

LATECOERE

Société anonyme with capital of 124,967,771.65 euros
Registered office: 135, rue de Périole,
31500 Toulouse
572 050 169 R.C.S. Toulouse

MEETING NOTICE

Annual Shareholders' Meeting of 30 December 2024

CONTENTS

- 1. HOW TO ATTEND AND VOTE AT THE MEETING**
- 2. AGENDA**
- 3. REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS**
- 4. TEXT OF DRAFT RESOLUTIONS**
- 5. SUMMARY OF THE COMPANY'S POSITION DURING THE 2023 FINANCIAL YEAR**
- 6. PRESENTATION OF THE BOARD OF DIRECTORS**
- 7. REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION**

HOW TO ATTEND AND VOTE AT THE MEETING

A. Formalities to be completed before attending the General Meeting

In accordance with Article R. 22-10-28 of the French Commercial Code, the right to take part in General Meetings of shareholders is evidenced by the registration of shares in the name of the shareholder or of the intermediary registered on the shareholder's behalf pursuant to Article L. 228-1 of the French Commercial Code, on the second business day prior to the Meeting, i.e. midnight Paris time on **24 December 2024**, either in the registered share accounts held by the Company or in the bearer share accounts held by the authorised intermediary.

For registered shareholders, registration in an account as described above is sufficient to enable them to take part in the General Meeting.

Holders of bearer shares wishing to attend the General Meeting should contact their account holder to obtain an admission card. Their account holder will draw up a certificate of participation and send it directly to Uptevia - Service Assemblées Générales - 90 - 110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex, with a view to obtaining an admission card. This admission card is sufficient to physically attend the meeting.

However, if bearer shareholders lose their admission card or do not receive it in time, they may request a certificate of participation from their account holder.

B. How to take part in the General Meeting

If they are unable to attend the Meeting in person, shareholders may choose one of the following three options:

- 1) send a **power of attorney to the Company without naming a proxy** ;
- 2) give a **proxy to any natural person or legal entity of their choice** under the conditions set out in Article L. 22-10-39 of the French Commercial Code. The shareholder must send Uptevia a written and signed power of attorney indicating his surname, first name and address and those of his proxy. The proxy may be revoked under the same formal conditions as those used for its creation;
- 3) **vote by post.**

In accordance with the provisions of Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, the appointment and revocation of a proxy may also be notified by electronic means, in accordance with the following procedures:

- **for registered shareholders:** By sending an e-mail bearing an electronic signature, resulting from a reliable identification process guaranteeing its link with the remote voting form, to the following e-mail address ~~ct-mandataires-~~ assemblees@uptevia.com, specifying their surname, first name, address and Uptevia identifier for pure registered shareholders (information available at the top left of their securities account statement) or their identifier with their financial intermediary for administered registered shareholders, as well as the surname and first name of the proxy appointed or revoked.
- **for bearer shareholders :** By sending an e-mail bearing an electronic signature resulting from a reliable identification process guaranteeing its link with the remote voting form, to the following e-mail address ~~ct-mandataires-~~ assemblees@uptevia.com, specifying their surname, first name, address and full bank details, as well as the surname and first name of the proxy appointed or revoked, then asking their financial intermediary who manages their securities account to send written confirmation (by post) to Uptevia - Service Assemblées Générales - 90 - 110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex.

Only notifications of appointment or revocation of mandates that are duly signed, completed and received no later than three days before the date of the General Meeting or within the time limits stipulated in Article R. 225-80 of the French Commercial Code may be taken into account. Furthermore, only notifications of the appointment or revocation of proxies may be sent to the above-mentioned e-mail address. Any other request or notification relating to another subject may not be taken into account **and/or** processed.

Any shareholder who has already cast a postal vote, sent in a proxy or requested an admission card or certificate of attendance may transfer all or some of his shares at any time. However, if the transfer of ownership takes place before midnight (Paris time) on the second business day preceding the General Meeting, i.e. **24 December 2024**, the Company will invalidate or amend, as appropriate, the postal vote, proxy, admission card or certificate of attendance. To this end, the accredited intermediary holding the shares shall notify the Company or its agent of the transfer of ownership and provide it with the necessary information.

Proxy and postal voting forms are sent automatically by post to registered shareholders.

For holders of bearer shares, proxy and postal voting forms will be sent to them on request received in writing by Uptevia - Service Assemblées Générales - 90 - 110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex no later than six days before the date of the meeting, i.e. **24 December 2024**.

To be counted, the completed and signed postal voting form must be received by **Uptevia - Service Assemblées Générales - 90 - 110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex** no later than three days before the meeting, i.e. **27 December 2024**.

C. Procedure for changing the participation mode

Once a shareholder has already cast a postal vote, sent in a proxy or requested an admission card or certificate of participation, he or she may no longer choose another method of participating in the Meeting, unless the Articles of Association provide otherwise.

D. Shareholders' right of communication

In accordance with the law, all documents to be submitted to this General Meeting will be made available to shareholders, within the legal deadlines, at LATECOERE's registered office and on the company's website <https://www.latecoere.aero>, or may be sent on request to Uptevia.

E. Written questions and requests to add items or projects to the agenda

Shareholders may submit written questions to the Company in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. Such questions must be sent to the Company's registered office, for the attention of the Chairman of the Board of Directors, by registered letter with acknowledgement of receipt (or by electronic means to the following address (mandataires-ag-latecoere@latecoere.aero) no later than the fourth business day prior to the date of the General Meeting, i.e. **20 December 2024**. They must be accompanied by a certificate of account registration.

Reasoned requests for items or draft resolutions to be included on the agenda by shareholders who meet the legal conditions in force must be sent to the registered office by registered letter with acknowledgement of receipt, and must be received no later than twenty-five days before the General Meeting, but no later than twenty days after the date of this notice. Such requests must be accompanied by a certificate of account registration proving that the persons making the request hold or represent the fraction of the share capital required by Article R. 225-71 of the French Commercial Code. The list of items added to the agenda and the text of the draft resolutions will be published on the Company's website, <https://www.latecoere.aero>, in accordance with Article R. 22-10-23 of the French Commercial Code. Requests for the inclusion of draft resolutions must be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory statement, and by the information provided for in 5° of Article R. 225-83 of the French Commercial Code if the draft resolution relates to the nomination of a candidate for election to the Board of Directors.

Shareholders are also reminded that consideration by the General Meeting of the items on the agenda and the resolutions to be submitted is subject to the submission by interested parties, no later than midnight (Paris time) on the second business day preceding the General Meeting, of a new certificate proving that their shares are registered in an account under the same conditions as those set out above.

THE BOARD OF DIRECTORS

AGENDA

A. THE POWERS OF THE ORDINARY SHAREHOLDERS' MEETING

1. Approval of the parent company financial statements for the year ended 31 December 2023 ;
2. Approval of the consolidated financial statements for the year ended 31 December 2023 ;
3. Approval of non-deductible expenses and charges referred to in article 39, paragraph 4 of the General Tax Code;
4. Appropriation of profit for the year ended 31 December 2023 ;
5. Approval of a regulated agreement governed by Articles L.225-38 et seq. of the Commercial Code entered into with a shareholder holding more than 10% of the Company's voting rights;
6. Approval of other regulated agreements governed by Articles L.225-38 et seq. of the French Commercial Code entered into with Company officers;
7. Renewal of the term of office of Mrs Laurence Dors as Director ;
8. Renewal of the term of office of Mr Christophe Villemin as Director ;
9. Ratification of the co-option of Samantha Marnick as Director to replace Helen Lee Bouygues;
10. Appointment of Ms Samantha Marnick as Director ;
11. Appointment of Mr Nick Sanders as Director ;
12. Ratification of the cooptation of Mrs June du Halgouët as Director to replace Mrs Caroline Catoire;
13. Ratification of the co-option of Mr Bernd Kessler as a Director to replace Mr Philip Swash;
14. Ratification of the co-option of Mr Thomas De Cannière as Director to replace Mr Ralf Ackermann;
15. Approval of the directors' Compensation policy ;
16. Approval of the Compensation policy for the Chairman of the Board of Directors ;
17. Approval of the Compensation policy for the Chief Executive Officer ;
18. Approval of the Compensation policy for the Chief Operating Officer and/or any other executive corporate officer;
19. Approval of the information relating to the Compensation of corporate officers for the year ended 31 December 2023, in accordance with Article L.22-10-9, I of the French Commercial Code;
20. Approval of the fixed, variable and exceptional components of the total Compensation and benefits in kind paid during or awarded in respect of the past financial year to Mr Pierre Gadonneix in his capacity as Chairman of the Board of Directors until 26 July 2023;
21. Approval of the fixed, variable and exceptional components of the total Compensation and benefits in kind paid during or awarded in respect of the past financial year to Mr Thierry Mootz in respect of his office as Chairman of the Board of Directors with effect from 13 October 2023;
22. Approval of the fixed, variable and exceptional components of the total Compensation and benefits in kind paid during or awarded in respect of the past financial year to Mr Thierry Mootz in his capacity as Chief Executive Officer until 13 October 2023;
23. Approval of the fixed, variable and exceptional components of the total Compensation and benefits in kind paid during or awarded in respect of the past financial year to Mr Grégoire Huttner in his capacity as Chief Executive Officer with effect from 13 October 2023;
24. Authorisation to be granted to the Board of Directors to enable the Company to purchase its own shares under the terms of Article L.22-10-62 of the French Commercial Code;
25. Appointment of an independent third party ;

