



Limited company (*société anonyme*) with a share capital of 374,999.97 euros  
Registered office: 65, rue d'Anjou, 75008 Paris  
889 017 018 RCS Paris

(the "**Company**")

## **NOTICE OF MEETING**

The shareholders of the Company are convened to a combined (ordinary and extraordinary) meeting (the "**General Meeting**") to be held on Friday, July 29, 2022 at 10:00 a.m. on first notice, which will be held at the offices of the Racine law firm, 40, rue de Courcelles, 75008 Paris.

The General Meeting is called upon to deliberate on the following agenda and draft resolutions, it being specified that the agenda and the content of the resolutions have been completed and modified since the notice of meeting published in the Bulletin des Annonces Légales Obligatoires on June 24, 2022 under number 75:

## **AGENDA**

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

1. Delegation of authority to be granted to the Board of Directors to increase the capital by issuing ordinary shares without shareholders' preferential subscription right for the benefit of a category of persons meeting specific characteristics;
2. Effective date of the decisions adopted by the general meeting ;
3. Approval of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company and delegation of powers to the Board of Directors;

### ***On an ordinary basis***

4. Appointment of Mr. Thierry Blandinières as member of the Board of Directors ;
5. Appointment of Mr. Cédric Carpène as member of the Board of Directors;
6. Appointment of Mr. Bertrand Hernu as member of the Board of Directors ;
7. Appointment of Mr. Bertrand Relave as member of the Board of Directors ;
8. Appointment of Mrs. Maha Al-Bukhari Fournier as member of the Board of Directors ;
9. Appointment of Mrs. Ewa Brandt as member of the Board of Directors ;
10. Appointment of Mrs. Marie-Amélie de Leusse as member of the Board of Directors ;
11. Acknowledgement of the resignation of Mrs. Anne Le Lorier from her position as member of the Board of Directors;
12. Acknowledgement of the resignation of Mrs. Rachel Delacour from her position as member of the Board of Directors;
13. Acknowledgement of the resignation of Mr. Gilles Piquet-Pellorce from his position as member of the Board of Directors;
14. Appointment of Ernst &Young & Autres SAS as substitute statutory auditor of the Company ;
15. Approval, in accordance with Article L.22-10-8 II of the French Commercial Code, of the remuneration policy for directors as from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company;
16. Determination of the maximum total annual fixed amount allocated to the directors as

- remuneration for their activity from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company;
17. Approval, in accordance with Article L.22-10-8 II of the French Commercial Code, of the compensation policy for the Chairman of the Board of Directors as from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company;
  18. Approval, in accordance with Article L.22-10-8 II of the French Commercial Code, of the remuneration policy for the Chief Executive Officer and/or any other executive corporate officer of the Company as from the completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company;
  19. Share buyback program: authorization to the Board of Directors to have the Company buy back its own shares under the terms of Article L.22-10-62 of the French Commercial Code;

***On an extraordinary basis***

20. Authorization for the Board of Directors to cancel shares purchased by the Company under the terms of Article L.22-10-62 of the French Commercial Code;
21. Modification of the Company's name as from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company;
22. Transfer of the Company's registered office as from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company;
23. Change in the closing date of the Company's fiscal year as from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company;
24. Harmonization of the Company's bylaws as from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company;
25. Delegation of authority to the Board of Directors to decide on the issue, with preferential subscription right, of ordinary shares of the Company and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued ;
26. Delegation of authority to the Board of Directors to decide on the issue, with cancellation of preferential subscription right, of ordinary shares of the Company and/or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued, by way of a public offering, with the exception of the offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code;
27. Delegation of authority to the Board of Directors to decide on the issue, with cancellation of preferential subscription right, of ordinary shares of the Company and/or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued, by a public offering as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code ;
28. Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to ordinary shares in order to remunerate contributions in kind of equity securities or securities giving access to the capital of third-party companies, outside a public exchange offer ;
29. Delegation of authority to be granted to the Board of Directors to increase the capital by issuing ordinary shares without shareholders' preferential subscription right for the benefit of a category of persons meeting specific characteristics;
30. Authorization to be granted to the Board of Directors, in the event of the issuance of shares

and/or securities with cancellation of shareholders' preferential subscription right, to set the issue price within the limit of 10% of the share capital per year and within the limits provided for by the General Meeting;

31. Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without cancellation of the shareholders' preferential subscription right;
32. Maximum aggregate amount of capital increases ;
33. Delegation of authority to be granted to the Board of Directors to increase the share capital by incorporation of premiums, reserves, profits or other items;
34. Authorization for the Board of Directors to grant free ordinary shares, in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code, to certain officers and/or employees of the Company or of related companies;
35. Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the Company's capital, without pre-emptive subscription rights for the benefit of members of a company savings plan, in accordance with Articles L. 3332-18 et seq. of the French Labor Code;

***On an ordinary basis***

36. Powers for legal formalities.

## DRAFT RESOLUTIONS TO THE COMBINED GENERAL MEETING OF JULY 29, 2022

### *On an extraordinary basis*

#### **1er. RESOLUTION**

*Delegation of authority to be granted to the Board of Directors to increase the capital by issuing ordinary shares without shareholders' preferential subscription right for the benefit of a category of persons meeting specific characteristics*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after a reading of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-135, L-225-138 and L. 22-10-49,

**delegates** to the Board of Directors, its authority to proceed, on one occasion, in the proportions it shall deem fit, with cancellation of the preferential subscription right in favor of a category of persons defined hereinafter, with the issuance of a maximum number of seven million four hundred thousand (7,400,000) ordinary shares of the Company with a nominal value of one cent of euro (€0.01) each, to be issued at a subscription price of ten (10) euros, i.e. one cent of euro (€0.01) of nominal value and nine euros and ninety-nine cents (€9.99) of issuance premium for each ordinary share issued, representing a capital increase of a maximum total amount of seventy-four million (€74,000,000) euros,

**decides** that this delegation of authority may be implemented by the Board of Directors only if the cumulative amount of the requests for redemption from the holders of the Company's class B preferred shares notified to the Company up to and including July 11, 2022, is greater than or equal to 74 million euros,

**resolves** to set the terms and conditions for the issue of ordinary shares as follows:

- the ordinary shares will carry dividend rights as from the date of their issue and will be subject to all the provisions of the Company's articles of association and to the decisions of the Company's shareholders' meetings as from that date,
- the subscription price of the ordinary shares must be fully paid up in cash at the time of their subscription,
- the date of final completion of any capital increase resulting from the subscription and payment of the subscription price of the ordinary shares will correspond to the date of the certificate of the custodian of the funds recording the subscriptions and payments drawn up at the time of the deposit of the funds, in accordance with the provisions of Article L. 225-146 paragraph 1 of the French Commercial Code,

**notes** that the ordinary shares to be issued under this resolution will be the subject of an application for admission to trading on the professional segment of the regulated market of Euronext Paris and of an application for admission to trading by a central depository,

**decides** that if the subscriptions have not absorbed the entire issue of shares or securities giving access to the capital issued pursuant to this resolution, the Board of Directors may, at its discretion, use one or other of the following options in the order it shall determine

- limit the amount of the issue to the amount of subscriptions, it being specified that the amount of subscriptions must reach at least  $\frac{3}{4}$  of the issue decided upon for this limitation to be possible,
- freely allocate all or part of the unsubscribed ordinary shares among the class of persons defined above.

**decides** to cancel the shareholders' preferential subscription right to the Company's ordinary shares in favor of the following category of persons meeting specified characteristics within the meaning of Article L. 225-138 of the French Commercial Code

- (i) natural or legal persons, including companies, trusts or investment funds or other investment vehicles of any kind, whether under French or foreign law, who habitually invest in the consumer goods or food retailing sector; and/or
- (ii) French or foreign companies, institutions or entities, whatever their form, carrying out a significant part of their activities in the field of distribution of consumer goods or food; and/or
- (iii) French or foreign investment services providers, or any foreign institution with an equivalent status, likely to guarantee the realization of an issue intended to be placed with the persons referred to in (i) and/or (ii) above and, within this framework, to subscribe for the securities issued:

**specifies** that the delegation thus granted to the Board of Directors is valid for a period expiring on July 29, 2022 at midnight,

**decides** that the Board of Directors shall have full powers, with the option of sub-delegation under the conditions provided for by law, to implement the present delegation of powers, in particular for the following purposes

- to decide the amount of the capital increase covered by this resolution,
- determine the dates, terms and conditions of any issue,
- to set the date of entitlement to dividends, which may be retroactive, and the method of payment,
- to determine the list of beneficiaries within the above-mentioned category(ies) of persons and the number of shares to be allocated to each of them,
- at its sole discretion and when it deems appropriate, to charge the expenses, duties and fees incurred by the capital increases carried out pursuant to the delegation referred to in this resolution against the amount of the premiums relating to these operations and to deduct from the amount of these premiums the sums necessary to bring the legal reserve to one-tenth of the new capital after each operation,
- to record the completion of each capital increase and make the corresponding amendments to the bylaws,
- to make any adjustments required in accordance with legal provisions, and to set the terms and conditions under which the rights of holders of securities giving future access to the capital will be preserved, where applicable,
- in general, to enter into any commitment or agreement, in particular to successfully complete the planned issues, and, if necessary, to postpone them, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, and for the exercise of the rights attached thereto
- to take any decision with a view to the admission of the ordinary shares thus issued to the regulated market of Euronext in Paris,

**notes that**, should the Board of Directors make use of the delegation of authority granted in this resolution, it will report to the next ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations granted in this resolution.

