number to be allocated to each beneficiary, and to set the dates, deadlines, terms and conditions for the allocation of these shares or securities giving access to the share capital within the legal and regulatory limits in force and, in particular, choose either to substitute all or part of the allocation of these shares or marketable securities giving access to the share capital at the discounts to the Reference Price stipulated above, or to deduct the equivalent value of these shares or securities from the total amount of the matching contribution, or to combine these two possibilities,
 - in the event of the issue of new shares, to deduct, where applicable, from the reserves, profits or issue premiums, the sums necessary for the payment of said shares,
 - record the completion of capital increases up to the amount of shares that will be effectively subscribed,
 - if applicable, to charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital resulting from these capital increases,
 - enter into all agreements, carry out directly or indirectly through an agent all transactions and formalities, including carrying out formalities following capital increases and the corresponding amendments to the bylaws,
 - in general, enter into any agreement, in particular for the successful completion of the proposed issues, take all measures and decisions and carry out all formalities necessary for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or subsequent to the capital increases carried out;
7. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation to hold a tender offer for the Company's securities from the date of filing by a third party until the end of the offer period;
8. sets at 26 months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this delegation.

Twenty-fifth resolution

(Delegation of authority to be granted to the Board of Directors to carry out a capital increase in favour of category(ies) of named beneficiaries, in connection with the implementation of the Group international shareholding and savings plans, with cancellation of preferential subscription rights)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory Auditors' report:

1. delegates to the Board of Directors, within the framework of the provisions of L. 225-129, L. 225-129-2 to L. 225-129-6 and L. 225-138 of the French Commercial Code, its authority to increase the share capital, on one or more occasions, by issuing new shares as well as any other equity securities or securities giving access, immediately or in the future, to the Company's capital;
2. resolves to cancel shareholders' preferential subscription right to the shares that may be issued pursuant to this resolution and to reserve the subscription right to the category of beneficiaries meeting the following characteristics:
 - (a) employees and corporate officers of companies outside the Group that are linked to the Company under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, in order to enable them to subscribe to the Company's share capital under conditions that are economically equivalent to those that may be offered to the members of one or more company employee savings schemes within the framework of a capital increase carried out pursuant to the 24th resolution of this Shareholders' Meeting, and/or
 - (b) UCITS or other entities, with or without legal personality, for employee share ownership invested in securities of the Company, the unit holders or shareholders of which will be the persons mentioned in (a) of this paragraph, and/or
 - (c) any banking institution or subsidiary of such an institution intervening at the request of the Company for the purposes of establishing a shareholding or savings plan for the benefit of the persons mentioned in (a) of this paragraph insofar as recourse to the subscription of the person authorised in accordance with this resolution would be necessary or desirable in order to allow the employees or corporate officers referred to above to benefit from employee shareholding or savings formulas equivalent or similar in terms of economic advantage to those from which other employees of the Group would benefit;
3. notes that this delegation automatically entails, for the benefit of the holders of securities issued under this resolution and giving access to the Company's share capital, the waiver by the shareholders of their preferential subscription rights to the shares to which these securities create immediate or future entitlement;
4. resolves to set at a maximum of 11,500 euros the total nominal amount of the capital increases that may be carried out by virtue of this delegation, it being specified that this amount will be deducted from the overall nominal ceiling provided for in the 26th resolution proposed to this Shareholders' Meeting

(or, as the case may be, from the amount of the overall ceiling that may be provided for by a resolution of the same nature that could succeed said resolution during the period of validity of this delegation) and from the ceiling provided for in the 24th resolution and proposed to this Shareholders' Meeting, it also being specified that this amount shall be increased, where applicable, by the adjustments that may be made in accordance with the applicable legal and regulatory provisions and, where applicable, with the applicable contractual stipulations, to preserve the rights of the holders of equity securities, securities or other rights giving access to the capital;

5. resolves that the issue price of the shares or securities giving access to the Company's capital shall be set by the Board of Directors, and may be (a) set under the same conditions as those provided for by Articles L. 3332-18 *et seq.* of the French Labour Code, the subscription price being at least equal to 80% of an average of the quoted prices of the Company's shares on Euronext Paris during the twenty trading sessions preceding the date of the decision setting the opening date for subscriptions under this resolution, or (b) equal to the price of the shares issued as part of a capital increase for the benefit of employees signed up for an employee savings scheme carried out at the same time;
6. resolves that the Board of Directors shall have all powers, with the option to delegate or sub-delegate, in accordance with the legal and regulatory provisions, to implement this resolution and in particular to draw up the list of beneficiaries defined above; to determine the characteristics, amounts, terms and conditions of the transactions; to set the dates and terms of the issues to be made pursuant to this delegation; to set the opening and closing dates for subscriptions, the effective dates and the procedures for paying for shares; to grant deadlines for the payment of shares; to request the admission to trading on a regulated market of the shares created; to determine the effective date and the terms of payment; to record the completion of the capital increases up to the amount of the shares actually subscribed; carry out, directly or through an agent, all operations and formalities related to share capital increases on their own decision; and, if they deem it appropriate, charge the costs of the capital increases against the amount of the premiums relating to these increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase;
7. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation to hold a tender offer for the Company's securities from the date of filing by a third party until the end of the offer period.