B. THE POWERS OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

26. Delegation of authority to the Board of Directors to decide to increase the share capital by incorporating premiums, reserves, profits or any other amounts;
27. Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares and/or securities giving immediate or future access to the Company's capital, with pre-emptive subscription rights;
28. Delegation of authority to the Board of Directors to increase the Company's capital by issuing shares or debt securities and/or securities giving immediate or future access to the Company's capital or debt securities, without shareholders' pre-emptive subscription rights, by public offer (excluding offers covered by 1° of Article L. 411-2 of the French Monetary and Financial Code);
29. Delegation of authority to the Board of Directors to increase the Company's capital by issuing shares or debt securities and/or securities giving immediate or future access to the Company's capital or to debt securities, without shareholders' pre-emptive subscription rights, by means of a public offer as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code ;
30. Authorisation granted to the Board of Directors to decide to issue, without pre-emptive subscription rights, shares and/or securities giving immediate or future access to the Company's capital as consideration for contributions in kind ;
31. Delegation of authority to the Board of Directors to issue shares and/or securities giving immediate or future access to the Company's capital, without pre-emptive subscription rights, as consideration for contributions of securities made as part of a public offer with an exchange component initiated by the Company;
32. Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares or debt securities and/or securities giving immediate or future access to the Company's capital or debt securities, without shareholders' pre-emptive subscription rights, for the benefit of a category of persons meeting specified characteristics (*capital increase reserved for one or more French investors selected with the prior agreement of the French State under the prior authorisation of the Ministry of the Economy for the purposes of controlling foreign investment in France*);
33. Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares or debt securities and/or securities giving immediate or future access to the Company's capital or debt securities, without shareholders' pre-emptive subscription rights, for the benefit of a category of persons meeting specific criteria (*Capital increase reserved for one or more lenders who are creditors of the Company under a State Guaranteed Loan*);
34. Delegation of authority to the Board of Directors to decide to increase the share capital by issuing ordinary shares in the Company, without pre-emptive subscription rights for existing shareholders, for the benefit of a category of persons meeting the following criteria

(Capital increase reserved for certain employees and/or corporate officers of the Company and/or its subsidiaries);

35. Authorisation to be given to the Board of Directors to increase the number of shares to be issued in connection with a capital increase with or without pre-emptive subscription rights;
36. Delegation of authority to the Board of Directors to decide to increase the share capital by issuing ordinary shares in the Company, without pre-emptive subscription rights, reserved for one or more named persons, up to a maximum of 30% of the share capital;
37. Delegation of authority to the Board of Directors to decide to increase the share capital by issuing shares or securities giving access to the capital, reserved for members of company savings plans, with waiver of preferential subscription rights in their favour ;
38. Authorisation given to the Board of Directors to allocate free existing or new ordinary and/or preference shares in the Company, without pre-emptive subscription rights, to employees or certain categories of employees and corporate officers or certain categories of corporate officers of the Company and/or related companies;
39. Setting of the overall ceiling for delegations of authority to issue shares and securities giving immediate or future access to the capital ;
40. Authorisation given to the Board of Directors to reduce the share capital by cancelling treasury shares;
41. Authorisation to be given to the Board of Directors to grant options to subscribe for and/or purchase shares, with waiver of pre-emptive subscription rights;

C. THE POWERS OF THE ORDINARY SHAREHOLDERS' MEETING

42. Powers to carry out formalities.

REPORT OF THE BOARD OF DIRECTORS TO THE GENERAL MEETING

The purpose of this report is to present the draft resolutions submitted to the General Meeting by the Board of Directors of your Company. It is intended to present to you the key points of the draft resolutions, in accordance with current regulations and best governance practice. You are encouraged to read the text of the draft resolutions carefully before exercising your right to vote.

A. ORDINARY SHAREHOLDERS' MEETING

Approval of the parent company and consolidated financial statements for the year ended 31 December 2023 - Approval of non-tax-deductible expenses and charges (1st, 2nd and 3rd Resolutions)

These resolutions relate to the approval of the annual accounts (parent company and consolidated) and non-tax-deductible expenses and charges. The management report for the 2023 financial year is included in the Company's 2023 Universal Registration Document, which is available on the Company's website (<https://www.latecoere.aero/finance/rapports-annuels-et-semestriels/>).

The Statutory Auditors' reports on the parent company and consolidated financial statements are set out in Chapter 5 of the Universal Registration Document, which will shortly be available online and on the Company's website in the section dedicated to the General Meeting within the legal deadlines.

Appropriation of net income for the year (4th Resolution)

Under the 4th resolution, you are asked to allocate the entire loss for the 2023 financial year, i.e. 10,629,594.51 euros in full, to "Retained earnings", bringing the debit balance to 285,301,234.48 euros.

As a reminder, in accordance with the provisions of Article 243 bis of the General Tax Code, you are reminded that no dividend or other income has been distributed in respect of the previous three financial years.

Statutory Auditors' special report on regulated agreements and commitments - Approval of new agreements (5th and 6th resolutions)

In the context of these resolutions, we ask you to approve the new regulated agreements entered into during the 2023 financial year with SCP SKN Holding I SAS, in its capacity as a shareholder holding more than 10% of the Company's voting rights (5th resolution) and with the Company's corporate officers - Mr Thierry Mootz in his capacity as Chairman of the Board of Directors (6th resolution), as described in the Statutory Auditors' special report included in the Company's 2023 Universal Registration Document.

Renewal of directors' terms of office (7th and 8th resolutions)

At the Annual General Meeting, shareholders will be asked to re-elect Laurence Dors and Christophe Villemin as independent directors for a further four-year term, until the Annual General Meeting to be held in 2028 to approve the financial statements for the year ending 31 December 2027.

Appointment of Directors (10th and 11th Resolutions)

It is proposed that the General Meeting appoints Nick Sanders and Samantha Marnick as directors for a term of four years, i.e. until the General Meeting called in 2028 to approve the financial statements for the year ended 31 December 2027.

Ratification of co-optations of Directors (9th, 12th, 13th and 14th Resolutions)

It is proposed that the General Meeting ratify the co-optations of directors made during the year, i.e. the ratification of the co-optations of Mrs Samantha Marnick, Mrs June du Halgouët, Bernd Kessler and Thomas De Cannière.

Approval of the Directors' Compensation policy - Ex-ante vote (15th Resolution)

The 15th resolution puts to the vote of the General Meeting the principles and criteria for determining, allocating and granting the Compensation awarded to directors pursuant to Article L.22-10-8 of the French Commercial Code, details of which are given in Chapter 3 of the Company's 2023 Universal Registration Document, section 3.3.1, sub-section E "Directors' Compensation policy".

Approval of Compensation policies for executive directors - ex ante vote (16th, 17th and 18th resolutions) The 16th, 17th and 18th resolutions put to the vote of the General Meeting, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for determining, allocating and awarding Compensation to executive directors:

- Chairman of the Board of Directors, details of which are given in Chapter 3 of the Company's 2023 Registration Document, section 3.3.1 - B "Compensation policy for the Chairman of the Board of Directors";
- Chief Executive Officer, details of which are given in Chapter 3 of the Company's 2023 Universal Registration Document, section 3.3.1 - C "Compensation policy for the Chief Executive Officer";
- Chief Operating Officer and/or any other executive corporate officer, details of which are set out in Chapter 3 of the Company's 2023 Universal Registration Document, section 3.3.1 - D "Compensation policy for the Chief Operating Officer (and any other executive corporate officer)".

Approval of information relating to the Compensation of corporate officers in respect of the financial year ended 31 December 2022, in accordance with Article L.22-10-9, I of the French Commercial Code (19th Resolution)

The 19th resolution puts to the vote of the General Meeting the elements of Compensation paid or allocated in respect of the 2023 financial year to each corporate officer pursuant to Article L.22-10-34 of the French Commercial Code, details of which are given in Chapter 3 of the Company's 2023 Universal Registration Document, section 3.3.3.

Approval of the Compensation paid or awarded to the Chairman of the Board of Directors and the Chief Executive Officer in respect of the financial year ending 31 December 2023 - ex post vote (20th to 23rd Resolutions)

The 20th and 21st resolutions put to the vote of the General Meeting the Compensation paid or awarded in respect of the 2023 financial year to the successive Chairmen of the Board of Directors during the 2023 financial year, i.e. Mr Pierre Gadonneix (from 1 January to 26 July 2023) and Mr Thierry Mootz (from 13 October 2023).

The 22nd and 23rd resolutions put to the vote of the General Meeting the elements of Compensation paid or awarded in respect of the 2023 financial year to the successive Chief Executive Officers during the 2023 financial year, i.e. Mr Thierry Mootz (from 1 January to 13 October 2023) and Mr Grégoire Huttner (from 13 October to 31 December 2023).

