

Notice of meeting **2024**

COMBINED GENERAL MEETING

JUNE 12, 2024 AT 3:00 P.M.

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



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€428m

IN CONSOLIDATED
REVENUES IN 2023

311

ORDERS AT
DECEMBER 31, 2023

750+

EMPLOYEES AT
END-DECEMBER 2023



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>).

PREREQUISITES FOR PARTICIPATING IN THE MEETING

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 10, 2024 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 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.

1

Attend the Shareholders' Meeting in person

Shareholders may request an admission card by mail or by internet, under the following conditions. The secure Votaccess platform will be open from May 24, 2024 until June 11, 2024 at 3:00 p.m., Paris time.

- **If you are a registered shareholder (pure or administered):**
 - requesting an admission card by post: you must request an admission card from the centralizing institution: Uptevia by sending the single postal voting form attached to the notice of meeting, using the T envelope enclosed with the notice of meeting, or by ordinary mail, to Uptevia (Service Assemblées Générales – 90 - 110 esplanade du Général de Gaulle – 92931 Paris La Défense Cedex);
 - requesting an admission card by internet: you must make your request online on the secure Votaccess platform accessible *via* the Planetshare website whose address is <https://planetshares.uptevia.pro.fr>. Holders of pure registered shares must connect to the Planetshares site with their usual access codes. Administered registered shareholders must connect to the Planetshares website using the login number located on the top right-hand corner of their paper voting form. If the shareholder is no longer in possession of their login and/or password, they may contact the freephone number +33 (0) 800 85 85 85. After logging in, the registered shareholder must follow the instructions on the screen to access Votaccess and request an admission card.

- **If you are a bearer shareholder:**
 - requesting an admission card by post: you must ask your authorised intermediary for a certificate of participation. Your authorised intermediary will then send it to the centralising institution: Uptevia (Service Assemblées Générales – 90 - 110 esplanade du Général de Gaulle – 92931 Paris La Défense Cedex), which will send you an admission card;
 - request for admission card by internet: if you are a bearer shareholder, you must identify yourself on the Internet portal of your account holder with your usual access codes. You must then click on the icon that appears on the line corresponding to your GTT shares to access the Votaccess site and follow the procedure indicated on the screen. Only bearer shareholders whose account holder has joined the Votaccess site will be able to request an admission card *via* the internet. The admission card will be available according to the procedure indicated on the screen. If you have not chosen to receive it by mail, you must print it out and present it at the reception desk.

You will present yourself on June 12, 2024 at the venue of the Shareholders' Meeting with your admission card. However:

- **If you are a registered shareholder,** in the event that your admission card does not reach you in time, you may nevertheless participate in the Shareholders' Meeting upon proof of your identity.
- **If you are a bearer shareholder** and have not received your admission card by the second business day preceding the Shareholders' Meeting, you may participate in the Shareholders' Meeting by first asking your authorised intermediary to issue you with a certificate of participation and by attending the Shareholders' Meeting with proof of identity. Please note that the certificate of participation is an exceptional means of participation by a shareholder and should not be confused with one of the possibilities of participating in a Meeting. This document is limited to cases of loss or non-receipt of the admission card. The shareholder is not exempt from the obligation to return the duly completed certificate of participation.

2 Vote or give proxy by mail

Shareholders who do not attend the Shareholders' Meeting in person and who wish to vote by mail or be represented by proxy by giving a power of attorney to the Chairman of the Shareholders' Meeting may proceed with the formalities as described below.

- **If you are a registered shareholder (pure or administered):** a single form for voting by mail or by proxy will be sent to you directly. This form should be returned to the following address: Uptevia, Service Assemblées Générales – 90 - 110 esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.
- **If you are a bearer shareholder:** you may request the single postal voting form or proxy form from the intermediary who manages your securities as from the date of the notice of meeting and no later than six days before the date of the Shareholders' Meeting, *i.e.* June 6, 2024. The said single form must be returned together with a certificate of participation issued by the financial intermediary and sent to: Uptevia, Service Assemblées Générales – 90 - 110 esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

In order to be taken into account, postal voting forms and proxy forms for the Chairman of the Meeting sent by post must be received by the issuer or the Shareholders' Meetings Department of Uptevia no later than three days before the Shareholders' Meeting, *i.e.* June 8, 2024. Revocations of proxies given to the Chairman of the Meeting, sent by paper, must be received within the same timeframe.

Likewise, the designations or revocations of mandates given to a third party and expressed by mail must be received no later than three days before the date of the Shareholders' Meeting.

3 Voting or giving proxy by electronic means

Shareholders also have the possibility to send their voting instructions and appoint or revoke a proxy by internet before the Shareholders' Meeting, on Votaccess, under the conditions described below.

The Votaccess site will be open as of May 24, 2024.

The possibility of voting by internet before the Shareholders' Meeting will end the day before the meeting, *i.e.* on June 11, 2024 at 3.00 p.m., Paris time. Equally, in order to be validly taken into account, the designations or revocations of proxies expressed by electronic means must be received no later than 3.00 p.m. (Paris time) the day before the meeting.

However, in order to avoid any possible congestion on the Votaccess site, shareholders are advised not to wait until the day before the meeting to vote or appoint a proxy.

- **If you are a registered shareholder (pure or administered):** Holders of pure or administered registered shares who wish to vote by internet will access the Votaccess site *via* the Planetshares site at the following address: <https://planetshares.uptevia.pro.fr>. Holders of pure registered shares must connect to the Planetshares site with their usual access codes. Holders of administered registered shares must connect to the Planetshares website using their ID number, which can be found at the top right-hand corner of their paper voting form. If the shareholder is no longer in possession of their login and/or password, they will reset it directly online by following the instructions on the screen. After logging in, the registered shareholder must follow the instructions on the screen to access the Votaccess site and vote, or appoint or revoke a proxy.

In order to be validly taken into account, the designations or revocations of proxies expressed by electronic means must be received no later than 3:00 p.m. (Paris time) the day before the meeting.

- **If you are a bearer shareholder:**
 - if the authorised intermediary who manages the shareholder's account is connected to the Votaccess site, shareholders must identify themselves on the internet portal of their account-keeping institution with their usual access codes. They must then click on the icon that appears on the line corresponding to their shares and follow the instructions given on the screen in order to access the Votaccess site and vote or designate or revoke a proxy;
 - if the shareholder's account-holding institution is not connected to the Votaccess site, in accordance with the provisions of Articles R. 225-79 and 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:
 - the shareholder should send an email to: Paris_France_CTS_mandats@uptevia.pro.fr,

- this email must contain the following information: name of the issuer concerned, date of the Shareholders' Meeting, surname, first name, address, bank references of the principal as well as the surname, first name and if possible the address of the proxy,
- the shareholders must ask their financial intermediary who manages their share account to send a written confirmation to the following address: Uptevia, Service Assemblées Générales – 90 - 110 esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

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

- if the transfer of ownership occurs before June 10, 2024 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 10, 2024 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.