## **2e. RESOLUTION**

*Effective date of the decisions adopted by the general meeting*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having considered the report of the Board of Directors,

**resolves** that all of the following resolutions to be adopted by this General Meeting shall take effect only at the end of this General Meeting, subject to the fulfillment or waiver of the conditions precedent set forth in Article 14 of the contribution agreement (the "**Contribution Agreement**") entered into on June 20, 2022 between the Company and InVivo Group, a société par actions simplifiée (simplified joint stock company) with a capital of 195,533,120 euros, having its registered office at 83, avenue de la Grande Armée, 75016 Paris, registered with the Paris Trade and Companies Registry under number 801 076 282 ("**InVivo Group**"), under the terms of which it is agreed, subject to the fulfillment or waiver of the conditions precedent set forth in Article 14 of the Contribution Agreement, that InVivo Group shall contribute to the Company, in accordance with the terms and conditions of the Contribution Agreement, all of the 21,783,217,83,840 ordinary shares issued by InVivo Retail, a société par actions simplifiée (simplified joint stock company) with a share capital of 21,783,840 euros, having its registered office located at 83, avenue de la Grande Armée, 75016 Paris, registered with the Paris Trade and Companies Registry under number 801 076 076 ("**InVivo Retail**"), which it holds, in the context of a contribution subject to the legal regime applicable to capital increases through contributions in kind governed by articles L. 225-147, L. 225-96 and L.225-129 of the French Commercial Code (the "**Contribution**"),

**grants** full powers to the Board of Directors of the Company, with the right to further delegate to the Chief Executive Officer of the Company, to record the completion or waiver of the conditions precedent set forth in Article 14 of the Contribution Agreement and, accordingly, to record the completion of the Contribution and the taking effect of the following decisions to be adopted by this General Meeting.

### 3e. RESOLUTION

*Approval of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company and delegation of powers to the Company's Board of Directors*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, in accordance with the provisions of Articles L. 225-147, L. 225-96 and L. 225-129 of the Commercial Code

after having considered :

- the report of the Board of Directors,
- the reports prepared by Sabrina Cohen and Emmanuelle Duparc, contribution auditors appointed by order of the President of the Paris Commercial Court on May 9, 2022, on the value of the Contribution and the fairness of the proposed consideration (in accordance with AMF recommendation DOC-2020-06),
- the Contribution Agreement relating to the Contribution, and
- the prospectus approved by the AMF relating to the Contribution for the admission to trading on the professional segment of the Euronext Paris market of the ordinary shares of the Company to be issued in consideration for the Contribution (the "**Prospectus**"),

**approves** without restriction or reservation, in all its provisions, the terms and conditions of the Contribution Agreement providing for the contribution to the Company of all of the 21,783,840 ordinary shares comprising the share capital of InVivo Retail (the "**Contributed Securities**") by InVivo Group, and in particular :

- the choice of the legal and fiscal regime of the operation,
- the consideration for the Contribution by the allocation to InVivo Group of 55,701,278 new ordinary shares of the Company,
- the terms of delivery to InVivo Group of the new ordinary shares of the Company and the date from which such shares will entitle the holder to the benefits,

- the valuation and accounting of the Contributed Securities at their net book value,
- the value of the Contributed Securities, thus valued at net book value, amounting to a net amount of 215,895,532.60 euros, and
- the projected amount of the contribution premium amounting to 215,338,519.82 euros and the projected deductions from this contribution premium,

**decides** the Contribution provided for by the Contribution Agreement and the consecutive share capital increase of 557,012.78 euros, represented by the issuance of 55,701,278 new ordinary shares (the "**New Shares**") with a par value of 0.01 euro each, attributed in full to InVivo Group,

**decides** that the New Shares will carry current dividend rights and will give right, as from their issuance, to all distributions decided by the Company as from this date and that they will be immediately assimilated to the existing shares of the Company, already traded on Euronext Paris and negotiable, as from the date of settlement and admission to trading on the professional compartment of the regulated market of Euronext in Paris,

**authorizes** the Board of Directors to:

- deduct from the amount of the contribution premium the sums necessary to increase the legal reserve to an amount equal to one-tenth of the share capital,
- charge to the contribution premium account all external costs and expenses of any kind whatsoever resulting from the completion of the Contribution, it being specified that the balance of the contribution premium may be allocated at any time in accordance with the rules in force, as decided by the General Meeting,

**notes**, as a consequence of the foregoing, the final completion of the Contribution and the resulting increase in the Company's capital by a nominal amount of 557,012.78 euros; the Company's capital is thus increased from 374,999.97 euros to 932,012.75 euros,

**resolves** accordingly to amend Article 6 relating to the share capital of the Company's Articles of Association (in the version resulting from the recast proposed by 24<sup>ème</sup> resolution of this General Meeting).

**grants** full powers to the Company's Board of Directors, with the option of sub-delegation to the Company's Chief Executive Officer, to:

- to carry out all formalities required for the admission of the New Shares of the Company to trading on the professional segment of the Euronext Paris market,
- and, more generally, to make any and all findings, declarations or communications, to draw up any and all confirmatory, corrective or supplementary deeds, and to take any and all measures, sign any and all documents, deeds or contracts and carry out any and all formalities or steps that may be useful or necessary in order to ensure the proper transfer of the Contributed Securities to the Company.

***On an ordinary basis***

#### **4e. RESOLUTION**

*Appointment of Mr. Thierry Blandinières as member of the Board of Directors*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors

**resolves** to appoint as a new director of the Company :

**Mr. Thierry Blandinières**

Born on October 8, 1960 in Brive la Gaillarde,  
French nationality,  
Residing at 42, boulevard Maillot, 92200 Neuilly-sur-Seine,

from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting, for a period of three (3) years expiring (assuming the adoption of the 23<sup>ème</sup> resolution relating to the modification of the closing date of the Company's financial years) at the end of the annual general meeting of shareholders which will be called upon to rule in 2025 on the accounts for the financial year which will end on June 30, 2025

Mr. Thierry Blandinières has declared in advance that he accepts this mandate and that he is not affected by any incompatibility, prohibition or disqualification likely to prevent him from accessing or exercising it.

**5e. RESOLUTION**

*Appointment of Mr. Cédric Carpène as member of the Board of Directors*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors

**resolves** to appoint as a new director of the Company :

**Mr. Cédric Carpène**

Born on February 1<sup>er</sup> 1974 in Auch  
French nationality,  
Residing at Lieu-dit Labarthasse, 32420 Simorre,

from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting, for a period of three (3) years, expiring (assuming the adoption of the 23<sup>ème</sup> resolution relating to the modification of the closing date of the Company's financial years) at the end of the annual general meeting of shareholders which will be called upon to rule in 2025 on the accounts for the financial year which will end on June 30, 2025

Mr. Cédric Carpène has declared in advance that he accepts this mandate and that he is not affected by any incompatibility, prohibition or disqualification likely to prevent him from accessing or exercising it.

**6e. RESOLUTION**

*Appointment of Mr. Bertrand Hernu as member of the Board of Directors*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors

**resolves** to appoint as a new director of the Company :

**Mr. Bertrand Hernu**

Born on November 2, 1968 in Saint Paul sur Ternoise,  
French nationality,  
Residing at 11, rue de Bours, 62550 Valhuon,

from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General



Meeting, for a period of three (3) years, expiring (assuming the adoption of the 23<sup>ème</sup> resolution relating to the modification of the closing date of the Company's financial years) at the end of the annual general meeting of shareholders which will be called upon to rule in 2025 on the accounts for the financial year which will end on June 30, 2025

Mr. Bertrand Hernu has declared in advance that he accepts this mandate and that he is not affected by any incompatibility, prohibition or disqualification likely to prevent him from accessing or exercising it.

#### **7e. RESOLUTION**

##### *Appointment of Mr. Bertrand Relave as member of the Board of Directors*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors

**resolves** to appoint as a new director of the Company :

##### **Mr. Bertrand Relave**

Born on October 24, 1968 in Saint Etienne,  
French nationality,  
Residing at 36, route de Bellegarde, 42330 Saint Galmier,

from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting, for a period of three (3) years, expiring (assuming the adoption of the 23<sup>ème</sup> resolution relating to the modification of the closing date of the Company's financial years) at the end of the annual general meeting of shareholders which will be called upon to rule in 2025 on the accounts for the financial year which will end on June 30, 2025

Mr. Bertrand Relave has declared in advance that he accepts this mandate and that he is not affected by any incompatibility, prohibition or disqualification likely to prevent him from accessing or exercising it.

#### **8e. RESOLUTION**

##### *Appointment of Mrs. Maha Al-Bukhari Fournier as member of the Board of Directors*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors

**resolves** to appoint as a new director of the Company :

##### **Mrs. Maha Al-Bukhari Fournier**

Born on July 4, 1969 in Amman, Jordan,  
French nationality,  
Residing at 15, rue Affre, 75018 Paris,

from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting, for a period of three (3) years, expiring (assuming the adoption of the 23<sup>ème</sup> resolution relating to the modification of the closing date of the Company's financial years) at the end of the annual general meeting of shareholders which will be called upon to rule in 2025 on the accounts for the financial year which will end on June 30, 2025

Mrs. Maha Al-Bukhari Fournier has declared in advance that she accepts this mandate, and that she

is not affected by any incompatibility, prohibition or disqualification that could prevent her from accessing or exercising it.

**9e. RESOLUTION**

*Appointment of Mrs. Ewa Brandt as member of the Board of Directors*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors

**resolves** to appoint as a new director of the Company :

**Mrs. Ewa Brandt**, born Radecka  
Born on November 27, 1960 in Częstochowa, Poland,  
French nationality,  
Residing at 27, rue de Champigny, 94430 Chennevières sur Marne,

from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting, for a period of three (3) years, expiring (assuming the adoption of the 23<sup>ème</sup> resolution relating to the modification of the closing date of the Company's financial years) at the end of the annual general meeting of shareholders which will be called upon to rule in 2025 on the accounts for the financial year which will end on June 30, 2025

Mrs. Ewa Brandt has declared in advance that she accepts this mandate and that she is not affected by any incompatibility, prohibition or disqualification that could prevent her from accessing or exercising it.