Details of these Compensation components are given in Chapter 3 of the Company's 2023 Universal Registration Document, section 3.3.3.

Share buyback programme (24th Resolution)

The General Meeting of 26 July 2023 authorised the Company to trade in its own shares under the following conditions:

| | |
|--|---|
| Maximum purchase price | 1 euro per share |
| Percentage holding maximum | 10% of share capital |
| Amount maximum of acquisitions (for guidance at the date of the report issued at the 2023 AGM) | 13,392,621 (on the basis of a capital share capital of 133,926,214.25 euros at the date of this report) |

Between 26 July 2023 and 31 December 2023, the Company has :

- acquired 891,444 shares for a total value of 91,761.35 euros;
- sold 776,478 shares under the liquidity contract for a total value of €73,072.21.

Details of the transactions carried out and a description of the authorisation submitted for your vote are provided in Chapter 6, sections 6.5.1 and 6.5.2 of the Company's 2023 Universal Registration Document.

The authorisation granted by the General Meeting of 26 July 2023 to trade in the Company's shares expires on 26 February 2025.

It is proposed that you grant the Board of Directors a new authorisation to trade in the Company's shares for a period of eighteen months. In particular, share purchases enable an investment services provider to stimulate the secondary market and the liquidity of Latecoere shares under a liquidity contract that complies with accepted regulatory practice, as well as the subsequent cancellation of shares in order to improve return on equity and earnings per share.

Purchases may also be used for external growth transactions, to set up programmes for employees or executive directors, stock option plans or plans for the free allocation of ordinary or preference shares, to cover securities giving entitlement to the allocation of shares in the Company in accordance with current regulations, and to implement any market practice permitted by the market authorities.

We propose that you renew this authorisation on the following terms:

| | |
|--|--|
| Maximum purchase price | 0.10 euro per share |
| Percentage holding maximum | 10% of share capital |
| Maximum amount of acquisitions (for information only at the date of the this report) | 124,967,771.65 (based on the company's share capital at the date of this report) |

Appointment of a Statutory Auditor responsible for certifying sustainability information (25th Resolution)

Starting in 2025, the Company will publish sustainability information for the 2024 financial year in accordance with the provisions of Ordinance no. 2023-1142 of 6 December 2023 on the publication and certification of sustainability information and on the environmental, social and corporate governance obligations of commercial companies, transposing Directive (EU) no. 2022/2464 (the "CSRD"). The first publication relating to this information will appear in the 2024 Universal Registration Document. In this context, on the recommendation of the Audit, Risks and ESG Committee, it is proposed that the General Meeting approve the appointment of KPMG as Statutory Auditors in charge of carrying out the task of certifying the Company's sustainability information and issuing a certification report on this information (25th resolution).

The Audit, Risks and ESG Committee considered that it would be appropriate to entrust this task to KPMG, which is already the independent third-party body responsible for verifying the non-financial performance declaration. In addition, KPMG's good understanding of the Company's challenges and operations in the context of its role as auditor will be particularly useful in implementing these new regulations. This will also help to strengthen the link between financial and sustainability information. Pursuant to the transitional provisions set out in Ordinance no. 2023-1142 of 6 December 2023, it is proposed that the term of KPMG's mandate for the certification of sustainability information be the same as that of its remaining mandate for the certification of the financial statements. The company's mandate would therefore end at the close of the Ordinary General Meeting called to approve the financial statements for the 2025 financial year.

B. EXTRAORDINARY SHAREHOLDERS' MEETING

With regard to the various delegations and financial authorizations covered by resolutions 26 to 41 set out below, it should be noted that the Board of Directors has reported to you on the progress of corporate affairs during the 2023 financial year and since the start of the 2024 financial year in its management report included in the Company's 2023 Universal Registration Document, which will shortly be available online on the Company's website (<https://www.latecoere.aero/finance/rapports-annuels-et-semestriels/>).

Delegation of authority to the Board of Directors to decide to increase the share capital by capitalisation of premiums, reserves, profits or any other amounts (26th Resolution)

Possible uses of the resolution

This resolution enables the Board of Directors to increase the share capital by successive or simultaneous incorporation into the capital of reserves, profits, premiums or other sums whose capitalisation would be permitted without any "new money" having to be contributed. Shareholders' rights are not affected by this operation, which results in the issue of new shares allotted free of charge or an increase in the par value of existing shares.

Methods of implementation

As indicated above, these capital increases would be followed by the issue of new shares allotted free of charge or by an increase in the par value of existing shares, or by a combination of these two processes.

Your Board of Directors would have all necessary powers to implement this delegation of authority (with the option to sub-delegate under the conditions laid down by the applicable legal provisions).

Ceiling

The maximum nominal amount of the capital increases that may be carried out under this resolution would be set at €300,000,000 (excluding additional paid-in capital and based on the new nominal value of €0.01 per share), it being specified that this ceiling would be deducted from the Overall (Capital) Ceiling of €300 million provided for in the 39th resolution.

Duration

The authorisation would be granted for a period of 26 months from the date of the General Meeting, i.e. until **28 February 2027**, and would render ineffectual, from the same date, the unused portion of the authorisation granted by the General Meeting of 26 July 2023 under the terms of its 20th resolution. For information, the delegation for the same purpose granted by the General Meeting of 26 July 2023 has not been used to date.

Delegation of authority to the Board of Directors to decide on a capital increase through the issue of shares and/or securities giving immediate or future access to the capital, with pre-emptive subscription rights (27th Resolution)

Possible uses of the resolution

This resolution enables your Company to raise funds quickly and flexibly, if necessary, by calling on all its shareholders to provide it with the resources it needs to develop the Company and its Group.

Methods of implementation

This resolution would allow your Board of Directors to issue :

- ordinary shares, and/or
- ordinary shares giving entitlement to the allotment of other ordinary shares or debt securities, and/or
- securities giving access to ordinary shares to be issued.

Shareholders would have, in proportion to the value of their shares and in accordance with the conditions laid down by law, a pre-emptive right to subscribe for the shares and securities to be issued (irrevocable pre-emptive right) for a minimum period from the start of the subscription period laid down by law (for information, at the date of this report, five trading days).

The Board of Directors may also decide to grant shareholders the right to subscribe for excess shares on a pro rata basis. In the event that irreducible subscriptions (i.e. by exercising the above-mentioned pre-emptive rights) do not cover the entire issue, the unsubscribed shares will be allocated among the shareholders who have subscribed on a reducible basis, in proportion to their subscription rights and in any event up to the limit of their requests. In the event that these subscriptions do not absorb the entire issue, your Board of Directors may decide (i) to limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by the regulations, and/or (ii) to freely allocate all or some of the unsubscribed securities and/or (iii) to offer all or some of the unsubscribed securities to the public.

Your Board of Directors would have all necessary powers to implement this delegation of authority (with the option to sub-delegate under the conditions laid down by the applicable legal provisions).

Prices

The price, which would be set by your Board of Directors, could not be less than par value.

Ceiling

The maximum nominal amount of the capital increases would be set at €300 million (excluding issue premium and based on the new par value of €0.01 per share), it being specified that this would be deducted from the Overall Ceiling (Capital) of €300 million provided for in the 39th resolution. The maximum nominal amount of debt securities would be set at €300 million, to be deducted from the €300 million Overall Debt Ceiling provided for in the 39th resolution.

Duration

The authorisation would be granted for a period of 26 months from the date of the General Meeting, i.e. until **28 February 2027**, and would render ineffectual, from the same date, the unused portion of the authorisation granted by the General Meeting of 26 July 2023 under the terms of its 21st resolution.

For information, the delegation for the same purpose granted by the General Meeting of 26 July 2023 was used by the Chief Executive Officer on 27 October 2023 on a delegation from the Board of Directors on 18 September 2023 (124.4 million).

Delegation of authority to the Board of Directors to decide to increase the share capital by issuing shares or debt securities and/or securities giving immediate or future access to the capital and/or entitling holders to debt securities, without shareholders' pre-emptive subscription rights, by public offering (28th and 29th Resolutions)

Reasons for possible use of resolutions

These issues **without pre-emptive rights** can be used to place securities under the best possible conditions, particularly when speed is essential to the success of the operation. Such a waiver may make it possible to raise a larger amount of capital because of the more favourable issue terms.

Methods of implementation

These resolutions would enable your Board of Directors to issue :

- ordinary shares, and/or
- ordinary shares giving entitlement to the allotment of other ordinary shares or debt securities, and/or
- securities giving access to ordinary shares to be issued.

These issues would be carried out **without pre-emptive subscription rights** (i) by way of a **public offer (excluding offers covered by 1° of Article L. 411-2 of the French Monetary and Financial Code)** (28th resolution), which may include, at the discretion of the Board of Directors, a priority subscription period for shareholders, or (ii) by way of a **public offer covered by 1° of Article L. 411-2 of the French Monetary and Financial Code**, i.e. an offer aimed exclusively at qualified investors or a restricted circle of investors acting on their own behalf (29th resolution).

In the event of an issue by way of a public offering, if subscriptions do not absorb the entire issue, the Board of Directors may decide to freely allocate all or some of the unsubscribed securities and/or to limit the amount of the issue to the amount of subscriptions received, where applicable within the limits provided for by the regulations.