If a shareholder has already voted by post, sent a proxy or requested an admission card or a certificate of participation to physically take part in the meeting, by any means, they may not change their decision.



▶ 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 6, 2024 at midnight Paris time).

To be taken into account, they must be accompanied by a certificate of account registration.

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 to R. 225-73 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, within 20 calendar days of the publication of the notice of meeting in the BALO and must be received by the Company no later than 25 calendar days before the date of the Shareholders' Meeting, *i.e.* by May 18, 2024. 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 10, 2024 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.

The Board of Directors

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 370 783,57 €
Siège Social :
1, route de Versailles
78470 Saint-Rémy-lès-Chevreuse
662 001 403 R.C.S. VERSAILLES

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le mercredi 12 Juin 2024 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 Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this , for which I vote No or I abstain.

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

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

- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting:
- Je m'abstiens. / I abstain from voting:
- Je donne procuration [cf. au verso renvoi (4)] à M., 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 08 Juin 2024 sur 2^{ème} convocation / on 2nd notification

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

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

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 et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

PLEASE CHECK YOUR FULL NAME AND ADDRESS

Date & Signature

Regardless of your selection, PLEASE DATE AND SIGN HERE



2 Overview of the situation and activity in fiscal year 2023

2.1 GROUP BUSINESS ACTIVITY IN 2023

LNG CARRIERS: ORDER MOMENTUM CONTINUES

After a record year in 2022 in terms of order intake, GTT booked 73 LNG carrier orders in the financial year 2023, 21 of which were booked in the fourth quarter. Their delivery is scheduled between the first quarter of 2026 and the third quarter of 2029.

An order for two very large ethane carriers was booked in the fourth quarter of 2023, with delivery scheduled between the fourth quarter of 2026 and the second quarter of 2027.

Additionally, in early 2023, an order was booked for an LNG liquefaction unit (FLNG), which is scheduled for delivery in the first quarter of 2027.

Also, in the first two months of 2024, GTT booked two orders for a total of 23 LNG carriers – including eight very-large capacity carriers – as well as an order for three very large ethane carriers.

LNG AS FUEL

In July 2023, GTT received an order from the Chinese shipyard Yangzijiang to design the cryogenic tanks for ten LNG-powered very large container ships.

In September 2023, a new order for five large container ships was received from HD Hyundai Heavy Industries on behalf of Yang Ming, a Chinese ship-owner.

Delivery of these container ships is scheduled between the second quarter of 2026 and the first quarter of 2028.

TWO NEW AGREEMENTS WITH SHIPYARDS

In November 2023, GTT signed a Technical Assistance and Licensing Agreement with COSCO Shipping (Qidong) Offshore, a subsidiary of COSCO Shipping Corporation, and, in December 2023,

a strategic cooperation agreement with the Chinese shipbuilding group, CSSC.

SERVICES TO VESSELS IN OPERATION

In May 2023, GTT signed a Technical Service Agreement with the maritime transportation company Eastern Pacific Shipping and its subsidiary Coolco to support them with the maintenance and operation of a fleet of 33 vessels (24 LNG carriers, six ethane carriers and three container ships).

In October 2023, GTT announced that it had signed a service contract with the ship-owner CMA CGM for the maintenance and

operation of 49 LNG-powered container ships. The contract includes on-site technical support from GTT teams during inspections, maintenance, repairs, operations and engineering services, as well as training and access to the HEARS® emergency hotline. The contract also includes solutions provided by Ascenz Marorka (see below).

ASCENZ MARORKA: NEW CONTRACTS AND LAUNCH OF NEW INNOVATIVE SOLUTIONS

During 2023, GTT pursued its strategy of developing new digital solutions for ship-owners and signed a number of important contracts, highlighting the increasing needs of ship-owners in this area.

The innovative solutions and new services developed by Ascenz Marorka include:

- A maintenance-optimisation solution for LNG membrane tanks, known as the “Sloshing Virtual Sensor”, which has received an approval in principle from Lloyd’s Register. This solution is designed to extend the period between tank inspections by two years, while maintaining strict safety standards.

- The vessel-propeller Shaft Power Limitation (ShaPoLi) solution⁽¹⁾, which has obtained conformity certification from DNV and Bureau Veritas. This solution aims to help ship-owners and operators comply with International Maritime Organization (IMO) regulations.
- The setting up of the Real-Time Fleet Performance Monitoring Centre, which brings together a team of maritime experts with in-depth knowledge of navigation, meteorology, performance management, LNG operations and offshore operations, to provide a holistic approach to optimise vessel operations.

(1) ShaPoLi: Shaft Power Limitation.

Notable contracts signed by Ascenz Marorka in 2023 include:

- A contract with two major European LNG ship-owners to equip three vessels with its “Sloshing Virtual Sensor” predictive maintenance solution, which is designed to optimise tank maintenance, while ensuring compliance with strict safety standards, thereby improving operational flexibility and achieving substantial savings.
- Four contracts for its *Smart Shipping* solution: the first with a European ship-owner, to equip 30 container ships; the second with GasLog, to equip its entire fleet of more than 35 LNG carriers; the third, with Global Ship Lease, to equip its entire fleet of container ships; and the fourth, with Brunei Gas

Carriers, to equip the first vessel in its fleet. The *Smart Shipping* solution developed by Ascenz Marorka comprises automatic data collection systems and smart software designed to manage and optimise vessels’ energy and environmental performance.

- A contract to equip the entire Clean Products Tankers Alliance (CPTA) fleet – *i.e.* approximately 20 vessels – with its advanced weather routing solution.
- A contract to equip 49 CMA CGM LNG-powered vessels with high-frequency data collection systems, with access to Ascenz Marorka online platform.

ELOGEN

In terms of sales, Elogen continues to implement its selective approach to projects, while posting strong growth in revenues (up 117% to 10.1 million euros at December 31, 2023). In the past financial year, EBITDA showed a controlled level of loss, given the increase in headcounts (+50 employees over the period), to stand at -19.7 million euros, compared to -14.7 million euros in 2022. The Group notes that Elogen’s EBITDA is expected to break even from mid-decade.

In early 2023, Elogen won a flagship contract with CrossWind – a joint venture between Shell and Eneco – to build a 2.5 MW electrolyser for an offshore wind farm off the coast of the Netherlands.

In July 2023, Elogen signed its first contract with its Korean partner Valmax for the construction of a 2.5 MW electrolyser. In September 2023, Elogen signed a new contract with Valmax for the construction of a second 2.5 MW electrolyser. With a production capacity of up to one tonne of hydrogen per day each, these two electrolysers will be integrated into mobility projects in Korea.

In December 2023, Elogen, the CNRS and the University of Paris-Saclay announced the creation of a joint laboratory to facilitate the large-scale production of green hydrogen by improving existing electrolysis processes and conducting research on the use of different materials.