**10e. RESOLUTION**

*Appointment of Marie-Amélie de Leusse as member of the Board of Directors*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors

**resolves** to appoint as a new director of the Company :

**Mrs. Marie-Amélie de Leusse**  
Born on January 4, 1978 in Paris (8<sup>ème</sup> ),  
French nationality,  
Residing at 25, boulevard Haussmann, 75008 Paris,

from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting, for a period of three (3) years, expiring (assuming the adoption of the 23<sup>ème</sup> resolution relating to the modification of the closing date of the Company's financial years) at the end of the annual general meeting of shareholders which will be called upon to rule in 2025 on the accounts for the financial year which will end on June 30, 2025

Mrs Marie-Amélie de Leusse has declared in advance that she accepts this mandate and that she is not affected by any incompatibility, prohibition or disqualification likely to prevent her from accessing or exercising it.

**11e. RESOLUTION**

*Acknowledgement of the resignation of Mrs. Anne Le Lorier from her position as member of the Board of Directors*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors,

**notes** the resignation of Mrs. Anne Le Lorier from her position as member of the Board of Directors, with effect from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this Shareholders' Meeting.

**12e. RESOLUTION**

*Acknowledgement of the resignation of Rachel Delacour from her position as member of the Board of Directors*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors

**notes** the resignation of Rachel Delacour from her position as member of the Board of Directors with effect from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this Shareholders' Meeting.

**13e. RESOLUTION**

*Acknowledgement of the resignation of Mr. Gilles Piquet-Pellorce from his position as member of the Board of Directors*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors

**notes** the resignation of Mr. Gilles Piquet-Pellorce from his office as member of the Board of Directors with effect from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this Shareholders' Meeting.

**14e. RESOLUTION**

*Appointment of Ernst & Young & Autres SAS as substitute statutory auditor of the Company*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors

**decides** to appoint as substitute statutory auditor of the Company :

**Ernst & Young & Autres SAS**

1-2, Place des Saisons, Paris la Défense 1, 92400 Courbevoie  
438 476 913 RCS Nanterre

for a term of six financial years, which will end, assuming the adoption of the 23<sup>ème</sup> resolution relating to the modification of the closing date of the Company's financial years, at the end of the shareholders' meeting called to approve the accounts for the financial year ending June 30, 2028. Ernst & Young Audit SAS is appointed as substitute statutory auditor for Mazars.

Ernst & Young & Autres SAS has declared that it accepts these functions and that it is not affected by any incompatibility.

**15e. RESOLUTION**

*Approval, in accordance with Article L.22-10-8 II of the French Commercial Code, of the remuneration*

*policy for directors as from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors and the Prospectus relating to the Contribution describing the elements of the remuneration policy for the directors

**approves**, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, the compensation policy for directors, as presented in section 15.2 of the aforementioned Prospectus, applicable as from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting.

#### **16e. RESOLUTION**

*Determination of the maximum total annual fixed amount allocated to the directors as remuneration for their activity from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company*

The General Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors and the Prospectus relating to the Contribution describing the elements of the remuneration policy for the directors

**decides** to set at 250,000 euros the maximum annual fixed amount allocated to the directors as remuneration for their activity as from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting. This decision, applicable to the current fiscal year, will be maintained for each subsequent fiscal year until a new decision is taken by the General Meeting.

#### **17e. RESOLUTION**

*Approval, in accordance with Article L.22-10-8 II of the French Commercial Code, of the compensation policy for the Chairman of the Board of Directors as from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company*

The General Meeting, ruling under the conditions of quorum and majority required for ordinary meetings, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, after having familiarized itself with the report of the Board of Directors and the Prospectus relating to the Contribution describing the elements of the remuneration policy of the Chairman of the Board of Directors

**approves** the compensation policy for the Chairman of the Board of Directors, as presented in section 15.2 of the aforementioned Prospectus, applicable as of the date of final completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting.

#### **18e. RESOLUTION**

*Approval, in accordance with Article L.22-10-8 II of the French Commercial Code, of the compensation policy for the Chief Executive Officer and/or any other executive corporate officer of the Company as from the completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company*

The General Meeting, ruling under the conditions of quorum and majority required for ordinary meetings, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, having considered the report of the Board of Directors and the Prospectus relating to the Contribution describing the elements of the remuneration policy for the Chief Executive Officer and/or any other executive corporate officer of the Company

**approves** the compensation policy for the Chief Executive Officer and/or any other executive corporate officer of the Company, as presented in section 15.2 of the aforementioned prospectus, as from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this Shareholders' Meeting.

#### **19e. RESOLUTION**

*Share buyback program: authorization to the Board of Directors to have the Company buy back its own shares under the terms of Article L.22-10-62 of the French Commercial Code*

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors

**authorizes** the Board of Directors, for a period of eighteen months from the date of this General Meeting, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code and European Regulation No. 596/2014 of April 16, 2014 on market abuse, to purchase, on one or more occasions at times it shall determine, shares in the Company;

**resolves** that ordinary shares may be purchased for any purpose or objective permitted by the laws and regulations in force, and in particular:

- to ensure the liquidity of the secondary market or the liquidity of the Company's shares (by purchase or sale) through an investment services provider acting independently within the framework of a liquidity contract that complies with the practice allowed by the regulations,
- to cover stock option plans, bonus share plans (or similar plans), or any other form of share allocation or compensation linked to the share price, in favor of employees or corporate officers of the Company or of an affiliated company under the conditions provided for in the French Commercial Code, in particular Articles L. 225-180 and L. 225-197-2 of the French Commercial Code, as well as all other forms of share allocations to employees and/or officers of the Group, in particular under a company or group savings plan (or similar plan),
- to cover debt securities exchangeable for Company shares and, more generally, securities giving entitlement to the allocation of Company shares, in particular by conversion, presentation of a warrant, redemption or exchange, within the framework of the regulations in force
- cancel any shares acquired, subject to the authorization to be granted by the Shareholders' Meeting in its 20<sup>ème</sup> extraordinary resolution,
- to retain the shares purchased and subsequently tender them for exchange or payment in connection with any external growth transactions, it being specified that the shares acquired for this purpose may not exceed 5% of the share capital, and
- more generally, the completion of any transaction that is permitted or that may be authorized by the regulations in force, or that is part of a market practice that is permitted or that may be permitted by the Autorité des marchés financiers,

**decides** that the maximum purchase price by the Company of its own ordinary shares is set at 20 euros per ordinary share, excluding acquisition costs (or the equivalent of this amount on the same date in any other currency or monetary unit established by reference to several currencies). In the event of transactions affecting the Company's share capital, in particular a change in the par value of the ordinary shares, a capital increase by incorporation of reserves followed by the creation and free allotment of shares in the Company, or a stock split or reverse stock split, the aforementioned maximum purchase price will be adjusted in the same proportions (multiplication coefficient equal to the ratio between the number of shares making up the capital before the transaction and the number of shares after the transaction);

**resolves** that the maximum number of ordinary shares that may be purchased during the term of the buyback program may not exceed 10% of the share capital, adjusted for any capital increases or reductions that may take place during the term of the program, it being specified that in the context of the use of this authorization, (i) with regard to the specific case of ordinary shares purchased under the liquidity contract, in accordance with Article L. 22-10-62, paragraph 2 of the French Commercial Code, the number of ordinary shares taken into account for the calculation of the 10% limit corresponds to the number of ordinary shares purchased less the number of ordinary shares resold during the term of the authorization, and (ii) the number of ordinary shares held in treasury for the purpose of being remitted in payment or exchange in the context of a merger, demerger or contribution may not exceed 5% of the share capital as assessed on the date of the transaction,

**decides** that the maximum total amount spent on acquisitions may not exceed 6 million euros (or the equivalent of this amount on the same date in any other currency or monetary unit established by reference to several currencies), excluding acquisition costs,

**resolves** that the ordinary shares repurchased and retained by the Company will be deprived of voting rights and will not be entitled to dividend payment,

**grants** all powers to the Board of Directors, with the option of sub-delegation under the conditions provided for by the legal and regulatory provisions, for the purpose of implementing the present authorization, and in particular

- decide to implement this authorization,
- to carry out these operations and to determine the terms and conditions thereof,
- to adjust the above-mentioned maximum purchase price in order to take account of the impact on the value of the ordinary share in the event of a change in the par value of the ordinary share, a capital increase through the capitalization of reserves and the granting of bonus shares, a stock split or reverse stock split, the distribution of reserves or of any other assets, a capital redemption or any other transaction affecting shareholders' equity
- to set the terms and conditions under which the rights of holders of securities giving access to the capital, of stock options or of rights to the allocation of free shares will be preserved, if necessary, in accordance with legal, regulatory or contractual provisions
- to place all stock market orders, enter into all contracts, sign all deeds, and enter into all agreements with a view, in particular, to keeping the share purchase and sale registers, in accordance with the regulations in force,
- make all declarations, complete all formalities and, in general, do whatever is necessary,

**decides** that the acquisition, sale, exchange or transfer of ordinary shares may be carried out at any time, except from the filing of a public offer for the Company's shares until the end of the offer period, in compliance with the legal and regulatory provisions in force on one or more occasions, by any means compatible with the law and regulations in force, including in the context of transactions negotiated by means of the acquisition of blocks of shares, the Company reserving the right to use optional mechanisms or derivatives within the framework of the applicable regulations,

**resolves** that this authorization shall supersede, as from the date hereof, the unused portion, if any, of any previous authorization for the same purpose, i.e. any authorization to trade in the Company's shares.

This authorization is given for a period of eighteen (18) months from the date of this General Meeting.

***As an ordinary basis***

**20e. RESOLUTION**

*Authorization for the Board of Directors to cancel shares purchased by the Company under the terms of Article L.22-10-62 of the French Commercial Code*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after having reviewed the report of the Board of Directors and the special report of the Statutory Auditors

**authorizes** the Board of Directors to cancel, at its sole discretion, on one or more occasions, except as from the filing of a public tender offer for the Company's shares and until the end of the offer period, in such proportions and at such times as it shall decide, the shares that the Company holds or may hold as a result of the repurchases carried out in accordance with Article L.22-10-62 of the French Commercial Code, and to reduce the share capital accordingly, in accordance with the applicable legal and regulatory provisions

**decides** that the maximum number of ordinary shares that may be cancelled by the Company under this authorization is 10% of the shares comprising the Company's share capital on the date of the cancellation decision, less any shares cancelled during the previous 24 months, it being recalled that this limit applies to an amount of the Company's share capital that will be adjusted, if necessary, to take into account transactions affecting the share capital subsequent to this General Meeting,

**decides** that the difference between the book value of the cancelled shares and their nominal amount may be charged to any available reserve and premium accounts,

**grants** full powers to the Board of Directors, with the option of sub-delegation under the conditions provided for by the legal and regulatory provisions, to carry out the cancellation(s) and reduction(s) of share capital that may be carried out by virtue of the present authorization, to amend the by-laws accordingly and to carry out all formalities.