Your Board of Directors would have all necessary powers to implement these delegations of authority (with the option to sub-delegate under the conditions laid down by the applicable legal provisions).

Prices

For shares issued directly, the **issue price will be at least equal to the minimum stipulated by the regulations applicable on the day of issue** (to date, the weighted average of the prices for the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering, with a maximum discount of 10%), after, where applicable, in the case of the issue of stand-alone share warrants, taking into account the issue price of said warrants.

The issue price of securities giving access to the Company's capital and the number of shares to which the conversion, redemption or, more generally, conversion of each security giving access to the Company's capital may give entitlement, shall be such that the amount immediately received by the Company, plus any amount it may subsequently receive, for each share issued as a result of the issue of these securities, is at least equal to the minimum subscription price defined in the previous paragraph.

Ceiling

The maximum nominal amount of capital increases by way of public offer (excluding offers covered by 1° of Article L. 411-2 of the French Monetary and Financial Code) would be set at €300 million (excluding issue premium and based on the new nominal value of €0.01 per share), it being specified that this would be deducted from the **€300 million Overall Ceiling (Capital)** provided for in the 39th resolution.

The maximum nominal amount of the capital increases by way of public offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code would be set at €300 million (excluding issue premium and based on the new nominal value of €0.01 per share), it being specified that this amount would be deducted from the **Overall Ceiling (Capital) of €300 million** provided for in the 39th resolution.

It should be noted that, in accordance with the law, capital increases carried out by way of a public offering as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code will not exceed the limits set by the regulations applicable on the date of issue (currently 20% of the share capital per year).

The maximum nominal amount of debt securities issued by way of public offer (excluding offers covered by 1° of Article L. 411-2 of the French Monetary and Financial Code) would be 300 million euros, it being specified that this amount would be deducted from the **Overall Debt Ceiling of 300 million euros** provided for in the 39th resolution.

The maximum nominal amount of debt securities issued by way of a public offering as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code would be 300 million euros, it being specified that this amount would be deducted from the **Overall Debt Ceiling of 300 million euros** provided for in the 39th resolution.

Duration

These delegations would be granted for a period of **26 months** from the date of the General Meeting, i.e. until **28 February 2027**, and would render ineffective the delegations granted by the General Meeting of 26 July 2023 under the terms of its 22nd and 23rd resolutions. For information, the delegations for the same purpose granted by the General Meeting of 26 July 2023 have not been used to date.

Authorisation granted to the Board of Directors to issue shares as consideration for contributions in kind to the Company (30th Resolution)

Possible uses of the resolution

This authorisation enables the Board of Directors to carry out external growth transactions in France or abroad or to acquire minority interests within the Group without impacting the Company's cash position.

This authorisation may not be used if the Company carries out an issue in consideration for securities tendered to the Company in connection with a public exchange offer (transaction included in the 37th resolution described below).

Methods of implementation

This resolution would allow your Board of Directors to issue :

- ordinary shares, and/or
- securities giving access to ordinary shares to be issued. These issues

would be carried out **with cancellation of the pre-emptive right** in favour of the contributors.

Your Board of Directors would have all necessary powers (with the option to sub-delegate under the conditions laid down by the applicable legal provisions) to implement this delegation of powers.

Ceiling

The maximum amount of the capital increases would be set at **10% of the share capital** (excluding any additional amount issued to preserve the rights of holders of securities giving access to the Company's share capital), it being specified that this amount would be deducted from the **Overall Ceiling (Capital) of €300 million** provided for in the 39th Resolution.

It is specified that, in accordance with the law, issues of shares and securities giving access to the capital by virtue of this authorisation will not exceed the limits provided for by the regulations applicable on the date of issue (currently 10% of the capital).

The maximum nominal amount of debt securities may not exceed the limits provided for by the regulations applicable on the date of issue (currently 10% of the share capital), it being specified that this amount will be deducted from the **Overall Debt Ceiling of €300 million** provided for in the 39th Resolution.

Duration

The authorisation would be granted for a period of **26 months** from the date of the General Meeting, i.e. until **28 February 2027**, and would render ineffectual, from the same date, the unused portion of the authorisation granted by the General Meeting of 26 July 2023 under the terms of its 24th resolution.

For information, the delegation for the same purpose granted by the General Meeting of 26 July 2023 has not been used to date.

Delegation of authority to the Board of Directors to decide to issue shares as consideration for securities contributed to the Company as part of a public offer involving an exchange component (31st Resolution)

Possible uses of the resolution

This authorisation may be used by the Board of Directors in the event that the Company needs to issue shares as consideration for securities tendered to the Company in connection with a public exchange offer.

Methods of implementation

This resolution would enable the Board of Directors to issue shares **without pre-emptive rights**:

- ordinary shares and/or ;
- securities giving access to ordinary shares to be issued.

Your Board of Directors would have all necessary powers (with the option to sub-delegate under the conditions laid down by the applicable legal provisions) to implement this delegation of powers.

Ceiling

The maximum nominal amount of the capital increases would be set at **€300 million** (excluding issue premium and based on a new nominal value of €0.01 per share).

Duration

The authorisation would be granted for a period of **26 months** from the date of the General Meeting, i.e. until **28 February 2027**, and would render ineffectual, from the same date, the unused portion of the authorisation granted by the General Meeting of 26 July 2023 under the terms of its 25th resolution.

For information, the delegation for the same purpose granted by the General Meeting of 26 July 2023 has not been used to date.

Delegation of authority granted to the Board of Directors to decide on a capital increase through the issue of securities, without shareholders' pre-emptive subscription rights, for the benefit of a category of persons meeting specified characteristics (32nd Resolution)

Reasons for possible use of resolutions

This issue, carried out **without pre-emptive subscription rights**, may be used to meet the commitments entered into by Searchlight Capital Partners in connection with the prior authorisation granted by the French Ministry of the Economy to control foreign investment in France, which authorised it to take control of the Company on 25 October 2019.

Methods of implementation

This authorisation would enable the Board of Directors to issue :

- ordinary shares, and/or
- securities giving access to ordinary shares to be issued,

with cancellation of the pre-emptive right in favour of one or more French investors selected with the prior agreement of the French State under the prior authorisation of the Ministry of the Economy for the control of foreign investments in France, which authorised Searchlight Capital Partners to take control of the Company on 25 October 2019.

Your Board of Directors would have all necessary powers to implement this delegation of authority (with the option to sub-delegate under the conditions laid down by the applicable legal provisions).

Prices

For shares issued directly, the **issue price will be either (i) between €0.01 and €0.05 per share, or (ii) at least equal to the volume-weighted average of the Company's share prices on the Euronext Paris regulated market over the last three (3) trading days before the issue price is set, with the possibility of reducing this average by a maximum discount of 40%.**

Ceiling

The maximum nominal amount of the capital increases would be set at **€100 million** (excluding issue premium and based on the new nominal value of €0.01 per share), or the equivalent value in euros of this amount on the date of the issue decision, it being specified that this amount would be deducted from the **Overall Ceiling (Capital) of €300 million** provided for in the 39th resolution.

The maximum nominal amount of the debt securities would be **100 million euros**, the equivalent value in euros of this amount on the date of the decision to issue, plus, where applicable, any redemption premium above par, , it being specified that this amount would be deducted from the **Overall Debt Limit of 300 million euros** provided for in the 39th resolution.

Duration

This delegation would be granted for a period of **18 months** from the date of the General Meeting, i.e. until **30 June 2026**, and would render ineffectual, as from the same date, the delegation granted by the General Meeting of 26 July 2023 under the terms of its 26th resolution.

For information, the delegation for the same purpose granted by the General Meeting of 26 July 2023 has not been used to date.

Delegation of authority granted to the Board of Directors to decide on a capital increase through the issue of securities, without shareholders' pre-emptive subscription rights, for the benefit of a category of persons meeting specified characteristics (33rd Resolution)

Reasons for possible use of resolutions

This issue **without pre-emptive subscription rights** may be used to enable one or more of the Company's creditors to subscribe for shares in the Company under a State Guaranteed Loan.

Methods of implementation

This authorisation would enable the Board of Directors to issue :

- ordinary shares, and/or
- securities giving access to ordinary shares to be issued,

with cancellation of the pre-emptive right in favour of one or more lenders who are creditors of the Company under a State Guaranteed Loan.

Your Board of Directors would have all necessary powers to implement this delegation of authority (with the option to sub-delegate under the conditions laid down by the applicable legal provisions).

Prices

For shares issued directly, the **issue price will be either (i) between €0.01 and €0.05 per share, or (ii) at least equal to the volume-weighted average of the Company's share prices on the regulated Euronext Paris market over the last three (3) trading days before the issue price is set. This average may be reduced by a maximum discount of 40% .**

Ceiling

The maximum nominal amount of the capital increases would be set at **€100 million** (excluding issue premium and based on the new nominal value of €0.01 per share), or the equivalent value in euros of this amount on the date of the issue decision, it being specified that this amount would be deducted from the **Overall Ceiling (Capital) of €300 million** provided for in the 39th resolution.