Elogen continues to implement its strategy around three imperatives: “Be efficient, be reliable, be ready”. Within this framework, Elogen is developing its R&D activities to improve the competitiveness and energy efficiency of its solutions, diversifying its technologies to produce large-scale electrolysers and continuing the development of its network of local partners for Balance-Of-Plant assembly and maintenance. The company is also strengthening its teams, particularly those involved in technical fields and project management. Finally, Elogen is gearing up for industrial scale-up with its Vendôme gigafactory project (part of the Hydrogen IPCEI). Construction began in January 2024.

DEVELOPMENT OF NEW TECHNOLOGIES

Innovations in the field of LNG carriers

At the start of 2023, GTT obtained several approvals in principle for the adoption of new technologies in the LNG carrier field. A notable example was from Lloyd’s Register for a new LNG carrier

design in collaboration with Samsung Heavy Industries, incorporating the three-tank concept developed by GTT and equipped with the Mark III Flex membrane containment system.

Innovations in the field of LNG-fuelled vessels/alternative fuels

In 2023, GTT obtained numerous approvals in principle from classification societies, especially in the area of alternative fuels. The approvals cover the following concepts:

- a dual-fuel, LNG-powered supertanker (ABS, ClassNK, Bureau Veritas, DNV and Lloyd’s Register);
- a dual-fuel LNG-powered Suezmax supertanker (ABS, DNV);
- an LNG tank with an “NH₃ ready” rating (ClassNK, DNV);

- an LNG tank allowing a pressure of up to one barg for LNG-as-fuel applications (ABS);
- and the Recycool™ system, applied to LNG-powered vessels, which reliquefies excess boil-off gas to reduce greenhouse gas emissions and improve economic performance (ClassNK).

The Group also obtained a 4.66 million euros subsidy from Bpifrance for the design of an on-board CO₂ capture system for vessels, and the development of smart digital ship-management solutions by OSE Engineering⁽¹⁾ (a subsidiary of the GTT Group), as part of the MerVent project⁽²⁾.

(1) More information on the website: <https://www.ose-engineering.fr/en/>

(2) See the press release published by GTT: <https://gtt.fr/fr/actualites/gtt-obtient-une-subvention-de-la-part-de-bpifrance-dans-le-cadre-du-projet-mervent-2025>

Developments in the field of liquid hydrogen transportation

In July 2023, GTT received an approval in principle from ClassNK for a new membrane containment system concept for the transport of liquefied hydrogen.

As previously announced in April 2023, GTT, TotalEnergies, LMG Marin and Bureau Veritas signed an agreement for a joint development project aimed at developing a concept for a liquid hydrogen carrier with a capacity of 150,000 m³, equipped with

GTT's membrane containment system. In January 2024, this project 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 the hydrogen carrier. These approvals mark the first major achievement in the development of a liquid hydrogen transport sector.

PATENTS

In 2023, the GTT Group filed 64 patents.

GTT STRATEGIC VENTURES

In September 2023, the GTT Group's investment fund, GTT Strategic Ventures, announced an investment in the technology company 'bound4blue' to support the development of wind-assisted propulsion technology for ships. After Tunable and Sarus,

bound4blue is the third minority stake of GTT Strategic Ventures, whose ambition is to contribute to the growth of Climate Tech champions.

CSR STRATEGY

In February 2024, the Group published its 2024-2026 CSR roadmap⁽¹⁾, and submitted its CO₂ emission reduction targets to the SBTi. The roadmap translates today's priorities into future concrete actions to achieve a better future that is aligned with the interests of GTT's customers and employees, as well as those of the wider community and the planet. This roadmap was designed as a performance and progress monitoring tool and will evolve over time.

The GTT Group's CSR strategy is structured around three fundamental axes:

1. fighting against global warming;
2. responsible employer;
3. corporate citizen.

In March 13, 2023, GTT also announced that it had joined the United Nations Global Compact, thereby committing itself to promoting the "Ten Principles" on human rights, labour standards, the environment and anti-corruption, and to implementing the 17 Sustainable Development Goals (SDGs)⁽²⁾ in its environmental, social and governance policy.

► ORDER BOOK AT DECEMBER 31, 2023

As of January 1, 2023, GTT's order book, excluding LNG as fuel, comprised 274 units. The following changes have occurred since January 1:

- deliveries: 33 LNG carriers, 2 ethane carriers, 2 FSUs and 2 onshore storage tanks;
- orders received: 73 LNG carriers, 2 ethane carriers, 1 FLNG.

As of December 31, 2023, the order book, excluding LNG as fuel, stood at 311 units, breaking down as follows:

- 296 LNG carriers;
- 4 ethane carriers;
- 1 FSRU;
- 1 FLNG;
- 9 onshore storage tanks.

Regarding LNG as fuel, with the delivery of nine vessels and orders for 15 container ship tanks, the number of vessels on order stood at 76 units on December 31, 2023.

(1) See the press release published by GTT: <https://gtt.fr/fr/actualites/gtt-publie-sa-feuille-de-route-rse-2024-2026>

(2) More information on the 17 SDGs: <https://unglobalcompact.org/sdgs/17-global-goals>

CONSOLIDATED REVENUE

<i>(in thousands of euros)</i>	2022	2023	Change
Revenues	307,294	427,704	+39.2%
New builds	279,526	389,464	+39.3%
<i>LNG carriers/ethane carriers</i>	242,294	353,378	+45.7%
<i>FSU</i>	16,195	2,422	-85.0%
<i>FSRU</i>	-	-	ns
<i>FLNGs</i>	1,218	-	-100.0%
<i>Onshore storage tanks and GBSs</i>	13,014	4,126	-68.3%
<i>LNG-powered vessels</i>	6,805	29,539	+334.1%
Electrolysers	4,653	10,080	+116.6%
Services	23,116	28,159	+21.8%

Consolidated revenues for the financial year 2023 stood at 427.7 million euros, up 39.2% compared to 2022, benefitting from the progressive increase in the number of LNG carriers under construction, the growth of Elogen and the services business.

- Revenues from new builds amounted to 389.5 million euros, up 39.3% compared to revenues in 2022.
 - Royalties from LNG and ethane carriers amounted to 353.4 million euros, 2.4 million euros for FSUs and 4.1 million euros for onshore storage tanks.

- Royalties generated by the LNG-as-fuel business (29.5 million euros, up 334.1%) are now reflecting the large number of orders received in 2021 and 2022.
- Revenues from Elogen's electrolyser business line amounted to 10.1 million euros in the financial year 2023, up 116.6%.
- Revenues from services were up by 21.8% to stand at 28.2 million euros in the financial year 2023, with income from assistance services for vessels in operation and the growth in Ascenz Marorka's activity more than offsetting the decrease in pre-project studies, for which demand is fluctuating by nature.