This authorization is given for a period of eighteen (18) months from the date of this Shareholders' Meeting.

**21e. RESOLUTION**

*Change in the Company's name as from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after having reviewed the report of the Board of Directors

**decides** to replace the corporate name "**2MX Organic**" with the name "**TERACT**" as from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting,

**decides**, as a consequence, to amend Article 3 of the Company's Articles of Association, which will henceforth read as follows

**"ARTICLE 3. CORPORATE NAME**

*The Company's corporate name is :*

**TERACT**

*In all deeds and documents issued by the Company and intended for third parties, the Company's name must always be immediately preceded or followed by the words: "Société anonyme à Conseil d'administration" or the initials "SA", the identification number in the Trade and Companies Register and the amount of share capital.*

#### **22e. RESOLUTION**

*Transfer of the Company's registered office as from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the share capital of InVivo Retail SAS to the Company*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after having reviewed the report of the Board of Directors

**resolves** to transfer the Company's registered office to 83, avenue de la Grande Armée, 75016 Paris as from the date of completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting,

**decides**, as a consequence, to amend Article 4 of the Company's Articles of Association, which will henceforth read as follows

#### **"ARTICLE 4. REGISTERED OFFICE**

*The registered office is located at **83, avenue de la Grande Armée, 75016 Paris.***

*The registered office may be transferred to any other location in France by decision of the Board of Directors, subject to ratification of this decision by the next ordinary General Meeting.*

*In the event of a transfer decided by the Board of Directors, the latter is authorized to amend the Articles of Association and to carry out the resulting formalities of publication and filing, provided that it is stated that the transfer is subject to ratification by the Ordinary General Meeting."*

#### **23e. RESOLUTION**

*Change in the closing date of the Company's fiscal year as from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after having reviewed the report of the Board of Directors

**decides** to modify the closing date of the Company's fiscal year, currently set at September 30 of each year, to June 30 of each year, as from the date of finalization of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting,

**decides**, as a consequence, to amend Article 24 of the Company's Articles of Association, which will henceforth read as follows

#### **"ARTICLE 24. CORPORATE EXERCISE**

*Each fiscal year shall have a fixed term beginning on July 1<sup>er</sup> of each year and ending on June 30 of the following year."*



#### **24e. RESOLUTION**

*Harmonization of the Company's bylaws with effect as from the date of completion of the contribution in kind by InVivo Group SAS of all the shares comprising the capital of InVivo Retail SAS to the Company*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after having reviewed the report of the Board of Directors and the proposed new Articles of Association of the Company

**resolves that the** Company's Articles of Association shall be completely revised with effect as from the date of completion of the Contribution referred to in the 3rd resolution of this General Meeting and **adopts** each of the articles of association and the entire text of the new articles of association.

The new version of the Company's articles of association will be made available to shareholders in accordance with legal and regulatory requirements.

#### **25e. RESOLUTION**

*Delegation of authority to the Board of Directors to decide on the issuance, with preferential subscription right, of ordinary shares of the Company and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities to be issued*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 22-10-49, L. 228-92 and L. 225-132 et seq:

**delegates** to the Board of Directors, with the option of sub-delegation under the conditions provided for by the legal and regulatory provisions, its authority to issue, on one or more occasions, in the proportions and at the times it sees fit, in France or abroad, either in euros or in foreign currencies or in any other unit of account established by reference to a set of currencies, the issue, with retention of the shareholders' preferential subscription right:

- ordinary shares of the Company (excluding any preference shares), and/or
- equity securities giving access to other equity securities and/or giving the right to the allocation of debt securities, and/or
- securities that may give access to or entitle the holder to equity securities to be issued,

it being specified that the subscription may be made either in cash or by offsetting debts, and that in accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the company and/or by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital,

**decides** to set the following limits on the amounts of the issues authorized in the event that the Board of Directors uses this delegation of authority:

- 233,000 euros (corresponding to 25% of the Company's existing share capital following the completion of the Contribution referred to in the 3rd resolution of this General Meeting and before taking into account the cancellation of the Company's Class B preferred shares for which their holders have notified the Company of their wish to be redeemed). To this ceiling shall be added, where applicable, the nominal value of the ordinary shares to be issued to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's capital,

- the nominal amount of debt securities issued under this authorization may not exceed 300,000,000 euros,
- the ceilings referred to above are independent of all the ceilings provided for in the other resolutions of this General Meeting,

**decides** that the shareholders may exercise their preferential subscription right as of right under the conditions provided for by law, and that the Board of Directors shall have the option of granting shareholders the right to subscribe to a greater number of shares and/or securities as of right than that which they could subscribe to as of right, in proportion to the subscription rights they hold and, in any event, up to the limit of their demand,

**decides** that if the subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entirety of an issue pursuant to this resolution, the Board of Directors may use, in the order it shall determine, one or other of the options offered by Article L. 225-134 of the French Commercial Code, or only some of them, namely:

- to limit the amount of the issue to the amount of subscriptions, it being specified that in the case of an issue of ordinary shares or securities whose primary security is a share, the amount of subscriptions must reach at least  $\frac{3}{4}$  of the issue decided upon for this limitation to be possible,
- freely distribute all or part of the unsubscribed securities,
- offer to the public all or part of the unsubscribed securities,

**resolves** that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's securities, until the end of the offer period,

**notes** that this delegation of authority automatically entails the express waiver by the shareholders of their preferential subscription rights to the shares of the Company to which the securities issued pursuant to this delegation of authority may give immediate and/or future entitlement,

**decides** that the issuance of warrants to subscribe for shares in the Company may be carried out by subscription offer, but also by free allocation to the owners of the old shares, it being specified that the Board of Directors shall have the power to decide that the allocation rights forming fractional shares shall not be negotiable and that the corresponding securities shall be sold,

**resolves** that the Board of Directors shall have full powers, with the option of sub-delegation under the conditions provided for by law and regulations, to implement this delegation of authority under the conditions laid down by law and the Articles of Association, in particular in order to:

- to determine the dates, terms and conditions of any issue, as well as the form and characteristics of the shares or securities giving access to the capital to be issued, and to determine the issue price with or without a premium, if applicable,
- to set the amounts to be issued, the date of entitlement to dividends, which may be retroactive, of the shares or securities giving access to the capital to be issued, the manner in which they are to be paid up, as well as, where applicable, the terms and conditions for exercising rights to exchange, convert, redeem or otherwise allocate equity securities or securities giving access to the capital
- to make all adjustments required by law or regulation and, where applicable, by the relevant contractual provisions, to protect the rights of holders of securities giving access to the Company's capital,
- to suspend, if necessary, the exercise of the rights attached to these securities, in accordance with the legal and regulatory provisions,
- at its sole discretion and when it deems appropriate, to charge the expenses, duties and fees

incurred by the capital increases carried out pursuant to the delegation referred to in this resolution against the amount of the premiums relating to these operations and to deduct from the amount of these premiums the sums necessary to bring the legal reserve to one-tenth of the new capital after each operation,

- to take any decision with a view to the admission to trading of the shares and securities thus issued on the regulated market of Euronext Paris,
- to record the completion of each capital increase and make the corresponding amendments to the bylaws, and more generally
- to take all measures, enter into all commitments and carry out all formalities required for the successful completion of the proposed issue, as well as for the finalization of the resulting capital increase, and to amend the bylaws accordingly,

**notes that**, should the Board of Directors make use of the delegation of authority granted to it in this resolution, it will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations in force,

**decides** that this delegation is valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting and supersedes any previous delegation with the same purpose.

#### **26e. RESOLUTION**

*Delegation of authority to the Board of Directors to decide on the issuance, with cancellation of preferential subscription rights, of ordinary shares of the Company and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued, by way of a public offering, with the exception of the offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after a reading of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, and in particular Articles L.225-129-2, L.22-10-49, L.22-10-52, L.22-10-54 and L.228-92 :

**delegates** to the Board of Directors, with powers to subdelegate within the limits of the law, its authority to issue, on one or more occasions, in the proportions and at the times it sees fit, in France or abroad, either in euros or in foreign currencies or any other unit of account established by reference to a basket of currencies, by way of a public offering, with the exception of the offers referred to in 1° of Article L.411-2 of the French Monetary and Financial Code:

- ordinary shares of the Company (excluding any preference shares), and/or
- equity securities giving access to other equity securities and/or giving the right to the allocation of debt securities and/or
- securities likely to give access or giving access to equity securities,

it being specified that the subscription may be made either in cash or by offsetting debts and that, in accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the Company and/or by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital,

**resolves** to cancel shareholders' preferential subscription rights to subscribe for shares and/or other securities giving access to the capital and/or to debt securities that may be issued under this delegation, while giving the Board of Directors the option, in accordance with Article L. 22-10-51 of the French Commercial Code, to grant to the Company's shareholders, during a period and on terms to be determined by the Board of Directors in accordance with applicable laws and regulations, a priority subscription period not giving rise to the creation of negotiable rights, which must be

exercised in proportion to the number of shares held by each shareholder and which may be supplemented by a subscription on a reducible basis,

**resolves**, in the event of the issue of securities as consideration for securities tendered in connection with a public exchange offer, that the Board of Directors shall have the necessary powers, under the conditions set out in Article L.22-10-54 of the French Commercial Code and within the limits set out above, to draw up the list of securities tendered in exchange, to set the terms of issue, the exchange ratio and, if applicable, the amount of the cash balance to be paid, and to determine the terms of issue,