This authorisation is granted for a period of 18 months as from the date of this document.

Twenty-sixth resolution

(Overall limit on authorisations for issuing shares and securities giving access to the share capital)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, resolves to set at 141,500 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, the maximum aggregate nominal amount of share capital increases, immediate and/or in the future, that may be carried out pursuant to the authorisations granted by the 18th to 25th resolutions, it being specified that this nominal amount may

be increased by the nominal amount of the additional shares to be issued to preserve the rights of the holders of securities giving access to the Company's share capital.

The Shareholders' Meeting also decides to set at 500,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, the maximum aggregate nominal amount of debt securities issues that may be carried out pursuant to the authorisations granted by the 18th to 25th resolutions.

27th resolution

(Authorisation to be granted to the Board of Directors to allocate existing or future free shares to employees and corporate officers of the Group or to some of them)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having read the Board of Directors' report and the Statutory Auditors' report:

1. authorises the Board of Directors, pursuant to the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, with powers to sub-delegate such authority within the limits set by law, to award, on one or more occasions, free shares, whether existing or to be issued (excluding preference shares), to individual beneficiaries or to categories of beneficiaries to be determined by the Board of Directors from among the corporate officers and/or salaried employees of the Company and/or companies or groups affiliated with the Company under the conditions provided for in Article L. 225-197-2 of said Code, or certain categories of them, according to the conditions defined below;
2. resolves that the number of shares that may be awarded under this resolution may not exceed 371,777 shares, *i.e.* 1% of the share capital as of the date of this Shareholders' Meeting, it being specified that this maximum number of shares, to be issued or existing, may be increased to take into account the number of additional shares that may be awarded as a result of an adjustment to the number of shares initially awarded following a transaction involving the Company's share capital;
3. resolves that the number of free shares awarded under this authorisation to the Company's executive officers may not represent more than 50% of the limit of 1% of the share capital set in the previous paragraph;
4. resolves that the award of said shares to their beneficiaries shall vest at the end of a vesting period of at least three years, with a lock-up period, if deemed necessary, the duration of which will be set by the Board of Directors;
5. the shares awarded to the beneficiaries shall, however, vest before the expiry of the applicable vesting period if the beneficiary suffers from a disability falling within the second or third category as defined in Article L. 341-4 of the French Social Security Code, or equivalent case abroad; in such cases, the shares will be freely transferable;
6. grants full authority to the Board of Directors, with the power to sub-delegate within the limits set by law, to implement this authorisation and in particular to:
 - determine whether the shares to be awarded free of charge are existing or to be issued and, where applicable, amend its choice before the shares vest,
 - select the beneficiaries or category(ies) of beneficiaries of the share awards from among the corporate officers or employees of the Company and companies or groups affiliated with the Company and the number of shares to be awarded to those beneficiaries,
 - set the conditions and, as applicable, the criteria for awarding shares, including the minimum vesting period and, if any, the lock-up period applicable to each beneficiary, under the conditions set forth above, it being specified that the vesting of all shares will be subject to performance conditions to be determined by the Board; however, by way of exception, and for a total not exceeding 0.04% of the share capital, the vesting of shares awarded to beneficiaries other than executive officers and members of the Company's Executive Committee may not be subject to performance conditions,
 - provide for an option to suspend allocation rights on a temporary basis,
 - record the vesting dates and the dates from which the shares may be freely transferred, taking into account legal restrictions,
 - where new shares are issued, set the terms and conditions of the issues to be carried out under this authorisation and in particular deduct any amounts necessary for paying up the shares from the reserves, profits or issue premiums, record any capital increases carried out pursuant to this authorisation, make any corresponding amendments to the Company's bylaws and, in general, take all actions and complete all formalities as may be necessary;
7. resolves that the Company may make any applicable adjustments to the initial number of shares awarded free of charge in order to protect beneficiaries' rights in the event of any transactions related to the Company's share capital, including any change to the share par value, share capital increases by capitalisation of reserves, award of free shares to all shareholders, issue of new equity securities or share equivalents with preferential subscription rights for existing shareholders, stock splits or reverse stock splits, distribution of reserves or share premiums, capital redemptions, changes to the distribution of profits due to the creation of preference shares, or any other transaction affecting shareholders' equity. It is hereby specified that the shares awarded under these adjustments shall be deemed awarded on the same day as the initially awarded shares;

8. recognises that, in the event of new shares to be awarded free of charge, this authorisation shall constitute, as and when said shares vest, a capital increase by capitalisation of reserves, profits or share premiums for the beneficiaries of said shares and the shareholders' corresponding waiver, in favour of the beneficiaries of said shares, of their preferential right to subscribe to said shares;
9. notes that if the Board of Directors were to use this authorisation, it must notify the Ordinary Shareholders' Meeting every year of any transactions carried out pursuant to this authorisation, in accordance with the conditions provided for in Article L. 225-197-4 of the French Commercial Code;
10. decides that this authorisation is granted for a period of 38 months beginning on the date of this Shareholders' Meeting.