ANALYSIS OF THE 2023 CONSOLIDATED INCOME STATEMENT

<i>(in thousands of euros; earnings per share in euros)</i>	2022	2023	Change
Revenues	307,294	427,704	+39.2%
Operating income before depreciation of non-current assets (EBITDA ⁽¹⁾)	161,124	234,545	+45.6%
EBITDA margin <i>(on revenues, %)</i>	52.4%	54.8%	
Operating income (EBIT)	152,218	223,527	+46.8%
EBIT margin <i>(on revenues, %)</i>	49.5%	52.3%	
Net income	128,291	201,372	+57.0%
Net margin <i>(on revenues, %)</i>	41.7%	47.1%	
Net earnings per share ⁽²⁾ <i>(in euros)</i>	3.48	5.45	

(1) As of 2023 fiscal year, EBITDA no longer includes provisions for losses on completion (reversal of 0.458 million euros in 2023). The impact on EBITDA 2022 was +3.592 million euros, increasing 2022 EBITDA to 164.7 million euros (vs published 2022 EBITDA figure of 161.1 million euros). Excluding provisions for losses on completion, the 2022 EBITDA margin stood at 53.6%.

(2) Net earnings per share was calculated on the basis of the weighted average number of shares outstanding, i.e. 36,890,466 shares at December 31, 2022 and 36,940,976 shares at December 31, 2023.

In 2023, Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) amounted to 234.5 million euros, up 45.6% compared with 2022. This is mainly due to the absence of significant delays in shipbuilding schedules, the increase in revenues from GTT's core business, and sound cost management. The EBITDA margin on revenues was 54.8% in 2023, up compared to 2022. External expenses were up +42.4% compared to 2022, due in particular to the rise in subcontracting and travel costs linked to the increase in activity. Personnel expenses were up by +41.3%, reflecting the increase in headcount at GTT SA and

in the subsidiaries (Elogen, OSE Engineering, GTT China) to support the growth in activity, as well as the overhaul of the compensation scheme (rebalancing between collective and individual components, adjustment of certain remuneration packages to the benchmark) which takes into account the impact of inflation.

Operating income amounted to 223.5 million euros in 2023, i.e. a margin on revenues of 52.3%.

Net income for the 2023 financial year amounted to 201.4 million euros, up 57.0% over the previous year.

OTHER 2023 CONSOLIDATED FINANCIAL DATA

<i>(in thousands of euros)</i>	2022	2023	Change
Capital expenditures (including investment subsidies)	9,006	44,048	+388.9%
Dividends paid	121,783	125,640	+3.2%
Cash position	212,803	267,529	+25.7%

The Group's capital expenditure increased sharply, mainly as a result of the PIIEC subsidies received in 2022 and expended in 2023. The Group has, moreover, demonstrated good control of working capital requirements (WCR) in a context of strong growth

in activity. As of December 31, 2023, GTT held a positive net cash position of 267.5 million euros, up 25.7% compared to December 31, 2022.

DIVIDEND FOR FINANCIAL YEAR 2023

On February 26, 2024, the Board of Directors, after approving the financial statements, decided to propose the distribution of a dividend of 4.36 euros per share for the financial year 2023, up 40.6% compared to 2022. Payable in cash, this dividend will be subject to approval by the Shareholders' Meeting to be held on June 12, 2024. As an interim dividend of 1.85 euro per share was paid out on December 14, 2023 (in accordance with the Board

decision on July 27, 2023), the cash payment of the balance of the dividend, amounting to 2.51 euros per share, will take place on June 20, 2024 (ex-dividend date: June 18, 2024). 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 2024 in December 2024.

GOVERNANCE

As part of the separation of functions of Chairman and Chief Executive Officer, the Board of Directors has worked actively over the past few months to identify a new Chief Executive Officer.

On April 19, 2024, the Company announced the appointment of Jean-Baptiste Choimet, currently a member of GTT's Executive Committee and Chief Executive Officer of Elogen, as Chief Executive Officer of GTT with effect from June 12, 2024, following the Annual General Meeting.

In addition, in order for GTT to continue to benefit from Philippe Berterottière's experience and commitment to the Group's success, the Board of Directors has decided to reappoint him as Chairman of the Board of Directors of GTT with effect from June 12, 2024, for the remainder of his term as director.

OUTLOOK

At the end of December 2023, the Group had very strong visibility on its revenues, thanks to the order book for its core business. This corresponds to a record 1,815 million euros in future cumulated revenues over the period 2024-2029 (516 million euros 2024, 628 million euros in 2025, 464 million euros in 2026, and 206 million euros from 2027 to 2029).

In the absence of any significant order delays or cancellations, GTT announces its targets for 2024, namely:

- 2024 consolidated revenues of between 600 million euros and 640 million euros,
- 2024 consolidated EBITDA of between 345 million euros and 385 million euros,
- a 2024 dividend payout target corresponding to a minimum payout of 80% of consolidated net income⁽¹⁾.

EVENTS AFTER THE REPORTING PERIOD

On February 25, 2024, GTT acquired the Danish company VPS (Vessel Performance Solutions), which specialises in vessel performance management. VPS is based in Copenhagen, with a sales office in Athens (Greece). This company, founded in 2014 by specialists in naval architecture and data science, today has 12 employees.

This acquisition adds to the expertise of GTT and its subsidiary Ascenz Marorka in the field of smart shipping, with its innovative solutions based notably on the analysis of operational data from vessels, captured without on-board sensors. Among the various solutions marketed by VPS, its flagship software, "VESPER", enjoys a very sound reputation on the market. The systems designed by VPS, which are currently used in over 1,200 vessels around the world, complement the range of solutions developed by GTT and Ascenz Marorka.

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

CONSOLIDATED IFRS FINANCIAL STATEMENTS

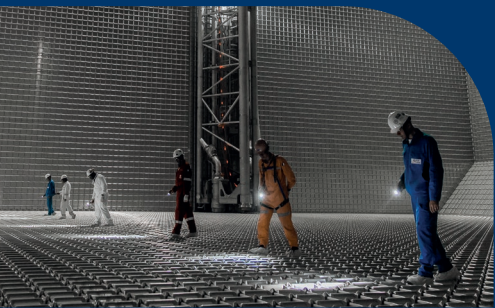
CONSOLIDATED BALANCE SHEET

<i>(in thousands of euros)</i>	December 31, 2022	December 31, 2023
Intangible assets	18,493	23,062
Goodwill	15,365	15,365
Property, plant and equipment	34,051	41,988
Investments in equity-accounted companies	2,338	5,917
Non-current financial assets	4,597	3,053
Deferred tax assets	5,377	8,518
Non-current assets	80,221	97,903
Inventories	13,603	19,746
Trade receivables	117,936	158,098
Current tax receivable	40,110	54,132
Other current assets	19,729	18,848
Current financial assets	44	132
Cash and cash equivalents	212,803	267,529
Current assets	404,224	518,486
TOTAL ASSETS	484,445	616,389