The maximum nominal amount of the debt securities would be **100 million euros**, the equivalent value in euros of this amount on the date of the decision to issue, plus, where applicable, any redemption premium above par, , it being specified that this amount would be deducted from the **Overall Debt Limit of 300 million euros** provided for in the 39th resolution.

Duration

This authorisation would be granted for a period of **18 months** from the date of the General Meeting, i.e. until **30 June 2026**, and would render ineffectual, from the same date, the authorisation granted by the General Meeting of 26 July 2023 under the terms of its 27th resolution.

For information, the delegation for the same purpose granted by the General Meeting of 26 July 2023 has not been used to date.

Delegation of authority to the Board of Directors to increase the Company's capital by issuing shares, without pre-emptive subscription rights for existing shareholders, for the benefit of a category of persons with defined characteristics (34th Resolution)
Possible reasons for using the resolution

This resolution would enable certain members of staff and/or corporate officers of the Company and/or companies it controls within the meaning of Article L. 233-3 of the French Commercial Code, a list of whom would be drawn up by the Board of Directors, to subscribe for ordinary shares in the Company.

Methods of implementation

This authorisation would enable the Board of Directors to issue ordinary shares, on one or more occasions, **without pre-emptive subscription rights** for the benefit of certain employees and/or officers of the Company and/or companies it controls within the meaning of Article L. 233-3 of the French Commercial Code.

Your Board of Directors would have all necessary powers to implement this delegation of authority, with the option to sub-delegate to any duly empowered person, in accordance with the applicable legal and regulatory provisions.

Prices

The **issue price** of the ordinary shares issued under this authorisation will **either (i) be between €0.01 and €0.05 per share, or (ii) be at least equal to the volume-weighted average of the Company's share prices on the regulated Euronext Paris market over the last three (3) trading days before the issue price is set, with the possibility of reducing this average by a maximum discount of 40%.**

Ceiling

The maximum nominal amount of the capital increases would be set at **€2,500,000** (excluding issue premium and based on the new nominal value of €0.01 per share), or the equivalent value in euros of this amount on the date of the issue decision.

Duration

This authorisation would be granted for a period of **18 months** from the date of the General Meeting, i.e. until **30 June 2026**.

For information, the delegation of powers granted by the General Meeting of 26 July 2023 in its 28th resolution was used in 2023 by decision of the Chief Executive Officer on 27 October 2023 on delegation of powers by the Board of Directors on 18 September 2023.

Authorisation given to the Board of Directors to increase the number of shares to be issued in the event of an issue with or without pre-emptive rights (35th Resolution)

Possible uses of the resolution

This resolution aims to prevent subscriptions from being reduced in the event of strong demand by allowing the Board of Directors, within certain limits, to increase the number of shares to be issued in the context of a capital increase by the Company with or without preferential subscription rights (so-called "greenshoe" clause).

Methods of implementation

This delegation of authority would enable the Board of Directors to decide to **increase the number of shares to be issued**, in accordance with the applicable laws and regulations, if it finds that there is **excess demand at the time of an issue of shares with or without pre-emptive subscription rights** (issues of shares with pre-emptive subscription rights covered by the 27th resolution and issues of shares by way of a public offer without pre-emptive subscription rights covered by the 28th and 29th resolutions).

The resolution should be implemented within the timeframe stipulated by the regulations applicable on the day of the issue (for information, on this day, within 30 days of the close of the subscription).

Prices

The issue would be carried out at the **same price as that used for the initial issue**. **Ceiling**

This resolution enables the Company to grant an over-allotment option in accordance with market practice, within the limits set by the regulations applicable on the day of issue (for information, to date, **15% of the initial issue**).

The **maximum nominal amount of the capital increases** decided under this resolution would be deducted from **the ceiling provided for by the resolution under which the issue is decided** (issues of securities with retention of pre-emptive rights under the 27th resolution and issues of securities by way of a public offer without pre-emptive rights under the 28th and 29th resolutions) and from the **Overall (Capital) Ceiling of 300 million euros provided for by the 33rd resolution or, where applicable, on the amount of the ceilings provided for by resolutions of the same nature that may supersede said resolutions during the period of validity of this authorisation**.

Duration

The authorisation would be granted for a period of **26 months** from the date of the General Meeting, i.e. until **28 February 2027**, and would render ineffectual, from the same date, the unused portion of the authorisation granted by the General Meeting of **26 July 2023** under the terms of its 29th resolution.

For information, the delegation for the same purpose granted by the General Meeting of 26 July 202 "has not been used to date.

Authorisation granted to the Board of Directors to set the issue price in accordance with the conditions set by the General Meeting, up to a limit of 30% of the share capital in the event of an issue with or without pre-emptive rights (36th Resolution)

Possible uses of the resolution

The use of this authorisation may make it possible to raise more capital due to more favourable issue conditions.

Methods of implementation

This authorisation enables the Board of Directors, in the event of the issue of shares and/or any other securities giving immediate or future access to the Company's capital or to securities in the Company, **without pre-emptive subscription rights**, under the conditions, in particular as regards the amount, set out in the 28th and 29th resolutions, to derogate from the conditions for setting the price set out in the aforementioned resolutions.

Prices

The Board of Directors may determine the issue price of the shares and securities, which may not be less than 80% of the weighted average of the prices for the last three (3) stock market trading days preceding the date on which the issue price is set, and that the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company on the issue, plus, where applicable, the amount that may subsequently be received by the Company for each share issued as a result of the issue of these securities, may not be less than 80% of the weighted average of the prices for the last three (3) trading days prior to the date on which the issue price is set.

Ceiling

The total nominal amount of capital increases that may be carried out under this resolution may not exceed **30% of the share capital per 12-month period**.

Duration

This authorisation would be granted for a period of **26 months** from the date of the General Meeting, i.e. until **30 June 2026**, and would render ineffectual, as from the same date, the unused portion of the authorisation granted by the General Meeting of 26 July 2023 under the terms of its eighth resolution.

For information, the delegation for the same purpose granted by the General Meeting of 26 July 2023 has not been used to date.

Employee share ownership: delegation of authority to the Board of Directors to issue shares to members of savings plans, without pre-emptive subscription rights (37th Resolution)

Possible uses of the resolution

This resolution gives Latecoere Group employees in France and abroad the opportunity to subscribe for shares in the Company, in order to involve them more closely in the Company's development and success, which are essential to the Group's future growth.

It also makes it possible to comply with the applicable legal provisions stipulating that General Meetings must vote on a draft resolution allowing a capital increase reserved for employees who are members of a company savings scheme when the agenda of the meeting includes the adoption of resolutions under which a capital increase by cash contribution is decided or delegated, unless the capital increase results from a prior issue of securities giving access to the Company's capital.

Lastly, it makes it possible to comply with the applicable legal provisions requiring, when employees hold less than 3% of the share capital, to propose to the General Meeting a resolution to carry out, at regular intervals set by the applicable legal provisions, a capital increase reserved for employees who are members of a company savings scheme.

Methods of implementation

This resolution would enable the Board of Directors to propose capital increases reserved for employees and to issue ordinary shares, and/or ordinary shares giving entitlement to the allotment of other ordinary shares or debt securities, for the benefit of members of a Latecoere company or group savings plan.

These issues would be carried out **without a pre-emptive subscription right**.

Your Board of Directors would have all necessary powers (with the option to sub-delegate under the conditions laid down by the applicable legal provisions) to implement this delegation of authority.

Prices

The issue price of the shares will be determined in accordance with the conditions laid down by law and may not be more than 20% lower, or 30% lower where the lock-up period provided for by the plan pursuant to articles L. 3332-25 and L. 3332-26 of the French Labour Code is equal to or greater than ten years (or any other maximum percentage provided for by the legal provisions applicable at the time the price is set), to the average of the opening prices quoted for the share during the 20 trading sessions preceding the decision setting the opening date for subscription (hereinafter the "Reference Price"), nor higher than this average.

Your Board of Directors may also decide to allocate additional shares in substitution for all or part of the discount to the Reference Price and/or the employer's contribution, on the understanding that the benefit resulting from this allocation may not exceed the applicable legal or regulatory limits.

Ceiling

The maximum nominal amount of capital increases that may be carried out under this authorisation would be set at **2% of the share capital on the date of the General Meeting** (excluding any additional amount issued to preserve the rights of holders of securities giving access to the Company's capital).

Duration

The authorisation would be granted for a period of **26 months** from the date of the General Meeting, i.e. until **28 February 2027**, and would supersede, with effect from the same date, the unused portion of the authorisation granted by the General Meeting on 28 February 2027.

General Meeting of 26 July 2023 under the terms of its 31st resolution.

For information, the delegation for the same purpose granted by the General Meeting of 26 July 2023 has not been used to date.

Share ownership by employees and/or officers of the Company and/or related companies: free allocation of ordinary and/or preference shares in the Company (38th Resolution)

Possible reasons for using the resolution

This resolution enables your Company to set up incentive plans for the benefit of certain members of staff and/or corporate officers of the Company and/or its related entities under the conditions set out in Article L.225-197-2 of the French Commercial Code, the list of which will be drawn up by your Board of Directors, to be granted free ordinary and/or preference shares in the Company.