**notes** that, in accordance with Article L. 225-132 of the French Commercial Code, this delegation of authority automatically entails the waiver by the Company's shareholders of their preferential subscription rights to the shares to which these securities may give entitlement, in favor of the holders of securities giving access to new shares in the Company that may be issued pursuant to this delegation of authority

**notes** that the Board of Directors may subdelegate, in accordance with legal and regulatory conditions, all powers necessary to decide on the issues that may be carried out pursuant to this delegation, as well as to postpone them,

**decides** to set the following limits on the amounts of the issues authorized in the event that the Board of Directors uses this delegation of authority:

- the total nominal amount of the share capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation may not exceed 233,000 euros (corresponding to 25% of the Company's existing share capital following the completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting and before taking into account the cancellation of the Company's Class B preferred shares for which their holders have notified the Company of their wish to have the said shares redeemed) To this ceiling shall be added, where applicable, the nominal value of the ordinary shares to be issued to preserve, in accordance with the law and, where applicable, with the contractual stipulations providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's capital,
- the total nominal amount of the issues of debt securities that may be carried out pursuant to this delegation may not exceed 300,000,000 euros (or the equivalent value on the date of issue), it being specified that this amount is to be deducted from the ceiling on the nominal amount of the debt securities set forth in the 27<sup>ème</sup> resolution,

**decides** that the public offers of securities decided upon pursuant to this delegation of authority may be combined, in the context of a single issue or several issues of securities, with public offers referred to in 1° of Article L. 411-2 of the Monetary and Financial Code,

**decides** that, if the subscriptions have not absorbed the totality of such an issue, the Board of Directors may use, in the order it shall determine, one or other of the following options

- to limit the amount of the issue to the amount of subscriptions, it being specified that in the case of an issue of ordinary shares or securities whose primary security is a share, the amount of subscriptions must reach at least  $\frac{3}{4}$  of the issue decided upon for this limitation to be possible,
- freely allocate all or part of the issued securities not subscribed to among the persons of its choice,

**resolves** that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public

tender offer for the Company's securities, until the end of the offer period,

**takes note of** the fact that :

- the issue price of the shares shall be at least equal to the minimum provided for by the laws and regulations applicable at the time of implementation by the Board of Directors of this delegation (i.e., for information purposes as of the date of this General Meeting and in accordance with Article R.22-10-32 of the French Commercial Code, the issue price of the shares must be at least equal to the weighted average of the prices of the last three trading sessions preceding the start of the public offering within the meaning of EU Regulation No. 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%), and
- the issue price of the securities shall be such that the amount received immediately by the Company plus, if applicable, the amount likely to be received subsequently by the Company, shall be, for each ordinary share issued as a result of the issue of these securities, at least equal to the minimum price referred to in the preceding paragraph;

**resolves** that the Board of Directors shall have full powers, with the option of sub-delegation under the conditions provided for by law and regulations, to implement this delegation of authority under the conditions laid down by law and the Articles of Association, in particular in order to:

- determine the dates, terms and conditions of any issue, as well as the form and characteristics of the shares or securities giving access to the capital to be issued, and determine the issue price with or without premium, if any,
- to set the amounts of the issue(s) to be carried out under this delegation, the date from which the shares or securities giving access to the capital to be issued may carry dividend rights, the manner in which they are to be paid up and, where applicable, the terms and conditions of exercise of the rights to exchange, convert, redeem or otherwise allocate shares or securities giving access to the capital, including through the delivery of Company assets such as securities already issued by the Company
- collect the subscriptions and corresponding payments and record the completion of the capital increases up to the amount of the shares that will be subscribed and proceed with the corresponding amendment of the bylaws,
- to determine and make all adjustments to take account of the impact of transactions affecting the Company's capital, in particular changes in the par value of shares, capital increases by incorporation of reserves, bonus share issues, stock splits or reverse splits, distributions of reserves or any other assets, redemptions of capital, or any other transaction affecting shareholders' equity, and to set the terms and conditions under which the rights of holders of securities giving access to the capital will be preserved, where applicable,
- suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three months,
- at its sole discretion, charge the costs, duties and fees of the capital increase(s) against the amount of the related issue premium(s) and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase,
- to take any decision with a view to the admission of the securities thus issued to trading on the regulated market of Euronext Paris, and
- in general, to take all measures and carry out all formalities required for the issue, as well as to finalize the resulting capital increase, and to make the corresponding amendments to the bylaws,

**notes that**, should the Board of Directors use the delegation of authority granted to it in this resolution, it will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations in force,

**decides** that this delegation is valid for a period of twenty-six (26) months from the date of this

General Meeting,

**decides** that this delegation of powers supersedes any previous delegation of powers for the same purpose.

#### **27e. RESOLUTION**

*Delegation of authority to the Board of Directors to decide on the issuance, with cancellation of preferential subscription right, of ordinary shares of the Company and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued, by a public offering as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after a reading of the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of the French Commercial Code, in particular Articles L.225-129-2, L.22-10-49, L.22-10-52 and L.228-92,

**delegates** to the Board of Directors, with powers to subdelegate within the law, its authority to issue, on one or more occasions, in the proportions and at the times it sees fit, in France or abroad, either in euros or in foreign currencies or in any other unit of account established by reference to a basket of currencies, without shareholders' pre-emptive subscription rights, by means of an offer as provided for in Article L.411-2 of the French Monetary and Financial Code:

- ordinary shares of the Company (excluding any preference shares), and/or
- equity securities giving access to other equity securities and/or giving the right to the allocation of debt securities, and/or
- securities likely to give access or giving access to equity securities,

it being specified that, in accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the Company and/or by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital

**notes** that the Board of Directors may subdelegate, in accordance with legal and regulatory conditions, all powers necessary to decide on the issues that may be carried out pursuant to this delegation, as well as to postpone them,

**decides** to set the amounts of the issues authorized in the event of use by the Board of Directors of the present delegation as follows:

- the total nominal amount of the share capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation may not exceed 186,000 euros (corresponding to 20% of the Company's existing share capital at the end of the completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting and before taking into account the cancellation of the Company's call B preferred shares for which their holders will have notified the Company of their wish to be redeemed), it being specified that it will be further limited to 20% of the Company's share capital per year. To this ceiling shall be added, where applicable, the par value of the ordinary shares to be issued to preserve, in accordance with the law and, where applicable, with contractual stipulations providing for other cases of adjustment, the rights of holders of securities giving access to the Company's capital. This amount is to be deducted from the ceiling for the capital increase set in the 26<sup>ème</sup> resolution,
- the total nominal amount of the issues of debt securities that may be carried out pursuant to this delegation may not exceed 300,000,000 euros (or the equivalent value on the date of issue). This amount is to be deducted from the ceiling on the nominal amount of debt

securities provided for in the 26e resolution, in any event, the total nominal amount of the share capital increases that may be carried out under this delegation may not exceed the maximum set by the applicable laws and regulations (for information, as of the date of this General Meeting, the issue of equity securities carried out through an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code is limited to 20% of the Company's share capital per 12-month period, said share capital being assessed as of the date of the decision of the Board of Directors to use this delegation)

**decides** that the public offers of securities decided upon by virtue of this delegation of authority may be combined, in the context of a single issue or several issues of securities, with public offers other than those referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code decided upon by virtue of the following resolution submitted to this General Meeting,

**decides** to cancel the shareholders' preferential subscription rights to the shares and securities giving access to the capital and/or to debt securities to be issued under this resolution,

**decides** that if the subscriptions have not absorbed the totality of an issue by virtue of the present resolution, the Board of Directors may use, in the order it shall determine, one or other of the following options

- to limit the amount of the issue to the amount of subscriptions, it being specified that in the case of an issue of ordinary shares or securities whose primary security is a share, the amount of subscriptions must reach at least  $\frac{3}{4}$  of the issue decided upon for this limitation to be possible,
- freely allocate all or part of the issued securities not subscribed to among the persons of its choice,

**resolves** that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's securities, until the end of the offer period,

**notes** that, in accordance with Article L. 225-132 of the French Commercial Code, this delegation of authority automatically entails the waiver by the Company's shareholders of their preferential subscription rights to the ordinary shares to which these securities may give entitlement, in favor of the holders of securities giving access to new ordinary shares of the Company that may be issued pursuant to this delegation of authority

**takes note of** the fact that :

- the issue price of the shares shall be at least equal to the minimum provided for by the laws and regulations applicable at the time of implementation by the Board of Directors of this delegation (i.e., for information purposes as of the date of this General Meeting and in accordance with Article R.22-10-32 of the French Commercial Code, the issue price of the shares must be at least equal to the weighted average of the prices of the last three trading sessions preceding the start of the public offering within the meaning of EU Regulation 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%), and
- the issue price of the securities shall be such that the amount received immediately by the Company plus, if applicable, the amount that may be received subsequently by the Company, shall be, for each ordinary share issued as a result of the issue of such securities, at least equal to the minimum price referred to in the preceding paragraph,

**resolves** that the Board of Directors shall have full powers, with the option of sub-delegation under the conditions provided for by law and regulations, to implement this delegation, under the conditions laid down by law and the Articles of Association and subject to the conditions specified

below, in order to

- determine the dates, terms and conditions of any issue, as well as the form and characteristics of the shares or securities giving access to the capital to be issued, and determine the issue price with or without premium, if any,
- to set the amounts of the issue(s) to be carried out under this delegation, the date from which the shares or securities giving access to the capital to be issued may carry dividend rights, the manner in which they are to be paid up and, where applicable, the terms and conditions of exercise of the rights to exchange, convert, redeem or otherwise allocate shares or securities giving access to the capital, including through the delivery of Company assets such as securities already issued by the Company
- collect the subscriptions and corresponding payments and record the completion of the capital increases up to the amount of the shares that will be subscribed and proceed with the corresponding amendment of the bylaws,
- to determine and make all adjustments to take account of the impact of transactions affecting the Company's capital, in particular changes in the par value of shares, capital increases by incorporation of reserves, bonus share issues, stock splits or reverse splits, distributions of reserves or any other assets, redemptions of capital, or any other transaction affecting shareholders' equity, and to set the terms and conditions under which the rights of holders of securities giving access to the capital will be preserved, where applicable,
- suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three months,
- at its sole discretion, charge the costs, duties and fees of the capital increase(s) against the amount of the related issue premium(s) and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase,
- to take any decision with a view to the admission of the securities thus issued to trading on the regulated market of Euronext Paris, and
- in general, to take all measures and carry out all formalities required for the issue, as well as to finalize the resulting capital increase, and to make the corresponding amendments to the bylaws,