<i>(in thousands of euros)</i>	December 31, 2022	December 31, 2023
Share capital	371	371
Share premium	2,932	2,932
Treasury shares	(10,818)	(8,911)
Reserves	139,049	140,536
Net income	128,260	201,369
Equity – share attributable to owners of the parent	259,794	336,297
Equity – share attributable to non-controlling interests	41	43
Total equity	259,835	336,340
Non-current provisions	13,499	5,968
Financial liabilities – non-current part	3,586	5,962
Deferred tax liabilities	52	8
Non-current liabilities	17,137	11,937
Current provisions	8,151	8,543
Trade payables	23,765	32,367
Advance payments of subsidies	13,833	484
Current tax debts	6,465	7,279
Current financial liabilities	460	2,382
Other current liabilities	154,799	217,056
Current liabilities	207,473	268,112
TOTAL EQUITY AND LIABILITIES	484,445	616,389

CONSOLIDATED INCOME STATEMENT

<i>(in thousands of euros)</i>	December 31, 2022	December 31, 2023
Revenues from operating activities	307,294	427,704
Other operating income	959	1,330
Total operating income	308,254	429,034
Costs of sales	(13,525)	(17,764)
External expenses	(60,521)	(86,186)
Personnel expenses	(67,623)	(95,565)
Tax and duties	(3,597)	(3,640)
Depreciation and provisions	(16,140)	(4,995)
Other current operating income and expenses	5,370	2,643
Current operating income (EBIT)	152,218	223,527
EBIT margin on revenues (%)	49.5%	52.3%
Other non-current operating income and expenses	-	8,850
Current and non-current operating income	152,218	232,377
Financial income	641	4,256
Share in the income of associated entities	(139)	(407)
Profit (loss) before tax	152,719	236,225
Income tax	(24,428)	(34,853)
Net income	128,291	201,372
Net income Group share	128,260	201,369
Net earnings of non-controlling interests	32	3
Basic earnings per share <i>(in euros)</i>	3.48	5.45
Diluted earnings per share <i>(in euros)</i>	3.46	5.43
Average number of shares outstanding	36,890,466	36,940,976
Diluted number of shares	37,037,612	37,094,967

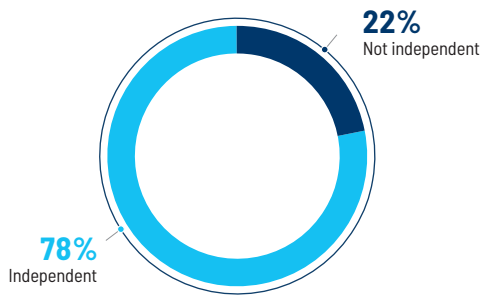


3 Governance of GTT

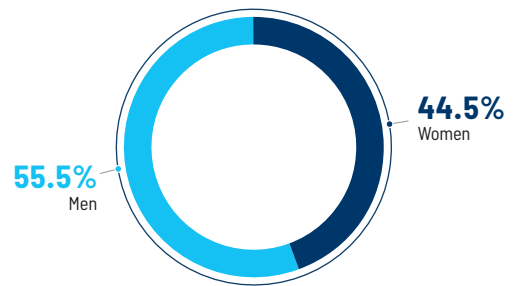
3.1 BOARD OF DIRECTORS

COMPOSITION OF THE BOARD OF DIRECTORS AT DECEMBER 31, 2023

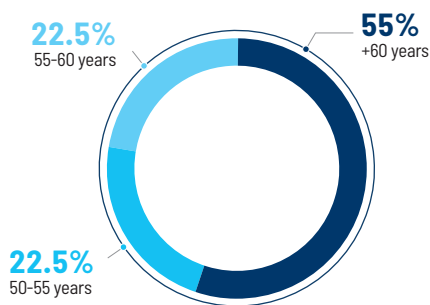
The breakdown of independent/
non-independent directors



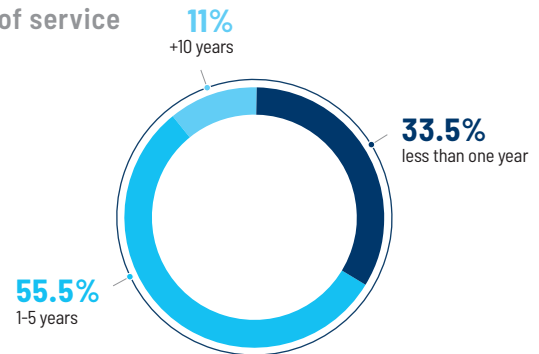
The gender balance



The breakdown
by age group



The breakdown
by length of service



Directors in office at December 31, 2023

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 Berterroitière Chairman and Chief Executive Officer	66/M	French	139,868	2013	2026 AGM called to approve the 2025 financial statements	100% 7/7	N/A	N/A	N/A	0
Domitille Doat Le Bigot* Independent director	52/F	French	100	2023	2025 AGM called to approve the 2024 financial statements	100% 5/5	100%	N/A	N/A	1
Carolle Foissaud Independent director	57/F	French	200	2022	AG 2024 called to approve the 2023 financial statements	100% 7/7	N/A	100%	N/A	1
Luc Gillet Independent director	66/M	French	100	2023	AG 2027 called to approve the 2026 financial statements	100% 5/5	N/A	N/A	100%	1
Pierre Guiollot	56/M	French	100	2020	2027 AGM called to approve the 2026 financial statements	86% 6/7	N/A	82%	N/A	0
Frédérique Kalb** Independent director	53/F	French	100	2023	2027 AGM called to approve the 2026 financial statements	100% 5/5	100%	N/A	N/A	0
Pascal Macioce Independent director	69/M	French	100	2022	2026 AGM called to approve the 2025 financial statements	100% 7/7	100%	N/A	N/A	0
Catherine Ronge Independent director	63/F	French	100	2021	2027 AGM called to approve the 2026 financial statements	100% 7/7	N/A	100%	100%	1
Antoine Rostand Independent director	61/M	French	100	2022	2026 AGM called to approve the 2025 financial statements	100% 7/7	N/A	N/A	100%	0

* Domitille Doat Le Bigot was co-opted by the Board of Directors on June 7, 2022, to replace Sandra Roche-Vu Quang, who resigned.

** Frédérique Kalb indicated her intention to tender her resignation following the Shareholders' Meeting of June 12, 2024.

The table below shows the changes in the composition of the Board of Directors in 2023.

Departures	Appointment	Ratification/ reappointment at the 2024 Shareholders' Meeting
Sandra Roche-Vu Quang, resignation effective June 7, 2023 at the end of the Shareholders' Meeting	Temporary appointment of Domitille Doat Le Bigot on June 7, 2023, to replace Sandra Roche-Vu Quang, who resigned	Ratification of the co-option of Domitille Doat Le Bigot
Florence Fouquet, not reappointed at the end of her term of office on June 7, 2023	Appointment of Frédérique Kalb	Renewal of the term of office of Carolle Foissaud
Christian Germa, resignation with effect from February 20, 2023	Appointment of Luc Gillet	

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

Mr Christian Germa resigned as a director on February 20, 2023, as his term of office expired on June 7, 2023.

At its meeting of June 7, 2023, the Board of Directors co-opted Domitille Doat Le Bigot as independent director to replace Sandra Roche-Vu Quang, who resigned. This co-option is subject to ratification by the Shareholders' Meeting of June 12, 2024.