Methods of implementation

This resolution would enable the Board of Directors to allocate free ordinary and/or preference shares on one or more occasions, **without pre-emptive subscription rights**, to certain employees and/or corporate officers of the Company and/or its affiliates under the conditions set out in Article L.225-197-2 of the French Commercial Code, the list of which would be drawn up by the Board of Directors. The provisions relating to the vesting and holding periods are set out in the text of the resolutions, which forms an integral part of this report and is available on the Company's website under the heading "*Regulated information*".

"Documents relating to the General Meeting", "2024 General Meeting".

The Board of Directors would have full powers to implement this authorisation, with the option to sub-delegate to any duly empowered person, in accordance with the applicable laws and regulations.

Ceiling

The total number of ordinary and/or preference shares allocated free of charge under this authorisation, as well as the total number of ordinary shares likely to result from the conversion of these preference shares, may not exceed 10% of the total number of shares making up the Company's share capital on the date of the Board of Directors' decision to allocate them.

Duration

This authorisation would be granted for a period of **38 months** from the date of the General Meeting, i.e. until **29 February 2028**, and would render ineffectual, from the same date, the authorisation granted by the General Meeting of 26 July 2023 under the terms of its 32nd resolution.

For information, the delegation of authority for the same purpose granted by the Extraordinary General Meeting of 22 March 2022 was used during the 2022 financial year. A supplementary report by the Board of Directors, available on the website, describes the terms and conditions for the use of this authorisation.

Overall ceiling on delegations of authority to issue shares and securities pursuant to the 26th to 30th and 32nd, 33rd and 35th resolutions (39th Resolution)

Your Board of Directors may only exercise the issue options (capital and debt) that you have delegated to it within the limits of strictly defined ceilings, beyond which it may no longer issue securities without calling a new General Meeting of shareholders. These ceilings are set out below:

- **Overall ceiling (Capital):** 300 million euros,
- **Overall ceiling (Debt):** 300 million euros

Authorisation given to the Board of Directors to reduce the share capital by cancelling treasury shares (40th Resolution)

Possible reasons for using the resolution

The cancellation of shares held by the Company, generally acquired under a share buyback programme authorised by the General Meeting, may meet various financial objectives such as, for example, active capital management, balance sheet optimisation or offsetting dilution resulting from capital increases.

Methods of implementation

The Board of Directors would have the option of cancelling some or all of the shares acquired under a share buyback programme. Your Board of Directors would have full powers (with the option to sub-delegate under the conditions provided for by the applicable laws) to implement this authorisation.

Ceiling

In accordance with the law, no more than **10% of the share capital** may be cancelled in any **24-month period**.

Duration

The authorisation would be granted for a period of **26 months** from the date of the General Meeting, i.e. until **28 February 2027**, and would render ineffectual, from the same date, for the portion not used at the date of the General Meeting, the authorisation granted by the General Meeting of 26 July 2023 under the terms of its 34th resolution.

Involvement of employees and corporate officers in the capital of your Company and/or related companies: allocation of stock options (35th Resolution)

Possible reasons for using the resolution

We are proposing a resolution designed to give employees and corporate officers a stake in the capital of your Company and/or related companies, by authorising the Board of Directors to grant them stock options.

Methods of implementation

The Board of Directors would have the power to grant, on one or more occasions, to employees and corporate officers of the Company and of related companies or groups, as it sees fit, options giving entitlement to subscribe for new shares in the Company to be issued in the form of a capital increase, **without pre-emptive subscription rights**, and options giving entitlement to purchase shares in the Company bought back by the Company in accordance with the law.

Your Board of Directors would have all necessary powers (with the option of sub-delegation under the conditions provided for by the applicable legal provisions) to implement this authorisation.

Prices

The price to be paid on exercise of the options to subscribe for or purchase shares will be set by the Board of Directors on the day the options are granted, on the understanding that :

- i. where stock options are granted, this price may not be less than 80% of the average of the prices quoted for the Company's shares on the regulated market of Euronext Paris over the 20 trading days preceding the day on which the stock options are granted, and
- ii. in the case of share purchase options, this price may not be less than either the value indicated in (i) above or 80% of the average purchase price of the shares held by the Company under Articles L. 225-208 and L. 225-209 of the French Commercial Code.

Ceiling

Subscription and purchase options granted under this authorisation may not give entitlement to a total number of shares in excess of 3.5% of the share capital on the date of the Board of Directors' decision.

Duration

The authorisation would be given for a period of **38 months** from the date of the General Meeting, i.e. until **29 February 2028**, and would replace the previous resolution with the same purpose, which was approved by the General Meeting of 26 July 2023 under the terms of its ^{35th} resolution.

C. ORDINARY SHAREHOLDERS' MEETING

Powers to carry out formalities (42nd Resolution)

The sole purpose of this resolution is to enable the Company to carry out the filings and formalities required by law.

TEXT OF DRAFT RESOLUTIONS

THE COMPETENCE OF THE ORDINARY SHAREHOLDERS' MEETING:

First resolution - Approval of the parent company financial statements for the year ended 31 December 2023

The General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, having considered :

- of the management report drawn up by the Board of Directors and incorporated by concordance into the Universal Registration Document,
- the Statutory Auditors' report on the parent company financial statements for the year ended 31 December 2023,

approves the annual financial statements, i.e. the balance sheet, income statement and notes to the financial statements for the year ended 31 December 2023, as presented, showing a profit of 10,629,594.51 euros, as well as the transactions reflected in these financial statements and summarised in these reports.

Second resolution - Approval of the consolidated financial statements for the year ended 31 December 2023

The General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, having considered :

- the management report drawn up by the Board of Directors and incorporated by concordance into the Universal Registration Document including the Group management report,
- the Statutory Auditors' report on the consolidated financial statements for the year ended 31 December 2023,

approves the consolidated financial statements, i.e. the balance sheet, income statement and notes to the financial statements for the year ended 31 December 2023, as presented, showing a profit of 6,159,158.84 euros, as well as the transactions reflected in these financial statements and summarised in these reports.

Third resolution - Approval of non-deductible expenses and charges referred to in section 4 of article 39 of the French General Tax Code

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Report, and deliberating in accordance with the provisions of article 223 quater of the French General Tax Code :

approves the amount of sumptuary expenses or other expenses or charges not deductible for tax purposes as referred to in Article 39(4) of the General Tax Code, i.e. 86,149 euros in respect of the financial year ended 31 December 2023 and the corresponding tax of 21,537 euros.

Fourth resolution - Appropriation of net income for the year ended 31 December 2023

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report,

Approves the Board of Directors' proposal and resolves to allocate the net profit for the year of €10,629,594.51 in full to "Retained earnings", bringing the debit balance to €285,301,234.48,

In accordance with the provisions of Article 243 bis of the General Tax Code, no dividend has been paid in respect of the last three financial years.

Fifth resolution - Approval of a regulated agreement governed by Articles L.225-38 et seq. of the French Commercial Code entered into with a shareholder holding more than 10% of the Company's voting rights

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the report drawn up by the Board of Directors and the Statutory Auditors' special report on regulated agreements and commitments governed by Articles L.225-38 et seq. of the French Commercial Code,

approves the agreement entered into between the Company and SCP SKN Holding I SAS, as a shareholder holding more than 10% of the Company's voting rights, as described in the Statutory Auditors' report.

Sixth resolution - Approval of other regulated agreements governed by Articles L.225-38 et seq. of the French Commercial Code entered into with Company officers

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the report drawn up by the Board of Directors and the Statutory Auditors' special report on regulated agreements and commitments governed by Articles L.225-38 et seq. of the French Commercial Code,

approves the agreements entered into between the Company and its corporate officers as described in the Statutory Auditors' report.

Seventh resolution - Re-election of Laurence Dors as Director

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report,

renews, in accordance with Article 14.1 of the Company's Articles of Association, the term of office as Director of Mrs Laurence Dors for a period of four years, until the Annual General Meeting to be held in 2028 to approve the financial statements for the year ended 31 December 2027.

Eighth resolution - Renewal of the term of office of Mr Christophe Villemin as Director

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report,

renews, pursuant to Article 14.1 of the Company's Articles of Association, the term of office as Director of Mr Christophe Villemin for a period of four years, i.e. until the General Meeting called in 2028 to approve the financial statements for the year ended 31 December 2027.

Ninth resolution - Ratification of the co-option of Samantha Marnick as a Director to replace Helen Lee Bouygues

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report, **ratifies** the co-option, in accordance with Article L. 225-24 of the Commercial Code, of Mrs Samantha Marnick as a Director with effect from 26 April 2024, for the remainder of her predecessor's term of office, i.e. until the close of the General Meeting called in 2024 to approve the financial statements for the year ended 31 December 2023.

Tenth resolution - Appointment of Samantha Marnick as Director

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report, **resolves** to appoint Ms Samantha Marnick as a Director for a term of four years, until the General Meeting called in 2028 to approve the financial statements for the year ended 31 December 2027.

Eleventh resolution - Appointment of Mr Nick Sanders as Director

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report, **resolves** to appoint Mr Nick Sanders as a Director for a term of four years, until the General Meeting called in 2028 to approve the financial statements for the year ended 31 December 2027.