As of this date, it terminates, for the unused portion, the authorisation for the same purpose, granted to the Board of Directors by the Extraordinary Shareholders' Meeting of May 31, 2022 (17th resolution).

Twenty-eighth resolution (Amendment to Article 18 of the Company's bylaws)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, and having reviewed the Board of Directors' report, resolves to amend, with effect from the end of this meeting, Article 18.6 *et seq.* of the Company's bylaws, in particular to allow GTT's Board of Directors to make decisions by written consultation as follows:

Former wording	New wording
Article 18.6 <i>et seq.</i>	Article 18.6 <i>et seq.</i>
18.6 The Board of Directors may only validly deliberate if at least half of the directors are present.	18.6 The Board of Directors may only validly deliberate shall validly meet, regardless of the method of consultation , if at least half of the directors are present or deemed present .
18.7 The directors attending the meetings of the Board of Directors by means of videoconferencing or telecommunications complying with the technical characteristics set in the legislative and regulatory provisions in force are deemed present for the calculation of the quorum and majority, under the terms and conditions set in the internal rules of procedure of the Board of Directors.	18.7 The directors attending the meetings of the Board of Directors by means of videoconferencing or telecommunications complying with the technical characteristics set in the legislative and regulatory provisions in force are deemed present for the calculation of the quorum and majority, under the terms and conditions set in the internal rules of procedure of the Board of Directors.
18.8 Decisions of the Board of Directors are taken by simple majority vote of the members present or represented. In case of a split vote, only the current Chair of the Board of Directors shall have a casting vote. It is specified that if the current Chair does not attend the Board Meeting, the <i>ad hoc</i> Chair of the Meeting shall not have this casting vote.	18.8 Decisions of the Board of Directors are taken by simple majority vote of the members present or represented. In case of a split vote, regardless of the method of consultation , only the current Chair of the Board of Directors shall have a casting vote. It is specified that if the current Chair does not attend the Board Meeting, the <i>ad hoc</i> Chair of the Meeting shall not have this casting vote.
18.9 Meetings of the Board of Directors are chaired by the Chair of the Board of Directors. In his/her absence, the Board appoints one of the directors as Chair of the Meeting.	At the initiative of the person convening the meeting, all decisions of the Board of Directors may be made by written consultation of the directors, subject to the time limits and formalities set out in the internal rules of procedure of the Board of Directors. Directors shall then be asked to express their opinion by any written means, including electronically, on the decision(s) that have been submitted to them. Each member of the Board of Directors shall have a period of time, as provided for in the Board of Directors' internal rules, to object to the use of written consultation. To this end, they shall notify the Chair, or failing that, the person convening the meeting, by any written means.
18.10 An attendance register is kept, and signed by the members of the Board of Directors attending the Board Meeting, both in their own name and as proxy.	18.9 Meetings of the Board of Directors are chaired by the Chair of the Board of Directors. In his/her absence, the Board appoints one of the directors as Chair of the Meeting.
18.11 The deliberations of the Board of Directors are recorded in minutes signed by the Chair of the meeting and by at least one director having attended the Meeting, drawn up in a special, initialled register. In case the Chair of the Meeting is unable to attend, it is signed by at least two directors.	18.10 An attendance register is kept, and signed by the members of the Board of Directors attending the Board Meeting, both in their own name and as proxy
	18.11 The deliberations of the Board of Directors are recorded in minutes signed by the Chair of the meeting and by at least one director having attended the Meeting, drawn up in a special, initialled register. In case the Chair of the Meeting is unable to attend, it is signed by at least two directors.

The other paragraphs of Article 18 remain unchanged.

RESOLUTION THAT FALLS WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

Twenty-ninth resolution

(Powers for formalities)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary and Extraordinary Shareholders' Meetings, grants full powers to the bearer of an original, a copy or an excerpt of the minutes of its deliberations to carry out any filing and formalities required by law.

NOTES

REQUEST FOR ADDITIONAL DOCUMENT

2025

COMBINED SHAREHOLDER' MEETING
JUNE 11, 2025 AT 3:00 P.M.



THIS REQUEST SHOULD BE RETURNED TO UPTEVIA

- Shareholder' Meeting -

90 - 110 esplanade du Général de Gaulle - 92931 Paris La Défense Cedex

I, the undersigned: ☐ Ms ☐ Mr

Surname and first name:

Address:

Holder of:⁽¹⁾ registered share(s):

..... bearer share(s) held by:

requests Gaztransport & Technigaz (GTT) to send it, in view of the Combined Shareholders' Meeting of June 11, 2025,
the documents referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code.

In:, on: 2025

Signature

NOTE: Pursuant to paragraph 3 of Article R. 225-88 of the French Commercial Code, shareholders holding registered securities may, by a single request, obtain from GTT the documents referred to in Article R. 225-83 of the said Code for each subsequent Shareholders' Meeting.

(1) Necessarily join a certificate of registration of the share(s).





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Technology for a sustainable world

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SAFETY

EXCELLENCE

INNOVATION

TEAMWORK

TRANSPARENCY