In addition, the Shareholders' Meeting of June 7, 2023 appointed the following two individuals as independent directors:

- Ms Frédérique Kalb;
- Mr Luc Gillet.

These appointments brought the Board of Directors to nine members at December 31, 2023, seven of whom were independent directors, i.e. 78% of the Board, and four of whom were women, i.e. 44.5% of the Board.

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, 2023

The term of office of Carolle Foissaud, independent director, will expire at the end of the Shareholders' Meeting called to approve the financial statements for the financial year ended December 31, 2023. On the proposal of the Compensation and

Nominations Committee, the Board of Directors decided to propose the renewal of the term of office of Carolle Foissaud at the Shareholders' Meeting of June 12, 2024.

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.

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.

GENERAL MANAGEMENT PRACTICES AND LIMITATIONS OF AUTHORITY

The aim of GTT's governance is to enable strategic relevance to be maintained when addressing the Group's challenges, while ensuring that there is a balance of power within the Company's bodies and taking into account developments in best practices.

By a decision made on December 11, 2013, the Board of Directors decided not to separate the functions of Chairman of the Board of Directors and of Chief Executive Officer and to entrust the Management of the Company to the Chairman of the Board of Directors, who thus carries the title of Chairman and Chief Executive Officer.

As at the date of filing the Company's 2023 Universal Registration Document, Mr Philippe Berterottière performs the duties of Chairman and Chief Executive Officer of the Company.

The Board of Directors decided that a unified management structure was suited to the Company in terms of its organisation, operation and business activities. Furthermore, the current composition of the Board of Directors and its committees ensures a balance of power within the Company's bodies, given the high proportion of independent directors on the Board and the committees, the full involvement of the directors in the work of the Board and its committees and the diversity of their profiles, skills and expertise.

When the Shareholders' Meeting of May 31, 2022 reappointed Mr Philippe Berterottière as a director, the Board of Directors, taking into account investors' preference for separating the offices of Chairman and Chief Executive Officer, reappointed Mr Philippe Berterottière as Chairman and Chief Executive Officer at the end of the Shareholders' Meeting for a two-year term, with the aim of separating these offices at the end of this period.

To prepare for managerial succession, the Board of Directors asked the Compensation and Nominations Committee, working in close consultation with the current Chairman and Chief Executive Officer, to look for a new Chief Executive Officer.

In this context, at the end of 2022, the Compensation and Nominations Committee began defining the process to identify, assess, select and nominate a potential successor to the role of Chief Executive Officer. The Committee was assisted in this task by two recruitment firms selected following a call for tenders.

- Specifically, the Committee defined a rigorous method for assessing potential candidates that takes into account their experience, skills, particularly in the business sector and environment in which the Group operates, and their career pathway.
- The Committee considered both internal and external candidates.

The Board of Directors was kept informed about the work done by the Compensation and Nominations Committee and the various steps it took.

At the end of this process, the Board of Directors, unanimously and upon recommendation of the Compensation and Nominations Committee, decided to appoint Jean-Baptiste Choimet as Chief Executive Officer to replace Philippe Berterottière at the end of the Shareholders' Meeting of June 12, 2024, for a term of four years.

Mr Choimet is currently a member of the Executive Committee and Chief Executive Officer of Elogen, the Group subsidiary specialising in the design and manufacture of electrolysers for green hydrogen production. He joined the GTT Group in 2020 and became Chief Executive Officer of Elogen in November of the same year.

The Board of Directors thus believed that Mr Choimet had the skills, experience and all the necessary personal qualities to pursue the Group's development and implement its strategy.

In this context, the Board of Directors has confirmed that it wishes to separate the roles of Chairman and Chief Executive Officer, considering that this separation is now the most appropriate form of governance for the Company, given the change of Chief Executive Officer. The Board also wanted the Group, in the context of the management transition, to continue to benefit from the experience and knowledge of Mr Philippe Berterottière, who has headed the Group since 2009. Therefore, the Board of Directors decided to reappoint Philippe Berterottière as Chairman of the Board of Directors as of June 12, 2024.

With this new governance structure, the Board is keeping a large proportion of independent directors and is retaining the limits on the powers of the Chief Executive Officer previously provided for.

EXECUTIVE COMMITTEE

The role of the Executive Committee is to assist the General Management in defining and implementing the Company's strategic orientations. At December 31, 2023, the functions represented on the Executive Committee were:

- Chairman and Chief Executive Officer;
- General Secretary;
- Finance and Strategy Director;
- Commercial Director;
- Chief Digital & Information System Officer;

- Innovation Director;
- Human Resources Director;
- Technical Director.

In January 2024, the Chief Executive Officer of Elogen joined the Executive Committee.

The composition of the Executive Committee is presented in chapter 1, section 1.2 of the Company's 2023 Universal Registration Document.

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, 2023.
2. Approval of the consolidated financial statements for the financial year ended December 31, 2023.
3. Appropriation of net income for the financial year ended December 31, 2023.
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. Renewal of the term of office of Ms Carolle Foissaud as director.
6. Ratification of the co-optation of Ms Domitille Doat Le Bigot as director.
7. Appointment of Ernst & Young Audit as Statutory Auditor in charge of certifying the sustainability information.
8. Approval of the information relating to the compensation of the Chairman and Chief Executive Officer and the members of the Board of Directors mentioned in Article L. 22-10-9 I. of the French Commercial Code and included in the corporate governance report.
9. Approval of the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the 2023 financial year or allocated in respect of the same year to Philippe Berterottière, Chairman and Chief Executive Officer.
10. Approval of the compensation policy for the Chairman and Chief Executive Officer for the period from January 1, 2024 to June 12, 2024.
11. Approval of the compensation policy for the Chief Executive Officer as of June 12, 2024.
12. Approval of the compensation policy for the Chairman of the Board of Directors as of June 12, 2024.
13. Approval of the compensation policy for the members of the Board of Directors for the 2024 financial year.
14. 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

15. Authorisation to be given to the Board of Directors for a period of 24 months to reduce the share capital by cancelling treasury shares.

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

16. Powers for formalities.

4.2 BOARD OF DIRECTORS' REPORT

Dear Shareholders,

We have called you to this Annual Shareholders' Meeting in accordance with the conditions stipulated by law and our by-laws in order, in particular, to submit for your approval the resolutions covering the annual financial statements for the financial year ended December 31, 2023.

Your Board of Directors submits the following 16 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, 2023

(1st resolution)

You are asked to approve the Company's annual financial statements for the financial year ended December 31, 2023, as well as non-tax deductible expenses and charges.

The Company's corporate financial statements show a profit of 231,649,897.03 euros.