**notes that**, should the Board of Directors use the delegation of authority granted to it in this resolution, it will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations in force,

**decides** that this delegation is valid for a period of twenty-six (26) months from the date of this General Meeting,

**decides** that this delegation of powers supersedes any previous delegation of powers for the same purpose.

#### **28e. RESOLUTION**

*Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to ordinary shares in order to remunerate contributions in kind of equity securities or securities giving access to the capital of third-party companies, outside a public exchange offer*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after a reading of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 22-10-49, L. 22-10-53, L. 225-147 and L. 228-92 of the French Commercial Code :

**delegates** to the Board of Directors, with the option of sub-delegation under the conditions provided



for by the legal and regulatory provisions, its authority to issue, on the basis of a report by an auditor, ordinary shares or securities giving access to ordinary shares in order to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable,

**resolves that the** aggregate par value of ordinary shares that may be issued under this authorization may not exceed 10% of the capital stock as it exists on the date of the transaction, not including the par value of ordinary shares to be issued to preserve the rights of holders of securities giving access to the Company's capital stock, in accordance with the law and, where applicable, with contractual provisions providing for other cases of adjustment. This ceiling is independent of all the ceilings provided for in the other resolutions of this Meeting,

**resolves** that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's securities, until the end of the offer period,

**notes** that, in accordance with Article L. 225-132 of the French Commercial Code, this delegation of authority automatically entails the waiver by the Company's shareholders of their preferential subscription rights to the shares to which these securities may give entitlement, in favor of the holders of the securities giving access to new shares in the Company that may be issued pursuant to this delegation of authority

**decides** that the Board of Directors shall have full powers, with the option of sub-delegation under the conditions provided for by the legal and regulatory provisions, to implement the present resolution and in particular to:

- to approve the valuation of the contributions and the granting of special benefits, if any,
- to draw up the list of securities contributed, approve the valuation of the contributions, set the terms of issue of the securities remunerating the contributions, as well as the amount of the balancing cash payment, if any
- to set the terms and conditions under which the rights of holders of securities giving access to the capital will be preserved, in accordance with legal and regulatory provisions and, where applicable, with contractual stipulations
- to decide on the resulting capital increase and to record the completion of the capital increase as consideration for the contribution,
- to deduct from the contribution premium, if any, all expenses and duties incurred by the capital increase,
- to deduct from the contribution premium, if it deems it necessary, the sums required for the legal reserve,
- to make the corresponding amendments to the bylaws,
- to take any decision with a view to the admission of the shares and securities thus issued to trading on the regulated market of Euronext Paris,
- and, more generally, to do whatever it takes,

**notes that**, should the Board of Directors use the delegation of authority granted to it in this resolution, it will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations in force,

**decides** that this delegation is valid for a period of twenty-six (26) months from the date of this General Meeting,

**decides** that this delegation of powers supersedes any previous delegation of powers for the same

purpose.

## 29e. RESOLUTION

*Delegation of authority to be granted to the Board of Directors to increase the capital by issuing ordinary shares without shareholders' preferential subscription right for the benefit of a category of persons meeting specific characteristics*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after a reading of the report of the Board of Directors and the Special Report of the Statutory Auditors, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-135, L-225-138 and L. 228-91 et seq,

**delegates** to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, its authority to issue ordinary shares of the Company, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, either in euros or in any foreign currency or any other unit of account established by reference to several currencies, with cancellation of the preferential subscription right in favor of a category of persons defined below,

**decides** to cancel the shareholders' preferential subscription right to the Company's ordinary shares in favour of the following category of persons

Legal entities under French law, whatever their form, holding a franchise agreement to operate one or more stores under the "Gamm vert" or "Jardiland" brand,

**decides** that the total nominal amount of the share capital increases that may be carried out immediately and/or in the future, by virtue of the present delegation, may not exceed 70,000 euros. To this ceiling shall be added, where applicable, the nominal value of the ordinary shares to be issued to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's capital. This ceiling is independent of all the ceilings provided for in the other resolutions of this General Meeting,

**decides** that if the subscriptions have not absorbed the totality of an issue of shares, the Board of Directors may, at its discretion: use, in the order it shall determine, one and/or the other of the following options

- limit the amount of the issue to the amount of subscriptions, it being specified that the amount of subscriptions must reach at least  $\frac{3}{4}$  of the issue decided upon for this limitation to be possible,
- freely allocate all or part of the unsubscribed ordinary shares among the class of persons defined above.

**decides**, in accordance with the provisions of article L.225-138 of the French Commercial Code, that the issue price of the ordinary shares that may be issued pursuant to this delegation shall be set by the Board of Directors and must be at least equal to the volume-weighted average of the prices of the last three stock market sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 15%,

**specifies** that the delegation thus granted to the Board of Directors is valid for a period of eighteen (18) months from the date of this General Meeting,

**decides** that the Board of Directors shall have full powers, with the option of sub-delegation under the conditions provided for by law, to implement the present delegation of powers, in particular for

the following purposes

- to decide on the amount of the capital increase, the issue price (it being specified that this will be determined in accordance with the conditions of determination set out above) as well as the amount of the premium which may, if applicable, be requested on issue,
- determine the dates, terms and conditions of any issue,
- to set the date of dividend entitlement, which may be retroactive, and the method of payment (which may be in cash and/or by offsetting liquid and due claims),
- to determine the list of beneficiaries within the above-mentioned category(ies) of persons and the number of shares to be allocated to each of them,
- at its sole discretion and when it deems it appropriate, to charge the expenses, duties and fees incurred by the capital increases carried out by virtue of the delegation referred to in this resolution against the amount of the premiums relating to these operations and to deduct from the amount of these premiums the sums necessary to bring the legal reserve to one tenth of the new capital, after each operation
- to record the completion of each capital increase and make the corresponding amendments to the bylaws,
- to make any adjustments required in accordance with legal provisions, and to set the terms and conditions according to which the rights of holders of securities giving future access to the share capital will be preserved, where applicable,
- in general, to enter into any commitment or agreement, in particular to successfully complete the planned issues, and, if necessary, to postpone them, to take all measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, and for the exercise of the rights attached thereto
- to take any decision with a view to the admission of the ordinary shares thus issued to the regulated market of Euronext in Paris,

**notes that**, should the Board of Directors make use of the delegation of authority granted in this resolution, it will report to the next ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations granted in this resolution,

**resolves**, notwithstanding the foregoing, that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's securities, until the end of the offer period,

**decides** that this delegation of authority supersedes any previous delegation of authority having the same effect.

### **30e. RESOLUTION**

*Authorization to be granted to the Board of Directors, in the event of the issuance of shares and/or securities with cancellation of shareholders' preferential subscription right, to set the issue price within the limit of 10% of the share capital per year and within the limits provided for by the General Meeting*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after a reading of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Article L. 22-10-52° paragraph 2 of the Commercial Code

**authorizes** the Board of Directors, with the option of sub-delegation under the conditions provided for by the legal and regulatory provisions, for a period of twenty-six (26) months from the date of this General Meeting, for each issue of ordinary shares or securities giving access to the capital decided

pursuant to the 26<sup>ème</sup> and 27<sup>ème</sup> resolutions, to derogate within the limit of 10% of the share capital per year, to the conditions for setting the price provided for in the aforementioned resolutions and to set the issue price of the equity securities to be issued immediately or in the future, in accordance with the following procedures

- the issue price of the equity securities to be issued immediately or in the future shall be at least equal to the volume-weighted average of the prices quoted on the regulated market of Euronext in Paris over the last three trading days preceding the setting of the issue price, less a maximum discount of 15%, it being noted that the issue price may not in any event be less than the par value of a share in the Company on the issue date of the shares concerned, and
- the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, shall be, for each share issued as a result of the issue of these securities, at least equal to the issue price defined in the paragraph above,

**resolves** that the Board of Directors shall have full powers to implement this resolution under the terms of the resolution under which the issue is decided,

**specifies** that this authorization terminates any previous authorization having the same purpose.

### **31e. RESOLUTION**

*Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without cancellation of the shareholders' preferential subscription right*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having reviewed the report of the Board of Directors and the Auditors' special report, in accordance with the provisions of Articles L. 225-135 et seq. of the French Commercial Code

**delegates** to the Board of Directors its authority to increase the number of shares to be issued in connection with the capital increases of the Company with or without preferential subscription rights decided respectively pursuant to the 25<sup>ème</sup>, 26<sup>ème</sup> and 27<sup>ème</sup> resolutions, under the conditions provided for in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e. within thirty (30) days of the closing of the subscription period, at the same price as that used for the initial issue and up to a maximum of 15% of the initial issue) and within the limits set by the General Meeting, if the Board notes that there is excess demand,

**specifies** that in the event that one or more of the 25<sup>ème</sup>, 26<sup>ème</sup> and 27<sup>ème</sup> resolutions are not adopted, the delegation provided for in the present resolution will be applicable for the assumptions corresponding to the resolutions adopted,

**indicates** that the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation of authority shall be deducted from the nominal ceiling for capital increases set by each of the resolutions under which the initial issue was decided,

**decides** that this delegation is valid for a period of twenty-six (26) months from the date of this General Meeting,

**decides** that this delegation of powers supersedes any previous delegation of powers for the same purpose.

### 32e. RESOLUTION

#### *Maximum aggregate amount for capital increases*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having reviewed the report of the Board of Directors

**sets**, in accordance with Article L. 225-129-2 of the French Commercial Code, the overall ceiling for the capital increase that may result, immediately or in the future, from all the issues carried out by virtue of the delegations of authority provided for in the 26<sup>ème</sup>, 27<sup>ème</sup> and 28<sup>ème</sup> resolutions of this Shareholders' Meeting, at a nominal amount that may not, in any event, exceed 233.233,000 (corresponding to 25% of the Company's existing share capital at the end of the final completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting and before taking into account the cancellation of the Company's preference shares of category B for which their holders will have notified the Company of their wish to be bought back),

it being specified that the amount referred to above does not take into account the nominal amount of the equity securities to be issued, if any, in respect of adjustments made, in accordance with applicable law and contractual provisions, to preserve the rights of holders of securities giving access to the Company's capital.