Twelfth resolution - Ratification of the co-opting of Mrs June du Halgouët as Director to replace Mrs Caroline Catoire

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report, **ratifies** the co-option, in accordance with Article L. 225-24 of the Commercial Code, of Mrs June du Halgouët as a Director with effect from 26 April 2024, for the remainder of her predecessor's term of office, i.e. until the close of the General Meeting called in 2028 to approve the financial statements for the year ended 31 December 2027.

Thirteenth resolution - Ratification of the co-option of Mr Bernd Kessler as Director to replace Mr Philip Swash

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report, **ratifies** the co-option, in accordance with Article L. 225-24 of the Commercial Code, of Mr Bernd Kessler as a Director with effect from 18 September 2023, for the remainder of his predecessor's term of office, i.e. until the close of the General Meeting called in 2025 to approve the financial statements for the year ending 31 December 2024.

Fourteenth resolution - Ratification of the co-option of Mr Thomas De Cannière as Director to replace Mr Ralf Ackermann

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report, **ratifies** the co-option, in accordance with Article L. 225-24 of the Commercial Code, of Mr Thomas De Cannière as a Director with effect from 19 December 2023, for the remainder of his predecessor's term of office, i.e. until the close of the General Meeting called in 2025 to approve the financial statements for the year ending 31 December 2024.

Fifteenth resolution - Approval of the directors' Compensation policy

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, describing the elements of the Compensation policy for corporate officers that have been set by the Board of Directors and set out in the 2023 Universal Registration Document, section 3.3.1. sub-section E "*Directors' Compensation policy*", **approves**, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the total Compensation and benefits of any kind presented in the aforementioned report and attributable to the Directors by virtue of their office.

Sixteenth resolution - Approval of the Compensation policy for the Chairman of the Board of Directors

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the Board of Directors' report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, which describes the elements of the Compensation policy for corporate officers set by the Board of Directors and set out in the 2023 Universal Registration Document, section 3.3.1, sub-section B "*Compensation policy for the Chairman of the Board of Directors*", **approves**, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the total Compensation and benefits of any kind presented in the aforementioned report and attributable to the Chairman of the Board of Directors by virtue of his office.

Seventeenth resolution - Approval of the Compensation policy for the Chief Executive Officer

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, which describes the elements of the Compensation policy for corporate officers set by the Board of Directors and included in the 2023 Universal Registration Document, section 3.3.1, sub-section C "*Compensation policy for the Chief Executive Officer*", **approves**, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for determining, allocating and granting the shares

the fixed, variable and exceptional components of the total Compensation and benefits in kind presented in the above-mentioned report and attributable to the Chief Executive Officer by virtue of his office.

Eighteenth resolution - Approval of the Compensation policy for the Chief Operating Officer and/or any other executive corporate officer

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, describing the elements of the Compensation policy for corporate officers which have been set by the Board of Directors and appearing in the 2023 Universal Registration Document, section 3.3.1, sub-section C "*Compensation policy for the Deputy Chief Executive Officer (and any other executive corporate officers)*",

approves, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the total Compensation and benefits of any kind presented in the aforementioned report and attributable to the Chief Operating Officer and/or any other executive corporate officer by virtue of his office.

Nineteenth resolution - Approval of information relating to the Compensation of corporate officers in respect of the financial year ended 31 December 2023, in accordance with Article L.22-10-9, I of the French Commercial Code

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report on corporate governance referred to in Article L. 225-37 of the Commercial Code,

approves, pursuant to Article L.22-10-34 of the French Commercial Code, the information referred to in Article L.22-10-9, I presented therein relating to the Compensation of corporate officers for the year ended 31 December 2023, as set out in the 2023 Universal Registration Document, section 3.3.3.

Twentieth resolution - Approval of the fixed, variable and exceptional components of the total Compensation and benefits in kind paid during or awarded in respect of the past financial year to Mr Pierre Gadonneix in his capacity as Chairman of the Board of Directors until 26 July 2023

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report on corporate governance referred to in Article L.225-37 of the Commercial Code,

approves, in accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the fixed, variable and exceptional components of the total Compensation and benefits in kind paid or awarded to Mr Pierre Gadonneix in respect of the past financial year in his capacity as Chairman of the Board of Directors until 26 July 2023, as presented in the 2023 Universal Registration Document, section 3.3.3, sub-section A, paragraph A.2. "*Summary table of the variable and exceptional Compensation of Pierre Gadonneix in respect of the financial year ended 31 December 2023 submitted for the approval of the 2024 Combined Annual General Meeting*".

Twenty-first resolution - Approval of the fixed, variable and exceptional components of the total Compensation and benefits in kind paid during or awarded in respect of the past financial year to Mr Thierry Mootz in his capacity as Chairman of the Board of Directors with effect from 26 July 2023

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Directors' Report on Corporate Governance governed by Article L.225-37 of the Commercial Code,

approves, in accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the fixed, variable and exceptional components of the total Compensation and benefits in kind paid or awarded in respect of the past financial year to Mr Thierry Mootz in his capacity as Chairman of the Board of Directors with effect from 26 July 2023, as presented in the 2023 Registration Document, section 3.3.3, subsection B, paragraph B.2. "*Summary table of the variable and exceptional Compensation of Thierry Mootz in respect of the financial year ended 31 December 2023 submitted for the approval of the 2024 Combined Annual General Meeting*".

Twenty-second resolution - Approval of the fixed, variable and exceptional components of the total Compensation and benefits in kind paid during or awarded in respect of the past financial year to Mr Thierry Mootz in his capacity as Chief Executive Officer until 13 October 2023

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Directors' Report on Corporate Governance governed by Article L.225-37 of the Commercial Code,

approves, in accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the fixed, variable and exceptional components of the total Compensation and benefits in kind paid or awarded in respect of the past financial year to Mr Thierry Mootz in his capacity as Chief Executive Officer until 13 October 2023, as presented in the 2023 Universal Registration Document, section 3.3.3, subsection C, paragraph C.2. "*Table summarising the variable and exceptional Compensation paid or awarded to Thierry Mootz in respect of his term of office for the year ended 31 December 2023, subject to approval by the 2024 Combined Annual General Meeting*".

Twenty-third resolution - Approval of the fixed, variable and exceptional components of the total Compensation and benefits of any kind paid during or awarded in respect of the past financial year to Mr Grégoire Huttner in his capacity as Chief Executive Officer with effect from 13 October 2023

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Directors' Report on Corporate Governance governed by Article L.225-37 of the Commercial Code,

approves, in accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the fixed, variable and exceptional items making up the total Compensation and benefits in kind paid or awarded in respect of the past financial year to Mr Grégoire Huttner in respect of his office as Chief Executive Officer with effect from 13 October 2023, as presented in the 2023 Universal Registration Document, section 3.3.3, subsection D, paragraph D.2. "*Table summarising the variable and exceptional Compensation paid or awarded to Grégoire Huttner in respect of his term of office for the year ended 31 December 2023, subject to approval by the 2024 Combined Annual General Meeting*".

Twenty-fourth resolution - Authorisation to be given to the Board of Directors to allow the Company to purchase its own shares under the terms of Article L. 22-10-62 of the French Commercial Code

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after taking due note of the Board of Directors' report, and in accordance with European Regulation no. 596/2014 of the European Parliament and of the Council of 16 April 2014 and the provisions of Articles L.22-10-62 et seq. of the French Commercial Code,