Approval of the consolidated financial statements for the financial year ended December 31, 2023

(2nd resolution)

You are asked to approve the Group's consolidated financial statements for the financial year ended December 31, 2023, which show a profit of 201,372,087.49 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, 2023 show a profit of 231,649,897.03 euros, your Board of Directors proposes the following allocation of this profit:

Profit for the financial year	€231,649,897.03
Other reserves	-
Retained earnings	€(68,363,183.20)
Distributable profits	€163,286,713.83
Allocation	
Dividends⁽¹⁾	€92,752,210.72
Retained earnings	€70,534,503.11

(1) *The amount of the above distribution is calculated based on the number of shares giving entitlement to a dividend on December 31, 2023, namely 36,953,072 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 4.36 euros per share.

An interim dividend payment of 1.85 euros per share was paid on December 14, 2023. The balance due, 2.51 euros per share, should be paid on June 20, 2024, it being stipulated that the ex-dividend date will be June 18, 2024.

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 2023. 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. 1.74 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 agreements entered into during the financial year ended December 31, 2023.

Similarly, it does not mention any agreements entered into in prior fiscal years and that remained in effect.

Composition of the Board of Directors

(Resolutions 5 to 6)

Reappointment of Ms Carolle Foissaud

Ms Carolle Foissaud's term of office as director expires at the end of the Shareholders' Meeting.

Under the 5th resolution, your Board of Directors asks you to renew Ms Carolle Foissaud's term of office as director for a term of four (4) years, i.e. until the end of the Shareholders' Meeting held in 2028 to approve the financial statements for the financial year ending December 31, 2027.

Ratification of the appointment of Ms Domitille Doat Le Bigot

Ms Sandra Roche-Vu Quang resigned as director with effect from June 7, 2023.

On the recommendation of the Compensation and Nominations Committee, on June 7, 2023, your Board of Directors co-opted Ms Domitille Doat Le Bigot as director to replace Ms Sandra Roche-Vu Quang, who had resigned.

Under the 6th resolution, your Board of Directors asks you to ratify the co-optation of Ms Domitille Doat Le Bigot.

Ms Domitille Doat Le Bigot would serve for the remainder of her predecessor's term of office, i.e. until the end of the Shareholders' Meeting held in 2025 to approve the financial statements for the financial year ending December 31, 2024.

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

Appointment of Ernst & Young Audit as Statutory Auditor in charge of certifying the sustainability information

(7th resolution)

As a consequence of the entry into force of French Order no. 2023-1142 of December 6, 2023 on the publication and certification of sustainability information and the environmental, social and corporate governance obligations of commercial companies, which transposed Directive (EU) 2022/2464 (the "CSRD"), the Company will publish the sustainability information required by the above-referenced regulation starting in 2025 (information for financial year 2024). This sustainability information must be certified either by a statutory auditor or by an independent third party listed with the French accreditation committee (*Comité français d'accréditation* – Cofrac).

On the basis of the recommendation from the Audit and Risk Management Committee, the Board of Directors therefore proposes to appoint Ernst & Young Audit as Statutory Auditor in charge of certifying the sustainability information for a term of four financial years corresponding to the remainder of its term of office as Statutory Auditor responsible for certifying the financial statements.

The Board highlights Ernst & Young Audit's recognised expertise in sustainability matters and its ability to assist the Company in implementing its new regulatory obligations. This choice is based primarily on this firm's competence in sustainability, its knowledge of the Company's challenges and organisation, as well as its degree of independence and its management of conflict of interest and risk prevention. The appointment of Ernst & Young Audit, which is also the Company's Statutory Auditor, furthermore ensures the interconnection and consistency between the financial and sustainability information.

For information purposes, it is noted that in making its recommendation, the Audit and Risk Management Committee was not influenced by any third party and was not subject to any contractual clause that restricted its choice.

Approval of the information stipulated in Article L. 22-10-9, I, of the French Commercial Code provided in the corporate governance report

(8th resolution)

In accordance with Article L. 22-10-34, I, of the French Commercial Code, you are asked to approve the 8th 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 2023 or

allocated to the corporate officers in respect of 2023, as well as information allowing analysis of the compensation of the executive officer 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 Company's 2023 Universal Registration Document, sections 4.2.1.1 and 4.2.1.2.

Approval of the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the 2023 financial year or allocated in respect of the same year to Philippe Berterottière, Chairman and Chief Executive Officer

(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 elements composing the total compensation and benefits of any kind paid during the 2023 financial year, or allocated in respect of the same year, to Philippe Berterottière, Chairman and Chief Executive Officer, as presented in the Board of Directors' report on corporate governance in chapter 4 of the Company's 2023 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 7, 2023, in its 13th 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 compensation policy for the Chairman and Chief Executive Officer for the period from January 1, 2024 to June 12, 2024

(10th resolution)

In the 10th 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 January 1, 2024, and until such date as the offices are separated, as presented in chapter 4 of the Company's 2023 Universal Registration Document, sections 4.2.2.1 and 4.2.2.2.

Approval of the compensation policy for the Chief Executive Officer as of June 12, 2024

(11th resolution)

In the 11th 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 Chief Executive Officer as of June 12, 2024, as presented in chapter 4 of the Company's 2023 Universal Registration Document, sections 4.2.2.1 and 4.2.2.2.

Approval of the compensation policy for the Chairman of the Board of Directors as of June 12, 2024

(12th resolution)

In the 12th 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 as of the date on which the

offices of Chairman of the Board of Directors and Chief Executive Officer are separated, as presented in chapter 4 of the Company's 2023 Universal Registration Document, sections 4.2.2.1 and 4.2.2.3.1.

Approval of the compensation policy for members of the Board of Directors pursuant to the 2024 financial year

(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 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 Company's 2023 Universal Registration Document, sections 4.2.2.1 and 4.4.2.3.2.

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

(14th 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) shall not exceed 10% of the shares composing the Company's share capital, i.e. for illustrative purpose 3,707,835 based on the share capital as of December 31, 2023, 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 shall 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 704,488,650 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 7, 2023 (15th resolution).

2023 review of the previous share buyback programme approved by the Shareholders' Meeting

During the 2023 financial year, the cumulative repurchase of shares as part of the liquidity contract entered into with Rothschild Martin Maurel amounted to 373,324 shares at an average price of 103.2528 euros.

Cumulative sales in relation to the liquidity contracts referred to above related to 373,324 GTT shares at an average price of 103.3603 euros. During this financial year, no shares previously purchased by the Company were cancelled. As of

December 31, 2023, GTT did not hold any of its own shares under the liquidity contract and held 125,285 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 Company's 2023 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

(15th 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 14th 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 May 31, 2022 (16th resolution).

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

Powers for formalities

(16th resolution)

The 16th 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 Carolle Foissaud outside the GTT Group during the last five years. Ms Carolle Foissaud holds 200 shares in the Company. For a presentation of Ms Carolle Foissaud, please refer to section 4.1.3.1 of the Company's 2023 Universal Registration Document.

Current terms of office

Companies	Mandates and offices held
TERÉGA	Assistant to the Chief Executive Officer
MERSEN*	Director representing Bpifrance Investissement
KEOLIS	Director
The ENSTA School of Engineering	Chairwoman of the Orientation Board

* French listed company.