### 33e. RESOLUTION

#### *Delegation of authority to be granted to the Board of Directors to increase the capital by incorporation of premiums, reserves, profits or other items*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings as set forth in Article L. 225-130 of the French Commercial Code, having reviewed the report of the Board of Directors, and in accordance with the provisions of Articles L. 225-129-2, L. 225-130 and L.22-10-50 of the French Commercial Code

**delegates** to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, its authority to decide to increase the share capital, on one or more occasions, at such times and on such terms as it shall determine, by incorporation into the capital of premiums, reserves, profits or other sums the capitalization of which would be legally and statutorily permissible, by the issue and free allotment of new shares, or by an increase in the par value of the existing ordinary shares, or a combination of these two methods, ,

**decides** that the nominal amount of the capital increase resulting from the issues carried out under this resolution shall not exceed the nominal amount of 233,000 euros, not including the amount necessary to preserve, in accordance with the law, the rights of the holders of securities giving access to shares. This ceiling is independent of all the ceilings provided for by the other resolutions of this meeting.

**decides**, in accordance with the provisions of article L. 225-130 of the French Commercial Code, that in the event of the Board of Directors making use of the present delegation, the rights forming fractional shares will not be negotiable and that the corresponding securities will be sold, the sums from the sale being allocated to the holders of the rights within the period provided for by the regulations,

**resolves**, notwithstanding the foregoing, that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public tender offer for the Company's securities, until the end of the offer period,

**grants** the Board of Directors full powers, with the option of sub-delegation, to implement this resolution and, in general, to take all measures and carry out all formalities required for the successful completion of each capital increase, to record the completion thereof and to amend the bylaws accordingly,

**decides** that this delegation of powers to the Board of Directors is valid for a period of twenty-six (26) months from the date of this General Meeting and terminates any previous delegation of powers for the same purpose.

### **34e. RESOLUTION**

*Authorization for the Board of Directors to grant free ordinary shares, in accordance with articles L. 225-197-1 et seq. of the French Commercial Code, to certain officers and/or employees of the Company or of related companies*

The General Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after a reading of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129, L. 225-197-1 and L. 225-197-2 of the French Commercial Code and Articles L. 22-10-59 et seq:

**authorizes** the Board of Directors, in accordance with Articles L. 225-197-1 and L. 225-197-2 of the French Commercial Code, to grant bonus shares of the Company's common stock, either existing or to be issued, to

- employees of the Company, or certain categories of them, or of companies that are directly or indirectly related to it within the meaning of Article L.225-197-2 of the French Commercial Code, and/or
- corporate officers who meet the conditions set out in Article L. 225-197-1, II of the French Commercial Code,

**resolves that the** total number of shares thus allocated free of charge may not exceed 1% of the Company's share capital at the end of the completion of the Contribution referred to in the 3<sup>ème</sup> resolution of this General Meeting and before taking into account the cancellation of the Company's call B preferred shares for which their holders have notified the Company of their wish to have the said shares redeemed)

**decides** that the Board of Directors will determine, in accordance with the law, the vesting period for each grant of shares, after which the grant of shares will become definitive, it being specified that the vesting period may not be less than one year from the date of grant of the shares,

**decides** that the Board of Directors shall determine, in accordance with the law, at the time of each decision to grant shares, the period during which the beneficiaries must retain the shares of the company, a period which shall run from the date of the definitive grant of the shares. The holding period may not be less than one year. However, in the event that the vesting period is two years or more, the holding period may be waived by the Board of Directors,

**decides** that, as an exception to the above, in the event of the death of a beneficiary before the end of the vesting period, the ordinary shares may be vested before the end of the vesting period, at the request of the beneficiary's heirs in accordance with Article L.225-197-3 of the French Commercial Code, and the ordinary shares shall be freely transferable,

**decides** that the total number of shares that may be granted free of charge to the Company's corporate officers may not exceed 25% of the total maximum number that may be granted free of

charge under the present authorization,

**notes**, as a consequence of the foregoing, and resolves, in the event of a free allotment of shares to be issued, that this authorization shall automatically entail a waiver by the other shareholders of the Company of their preferential subscription rights to the ordinary shares to be issued as and when the shares are finally allotted and will entail, where applicable at the end of the vesting period, an increase in capital by incorporation of reserves, profits or premiums in favor of the beneficiaries of the said shares allocated free of charge and a corresponding waiver by the shareholders in favor of the beneficiaries of the shares allocated free of charge of the portion of the reserves, profits and premiums thus incorporated,

**resolves** that the Board of Directors shall have full powers to implement this authorization and in particular to

- set the conditions and, if applicable, the criteria for the allocation of shares:
  - determine the identity of the beneficiaries and the number of shares allocated to each of them,
  - to determine the impact on the rights of beneficiaries of transactions that modify the capital or are likely to affect the value of the shares granted and carried out during the vesting and retention periods and, consequently, to modify or adjust, if necessary, the number of shares granted to preserve the rights of beneficiaries,
  - to determine, within the limits set by this resolution, the duration of the vesting period and, where applicable, the holding period for the shares granted free of charge,
  - to determine the number of free shares that the corporate officers will be required to hold in registered form until the termination of their functions,
  - to make the definitive granting of free shares, including for executive directors, conditional on compliance with a condition of presence and the achievement of performance conditions determined by the Board of Directors at the time of the decision to grant them and which may relate to all or some of the following criteria
    - operational performance (EBITDA, net financial debt, etc.),
    - performance (TSR),
    - CSR criteria,
  - provide for the possibility of temporarily suspending award rights,
  - record the final allocation dates and the dates from which the shares may be freely transferred, taking into account the legal restrictions,
- if applicable :
  - note the existence of sufficient reserves and transfer to an unavailable reserve account the amounts necessary to pay up the new ordinary shares to be allocated,
  - to decide, when the time comes, on the capital increase(s) by incorporation of reserves, premiums or profits corresponding to the issue of the new ordinary shares allocated free of charge and to make the corresponding amendments to the Articles of Association, it being specified that the amount of this (these) capital increase(s) shall not be deducted from the ceiling of the delegation of authority to increase the share capital by incorporation of reserves, as set out in the 33<sup>ème</sup> resolution
  - to carry out all transactions and formalities required for the completion of the capital increase(s) carried out pursuant to this authorization and, in general, to complete all necessary acts and formalities,
  - take all necessary measures to ensure compliance with the retention obligation required of beneficiaries,
  - and generally do whatever is necessary to implement this authorization, in accordance with applicable law,

**decides** that any allocation of ordinary shares that would lapse by virtue of a condition of allocation set by the Board of Directors may be reallocated by the Board of Directors within the framework of this authorization,

**notes that**, should the Board of Directors make use of this authorization, it shall inform the Ordinary Shareholders' Meeting each year of the transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 and L. 22-10-59 to L. 22-10-60 of the French Commercial Code, in accordance with the conditions set forth in Article L. 225-197-4 of said Code,

**resolves** that this authorization is given for a period of 38 months from the date of this Shareholders' Meeting and that it supersedes any previous delegation for the same purpose.

### **35e. RESOLUTION**

*Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the Company's capital, without pre-emptive subscription rights for the benefit of members of a company savings plan, in accordance with Articles L. 3332-18 et seq. of the French Labor Code*

The General Meeting, deliberating according to the quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with the provisions of Articles L. 3332-18 et seq. of the French Labor Code and Articles L. 22-10-49, L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code

**delegates** to the Board of Directors, with the option of sub-delegation under the conditions provided for by the legal and regulatory provisions, its authority to decide, if it deems appropriate, on its own initiative, to increase the share capital, on one or more occasions, by issuing ordinary shares or securities giving access to equity securities to be issued by the Company, reserved for members of one or more company or group savings plans set up by the Company and/or French or foreign companies related to it under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, and to issue such shares or securities to the public. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code,

**decides** to limit the maximum nominal amount of the increase(s) that may be carried out by use of this delegation to 3% of the amount of capital stock on the date of the decision of the Board of Directors, this amount being independent of any other ceiling provided for in the delegation of capital increases. To this amount shall be added, where applicable, the additional amount of ordinary shares to be issued to preserve, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving entitlement to equity securities of the Company,

**decides** that the price of the shares to be issued, pursuant to this delegation, may not be more than 30% lower, or 40% lower when the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is equal to or greater than ten years, than the average of the opening prices quoted for the share during the 20 trading days preceding the decision of the Board of Directors concerning the capital increase and the corresponding share issue, or higher than this average,

**decides** to cancel the shareholders' preferential subscription rights to the new shares to be issued or other securities giving access to the capital and to the securities to which the securities issued pursuant to this resolution will give entitlement in favour of the beneficiaries indicated above,



**decides** that the characteristics of the other securities giving access to the Company's capital will be determined by the Board of Directors in accordance with the conditions set by the regulations,

**decides**, in accordance with the provisions of article L.3332-21 of the French Labor Code, that the Board of Directors may provide for the allocation to the beneficiaries defined above, free of charge, of shares to be issued or already issued or of other securities giving access to the Company's capital to be issued or already issued, in respect of (i) the employer's contribution which may be paid in accordance with the regulations of the company or group savings plans, and/or (ii), where applicable, of the discount

**decides** that the Board of Directors shall have all powers, with the option of sub-delegation under the conditions provided for by the legal and regulatory provisions, for the purpose of implementing the present resolution and in particular for :

- to set up a company savings plan for the Company and its French or foreign affiliates in accordance with Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, in accordance with the provisions of Article L. 3332-1 et seq,
- set the terms and conditions of the transactions and determine the dates and terms of the issues to be carried out pursuant to this authorization,
- to set the opening and closing dates for subscriptions, the dates from which the securities issued will carry dividend rights, and the terms of payment of the shares and other securities giving access to the Company's capital,
- to grant time limits for the payment of shares and, if applicable, other securities giving access to the Company's capital,
- to request the listing of the securities created on the stock exchange wherever it sees fit, to record the completion of the capital increases up to the amount of the shares actually subscribed,
- to carry out, directly or through an agent, all operations and formalities related to increases in the share capital and on its sole decision and if it deems it appropriate
- to charge the costs of the capital increases against the amount of the premiums relating to these increases and to deduct from this amount the sums necessary to bring the legal reserve up to one tenth of the new capital after each increase,

**sets** at twenty-six (26) months from the date of this General Meeting the period of validity of the issuance delegation covered by this authorization.