Past terms of office over the past five years

Companies	Mandates and offices held
None.	

Appendix 2

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 2023 Universal Registration Document.

Companies	Mandates and offices held
Eurazeo	Chief Digital DATA and TECH Officer
Mettler Toledo*	Director

* French listed company.

Past terms of office over the past five years

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

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, 2023)

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, 2023, as they are presented, together with the transactions reflected in these financial

statements or described in these reports, showing a profit of 231,649,897.03 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, 2023, amounted to 53,958.36 euros, as well as the tax paid on these expenses and charges, which came to 13,489.59 euros.

Second resolution

(Approval of the consolidated financial statements for the financial year ended December 31, 2023)

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, 2023, as they are presented, together with the transactions reflected or summarised in these reports, showing net income of 201,372,087.49 euros.

Third resolution

(Appropriation of net income for the financial year ended December 31, 2023)

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, 2023 show a profit of 231,649,897.03 euros, decides to allocate the 2023 profit as follows:

Profit for the financial year	€231,649,897.03
Other reserves	-
Retained earnings	€(68,363,183.20)
Distributable profits	€163,286,713.83
Allocation	
Dividends⁽¹⁾	92,752,210.72 euros
Retained earnings	€70,534,503.11

(1) The total amount of the above distribution is calculated based on the number of shares giving entitlement to a dividend on December 31, 2023, namely 36,953,072 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.

Consequently, the distributed dividend is fixed at 4.36 euros per share for each of the 36,953,072 shares entitled to a dividend. An interim dividend payment of 1.85 euros per share was paid on December 14, 2023. The balance due, 2.51 euros per share, will be paid on June 20, 2024, it being stipulated that the ex-dividend date will be June 18, 2024. 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 2023. 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. 1.74 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:

<i>(in euros)</i>	Financial year ended December 31		
	2022	2021	2020
Total dividend pay-out	114,508,380	114,349,573	158,643,860
Net dividend per share	3.10	3.10	4.29

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 agreements entered into during the financial year ended December 31, 2023.

Fifth resolution

(Renewal of the term of office of Ms Carolle Foissaud as director)

The Shareholders' Meeting, noting that Ms Carolle Foissaud's term of office has ended, voting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, and having reviewed the Board of Directors' report, resolves to renew

Ms Carolle Foissaud's term of office as director for a term of four years, i.e. until the end of the Shareholders' Meeting held in 2028 to approve the financial statements for the previous financial year.

Sixth resolution

(Ratification of the co-optation of Ms Domitille Doat Le Bigot 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 Ms Domitille Doat Le

Bigot as director to replace Ms Sandra Roche-Vu Quang, who has resigned, for the remainder of her term of office, i.e. until the end of the Shareholders' Meeting held in 2025 to approve the financial statements for the previous financial year.

Seventh resolution

(Appointment of Ernst & Young Audit as Statutory Auditor in charge of certifying the sustainability information)

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, resolves, pursuant to Articles L. 821-40 et seq. of the French Commercial Code, to appoint Ernst & Young Audit as Statutory Auditor in charge of certifying the sustainability information.

Notwithstanding the provisions of Article L. 821-44 of the French Commercial Code and in accordance with Article 38 of French Order no. 2023-1142 of December 6, 2023 on the publication and certification of sustainability information and the environmental, social and corporate governance obligations of commercial companies, the duration of this appointment shall be equivalent to that of the remainder of the engagement to certify the financial statements and shall expire at the end of the Ordinary Shareholders' Meeting held in 2028 to approve the financial statements for the previous financial year.

Eighth resolution

(Approval of the information relating to the compensation of the Chairman and Chief Executive Officer and the members of the Board of Directors mentioned in Article L. 22-10-9 I. of the French Commercial Code and included in the corporate governance report)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after 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 the Chairman and Chief Executive Officer and members of the Board of Directors 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 2023 Universal Registration Document, sections 4.2.1.1 and 4.2.1.2.

Ninth resolution

(Approval of the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the 2023 financial year or allocated in respect of the same year to Philippe Berterottière, Chairman and Chief Executive Officer)

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 2023 financial year or allocated in respect of the same financial year to Mr Philippe Berterottière, Chairman and Chief Executive Officer, as presented in the report on corporate governance shown in chapter 4 of the Company's 2023 Universal Registration Document, section 4.2.1.2.3.

Tenth resolution

(Approval of the compensation policy for the Chairman and Chief Executive Officer for the period from January 1, 2024 to June 12, 2024)

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 for the period from January 1, 2024 to June 12, 2024, as presented in sections 4.2.2.1 and 4.2.2.2 of the Company's 2023 Universal Registration Document.

Eleventh resolution

(Approval of the compensation policy for the Chief Executive Officer as of June 12, 2024)

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 Chief Executive Officer of the Company as of June 12, 2024, as presented in sections 4.2.2.1 and 4.2.2.2 of the Company's 2023 Universal Registration Document.

Twelfth resolution

(Approval of the compensation policy for the Chairman of the Board of Directors as of June 12, 2024)

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 of the Board of Directors of the Company as of June 12, 2024, as presented in sections 4.2.2.1 and 4.2.2.3.1 of the Company's 2023 Universal Registration Document.

Thirteenth resolution

(Approval of the compensation policy for the members of the Board of Directors for the 2024 financial year)

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 for the 2024 financial year, as presented in sections 4.2.2.1 and 4.2.2.3.2 of the Company's 2023 Universal Registration Document.

Fourteenth 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 any share purchase option plan of the Company under the provisions of Articles L. 225-177 et seq. and L. 22-10-56 et seq. of the French Commercial Code, or any similar plan;
- 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;
- 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;
- more generally, to honour the obligations linked to share option programmes or other plans for allocation of shares to employees or corporate officers of the Company or those of an associated 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 the said buyback) does not exceed 10% of the shares composing the capital of the Company, representing, for illustrative purpose, 3,707,835 based on the capital on December 31, 2023, it being understood that (i) the number of shares acquired for retention and their subsequent presentation in a merger, split 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 general regulations of the Autorité des Marchés Financiers, 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 704,488,650 euros, corresponding to a maximum number of 3,707,835 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 7, 2023 (15th resolution).

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

Fifteenth resolution

(Authorisation to be given 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,
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 7, 2023 (16th resolution).
 - 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 by-laws and, generally, do the necessary, all in accordance with the legal provisions in force when using this authorisation;

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

Sixteenth 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

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5 Request for additional documents



Technology for a sustainable world

2024

**COMBINED SHAREHOLDERS' MEETING
JUNE 12, 2024 AT 3:00 P.M.**



**THIS REQUEST SHOULD BE
RETURNED TO UPTEVIA**

– Shareholders' 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: registered share(s),

requests Gaztransport & Technigaz (GTT) to send it, in view of the Combined Shareholders' Meeting of June 12, 2024, the documents referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code.

In:, on: /..... /2024

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.



Technology for a sustainable world

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