***On a ordinary basis***

**36e. RESOLUTION**  
*Powers for legal formalities*

The General Meeting, ruling under the conditions of quorum and majority required for ordinary Shareholders' Meetings, **gives** full powers to the bearer of a copy or extract of the minutes of the present meeting to carry out the legal formalities.

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## TERMS OF PARTICIPATION IN THE COMBINED GENERAL MEETING OF JULY 29, 2022

### 1. Preliminary formalities to be carried out in order to participate in the General Assembly

Any shareholder, regardless of the number of shares held, may participate in the Shareholders' Meeting in accordance with legal and regulatory requirements. This right is subject to the registration of the shares in the name of the shareholder or of the intermediary registered on the shareholder's behalf on the second business day preceding the Meeting, i.e., Wednesday, July 27, 2022 at 0:00 a.m., Paris time:

- or in the registered share accounts held for the Company by its agent Société Générale, CS 30812, 44308 Nantes Cedex 3,
- or in the bearer share accounts held by the authorized intermediary.

### 2. How to participate in the General Assembly

Any shareholder wishing to attend the General Meeting in person must have an admission card, which can be obtained as follows

**Registered shareholders** will receive the documents for the General Meeting by post, or by electronic means if they have requested them, and will be able to obtain their admission card by returning, using the prepaid envelope, the single participation form attached to the notice of meeting, on which the request for an admission card is also shown, after having ticked the corresponding box on the form, entered their surname, first name and address, or having checked them if they are already included, dated and signed the form.

**Bearer shareholders** should contact their financial intermediary who holds their securities account and who will forward the request to Société Générale Securities Services.

If the shareholder has not received his or her admission card by the second business day before the General Meeting, i.e. Wednesday, July 27, 2022, he or she may, in the case of registered shareholders, attend the General Meeting in person or, in the case of bearer shareholders, request a certificate of participation from his or her account holder.

Shareholders who are unable to attend the General Meeting, regardless of the number of shares they own, may choose one of the following voting methods (by post or electronically):

- postal voting;
- give proxy to the President;
- give power of attorney to any individual or legal entity of his choice
- send a power of attorney to the Company without indicating a proxy

In any case, any shareholder can facilitate the taking into account of his vote by preferring to vote by internet.

For the same reason, shareholders who prefer to vote by mail are invited to return their paper forms as soon as possible after the publication of the notice of the General Meeting.

### 3. Vote by mail or by proxy

#### 3.1. Vote by mail or by proxy

Shareholders may vote by mail or be represented by proxy by giving a proxy to a person mentioned in I of Article L. 225-106 of the French Commercial Code (the spouse, the partner with whom the

shareholder has entered into a civil solidarity pact, or any other individual or legal entity) or to the Chairman of the Shareholders' Meeting, using the voting form provided for that purpose.

**Registered shareholders** by returning the single participation form attached to the notice of meeting, duly completed, using the prepaid envelope.

**Bearer shareholders** should contact the financial intermediary with whom their shares are registered in order to obtain the single postal voting form or proxy form. In order to be honored, requests for forms must be received at least six days before the date of the Shareholders' Meeting, i.e. Saturday, July 23, 2022. Once completed by the shareholder, this form will be returned to the authorized intermediary who will be responsible for sending this single form together with the certificate of participation to Société Générale, Service des Assemblées, CS 30812, 44308 Nantes Cedex 3 ([assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com)).

The single forms must be received by the bank designated above no later than the third calendar day preceding the General Meeting, i.e. Tuesday, July 26, 2022, in order to be taken into consideration.

The form for voting by mail or by proxy will also be available on the Company's website.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, the proxy given by a shareholder to be represented must be signed by the shareholder. The shareholder must indicate his or her surname, usual first name and address, and may appoint a proxy, specifying the surname, first name and address or, in the case of a legal entity, the name or corporate name and registered office. The proxy is not entitled to substitute another person.

It is specified that, for any proxy without indication of a proxy holder, the Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against the adoption of all other draft resolutions. To cast any other vote, the shareholder must choose a proxy who agrees to vote in the manner indicated by the principal.

The shareholder may revoke his proxy, it being specified that the revocation must be made in writing and communicated to the Company in the same manner as the appointment.

When a shareholder has already cast a postal vote, sent a proxy or requested an admission card, he or she may no longer choose another method of participation in the meeting.

The mandate given for the meeting shall be valid for successive meetings convened with the same agenda.

### **3.2. Vote by mail or by proxy by internet**

Shareholders are invited to use the VOTACCESS internet voting platform. This platform enables shareholders to transmit their voting instructions electronically or to appoint or revoke a proxy in a simple and rapid manner prior to the General Meeting.

**Registered shareholders** will connect to the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website using the usual access code for holders of pure registered shares and the identification number found at the top right of their paper voting form for holders of administered registered shares.

Once logged into Sharinbox, registered shareholders should follow the instructions in their personal area. On the home page, click on the "Reply" button in the "General Meetings" box and then on "Participate". You will then be automatically redirected to the VOTACCESS voting site.

**Bearer shareholders** should contact their account holder to find out whether or not it is connected to the VOTACCESS site and, if so, whether this access is subject to specific conditions of use.

If the institution holding the bearer shareholder's account is connected to the VOTACCESS website, the shareholder must identify himself on the Internet portal of his account-holding institution with his usual access codes. They must then click on the icon that appears on the line corresponding to their shares and follow the instructions on the screen in order to access VOTACCESS and vote, designate or revoke a proxy.

If the shareholder's account-holding institution is not connected to the VOTACCESS website, it is specified that notification of the appointment or revocation of a proxy may nevertheless be made electronically in accordance with the provisions of Article R.22-10-24 of the French Commercial Code, in accordance with the following procedures: the shareholder must send an e-mail to the following e-mail address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com). This e-mail must contain the following information: the name, first name, address and bank references of the principal as well as the name, first name and address of the appointed or revoked proxy. The shareholder must then ask his or her financial intermediary who manages his or her securities account to send a confirmation to the Société Générale Meetings Department.

The VOTACCESS site will be open from July 13, 2022 at 9:00 a.m. to July 28, 2022, the day before the Assembly at 3:00 p.m., Paris time.

Shareholders who have their access codes are advised not to wait until the last few days to express their wish to participate in the Meeting, in order to avoid possible blockages of the website.

#### **4. Tabling of agenda items or draft resolutions**

Requests for the inclusion of items or draft resolutions on the agenda by shareholders must be sent preferably by electronic means to the following address [contact@2mxorganic.com](mailto:contact@2mxorganic.com) (or by registered letter with return receipt requested addressed to the registered office (65, rue d'Anjou, 75008 Paris) for the attention of the Chairman of the Board of Directors), so as to be received no later than the twenty-fifth calendar day preceding the date of the General Meeting (i.e., Monday, July 4, 2022), and no later than twenty days after the date of this notice.

Requests for the inclusion of items on the agenda must be justified.

Requests for registration of draft resolutions must be accompanied by the text of the draft resolutions, together with a brief explanatory memorandum, if any, and the information provided for in Article R. 225-83 of the French Commercial Code if the draft resolution concerns the nomination of a candidate to the Board of Directors.

These 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 resolutions to be presented is subject to the transmission by interested parties, no later than the second business day preceding the Shareholders' Meeting, i.e., no later than Wednesday, July 27, 2022 at 0:00 a.m. (Paris time), of a new certificate proving the registration of their shares in the accounts under the same conditions as those indicated above.

The text of draft resolutions submitted by shareholders and the list of items added to the agenda at their request will be posted on the Company's website without delay, as soon as they meet the above-mentioned conditions.

#### **5. Shareholders' right of communication**

The preparatory documents for the Shareholders' Meeting provided for in Article R. 225-73-1 of the French Commercial Code will be posted on the Company's website no later than the twenty-first day preceding the Shareholders' Meeting, i.e. Friday, July 8, 2022, and will be available for inspection at the Company's registered office (65, rue d'Anjou, 75008 Paris).

The full text of the documents to be submitted to the Shareholders' Meeting in accordance with Articles L. 225-115 and R. 225-83 of the French Commercial Code will be made available on the Company's website or sent to shareholders upon request to the following e-mail address [contact@2mxorganic.com](mailto:contact@2mxorganic.com).

#### **6. Written Questions**

In accordance with Articles L. 225-108 paragraph 3 and R. 225-84 of the French Commercial Code, any shareholder may ask the Company written questions. Such questions should preferably be sent electronically to the following address: [contact@2mxorganic.com](mailto:contact@2mxorganic.com) (or by registered letter with acknowledgement of receipt addressed to the Company's registered office (65, rue d'Anjou, 75008 Paris) for the attention of the Chairman of the Board of Directors).

They must be accompanied by a certificate of account registration. The Company will accept written questions received up to the fourth business day preceding the date of the Shareholders' Meeting, i.e. Monday, July 25, 2022.

In accordance with Article L.225-108 of the French Commercial Code, the reply will be deemed to have been given as soon as it appears on the Company's website.