1. **authorises** the Board of Directors, with powers to subdelegate within the law, in accordance with the provisions of Articles L.22-10-62 et seq. of the French Commercial Code, to purchase or arrange for the purchase of shares in the Company, in particular with a view to :
 - the implementation of any Company stock option plan pursuant to the provisions of Articles L. 225-177 et seq. of the French Commercial Code or any similar plan; and/or
 - the allotment or sale of shares to employees as part of their profit-sharing scheme or the implementation of any company or group savings plan (or similar plan) under the conditions laid down by law, in particular Articles L. 3332-1 et seq. of the French Labour Code; or
 - the free allotment of ordinary and/or preference shares under the terms of Articles L. 225-197-1 et seq. of the French Commercial Code; or
 - generally, to honour obligations relating to stock option programmes or other allocations of ordinary and/or preference shares to employees or directors of the issuer or an associated undertaking; or
 - the delivery of shares on the exercise of rights attached to securities giving access to the capital by redemption, conversion, exchange, presentation of a warrant or in any other way; or
 - the cancellation of all or part of the shares purchased; or
 - stimulation of the secondary market or the liquidity of Latécoère shares by an investment services provider under a liquidity contract that complies with the practice permitted by the regulations, it being specified that in this context, the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, less the number of shares resold; or
 - to retain the shares purchased and subsequently offer them in exchange or as consideration for any external growth transactions; or
 - the implementation of any market practice that may be permitted by the Autorité des marchés financiers, and more generally, the completion of any other transaction in accordance with the regulations in force. In such a case, the Company will inform its shareholders by means of a press release.
2. **resolves** that purchases of the Company's shares may involve a number of shares such that :
 - on the date of each repurchase, the total number of shares repurchased by the Company since the start of the repurchase programme (including those subject to the said repurchase) does not exceed 10% of the shares making up the Company's share capital on that date, this percentage being applied to a share capital figure adjusted to take account of transactions affecting it subsequent to this General Meeting, it being specified that (i) the number of shares acquired with a view to their retention and subsequent delivery in connection with a merger, demerger or asset-for-share transfer may not exceed 5% of the Company's share capital ; and (ii) when shares are bought back to promote liquidity under the conditions defined by the General Regulations of the Autorité des Marchés Financiers, the number of shares taken into account for the calculation of the 10% limit provided for above corresponds to the number of shares purchased, less the number of shares resold during the period of the authorisation;
 - the number of shares held by the Company at any time does not exceed 10% of the shares making up the Company's share capital on the date in question.
3. **resolves** that the shares may be acquired, sold or transferred at any time within the limits authorised by the laws and regulations in force and by any means, including on regulated markets, multilateral trading facilities, with systematic internalisers or over-the-counter, including by block purchases or sales, by public tender or exchange offer, or by the use of options or derivatives.
4. **resolves** that the maximum purchase price of shares under this resolution will be €0.10 per share (or the equivalent value of this amount on the same date in any other currency).
5. **delegates** to the Board of Directors, in the event of a change in the par value of the share, a capital increase by capitalisation of reserves, a bonus share issue, stock split or reverse stock split, distribution of reserves or any other assets, redemption of capital, or any other transaction affecting the share capital or shareholders' equity, the power to adjust the aforementioned maximum purchase price to take account of the impact of such transactions on the value of the share.
6. **grants** full powers to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, to implement this authorisation, to specify, if necessary, the terms and conditions thereof, to carry out the share buyback programme, and in particular to place any stock market orders, enter into any agreements, allocate or reallocate the shares acquired to the objectives pursued in accordance with the applicable legal and regulatory conditions, set the terms on which any rights of holders of securities or other rights giving access to the share capital will be preserved, in accordance with the applicable laws, regulations and contractual provisions, make any declarations to the Autorité des Marchés Financiers and any other competent authority and carry out any other formalities, and generally do whatever is necessary.

In the report provided for in Article L.225-100 of the Commercial Code and in accordance with Article L.225-211 of the Commercial Code, the Board of Directors will provide shareholders at the Annual General Meeting with information on the share buyback transactions authorised by the General Meeting, in particular the number and price of shares purchased and the volume of shares used.
7. **resolves** that this authorisation is valid for a maximum period of **eighteen (18) months** from the date of this resolution, i.e. until **30 June 2026**.
8. **resolves** that this authorisation will supersede the previous authorisation for the same purpose (17th resolution adopted by the General Meeting of 26 July 2023).

Twenty-fifth resolution - Appointment of a Statutory Auditor to certify sustainability information

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, in accordance with Article L. 821-40 et seq of the French Commercial Code,

appoints KPMG SA, whose registered office is at Tour Eqho, 2 avenue Gambetta, 92066 Paris La Défense Cedex, registered in the Nanterre Trade and Companies Register under number 775 726 417, as statutory auditor in charge of certifying the consolidated sustainability information, for two (2) financial years, i.e. until the end of the Ordinary General Meeting to be held in 2026 to approve the financial statements for the year ending 2025.

KPMG has indicated that it accepts these functions and that it is not affected by any incompatibility or prohibition likely to prevent its appointment.

THE COMPETENCE OF THE EXTRAORDINARY SHAREHOLDERS' MEETING:

Twenty-sixth resolution - Delegation of authority to the Board of Directors to decide to increase the share capital by capitalisation of premiums, reserves, profits or any other amounts

The General Meeting, under the conditions required by Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors' report and in accordance with the provisions of Articles L. 225-129-2 and L. 225-130 of the French Commercial Code :

1. **delegates** to the Board of Directors, with powers to subdelegate within the law, its authority to decide to increase the share capital on one or more occasions, in the proportions and at the times it sees fit, by incorporating premiums, reserves, profits or any other sums that may be capitalised under the law and the Company's bylaws, by issuing new equity securities or increasing the par value of existing equity securities, or by a combination of these two methods.
2. **resolves** to set the following limits on the amounts of capital increases authorised in the event that the Board of Directors makes use of this authorisation:
 - the maximum nominal amount of capital increases that may be carried out under this authorisation may not exceed three hundred million (300,000,000) euros (excluding issue premium and on the basis of a nominal value of €0.01 per share), it being stipulated that this amount will be deducted from the overall ceiling stipulated in the 39th resolution of this General Meeting or, where applicable, from any overall ceiling stipulated by any similar resolution that may supersede said resolution during the period of validity of this authorisation;
 - to this ceiling shall be added, where applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the capital or other rights giving access to the capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other methods of preservation.
3. in the event that the Board of Directors makes use of this delegation of authority, **delegates** to the latter all powers, with the option of sub-delegation under the conditions laid down by law, to implement this delegation of authority, in particular for the purpose of :
 - determine the amount and nature of the sums to be capitalised, set the number of new shares to be issued and/or the amount by which the par value of existing shares is to be increased, set the date, which may be retrospective, from which the new shares will carry dividend rights or the date on which the increase in the par value of existing shares will take effect;
 - decide, in the event of the free allocation of shares, that fractional rights will not be negotiable and that the corresponding shares will be sold in accordance with the terms and conditions determined by the Board of Directors, it being stipulated that the sale and distribution of the proceeds from the sale must take place in accordance with the conditions set out in Article L. 22-10-50 of the French Commercial Code;
 - to determine and make any adjustments to take account of the impact of transactions involving the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the shares, a capital increase by capitalisation of reserves, a bonus issue of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, amortisation of capital, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offer and/or a change of control), and to set any other terms and conditions to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of adjustments in cash);
 - record the completion of each capital increase and amend the Articles of Association accordingly;
 - generally, enter into any agreement, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorisation and for the exercise of the rights attached thereto.
4. **sets** the period of validity of the authorisation granted in this resolution at **twenty-six months** from the date of this General Meeting, i.e. until **28 February 2027**.
5. formally **notes** that this authorisation cancels with effect from this day the unused portion of the previous authorisation granted by the 20th resolution adopted by the General Meeting of 26 July 2023.

Twenty-seventh resolution - Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares and/or securities giving immediate or future entitlement to the Company's capital, with pre-emptive subscription rights for existing shareholders

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129, L. 225-129-2, L. 225-132 to L. 225-134 and L. 228-91 et seq. of the French Commercial Code :

1. delegates to the Board of Directors, with powers to subdelegate within the law, its authority to issue, free of charge or against payment, on one or more occasions, in the proportions and at the times it sees fit, on the market

French and/or international, either in euros, foreign currencies or any other unit of account established by reference to a group of currencies,

- of ordinary shares,
- and/or ordinary shares giving entitlement to the allotment of other ordinary shares or debt securities,
- and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued 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.

2. **resolves** to set the following limits on the amounts of issues authorised if the Board of Directors uses this delegation of authority:
 - the maximum nominal amount of the capital increases that may be carried out under this authorisation is set at three hundred million (300,000,000) euros (excluding issue premium and on the basis of a nominal value of €0.01 per share) or in any other monetary unit established by reference to several currencies, it being stipulated that the total nominal amount of these capital increases will be deducted from the nominal amount of the overall ceiling provided for in the 39th resolution of this General Meeting;
 - to this ceiling shall be added, where applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and, where applicable, with any contractual stipulations providing for other methods of preservation;
 - the maximum nominal amount of debt securities that may be issued under this authorisation may not exceed three hundred million (300,000,000) euros or any other monetary unit established by reference to several currencies, which shall be deducted from the overall ceiling set by the 39th resolution of this General Meeting.
3. **decides**, in the event that the Board of Directors makes use of this delegation of authority :
 - that the issue(s) will be reserved on a priority basis for shareholders, who will be able to subscribe on an irreducible basis in proportion to the number of shares they hold at the time;
 - take note of the fact that the Board of Directors will have the option of instituting a reducible subscription right;
 - formally note that this delegation of authority automatically entails the waiver by shareholders of their pre-emptive right to subscribe to the shares to which these securities will give immediate or future entitlement, in favour of the holders of the securities giving access to the Company's capital issued;
 - take formal note that, in accordance with Article L. 225-134 of the French Commercial Code, if subscriptions by irrevocable entitlement and, where applicable, by entitlement subject to reduction (à titre réductible) have not absorbed the entire issue referred to in paragraph 1 above, the Board of Directors may use the following options:
 - limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by the regulations,
 - freely allocate all or part of the unsubscribed shares,
 - offer all or part of the unsubscribed shares to the public.
4. **resolves** that the Company's share warrants may be issued by means of a subscription offer, but also by free allocation to the owners of existing shares, it being stipulated that the Board of Directors will have the option of deciding that fractional allocation rights will not be negotiable and that the corresponding securities will be sold;
5. **resolves** that the Board of Directors will have full powers, with powers to subdelegate within the law, to implement this authorisation, in particular in order to :
 - decide the amount of the issue, the issue price and the amount of the premium that may be requested on issue;
 - determine the dates and terms of the capital increase and the nature, number and characteristics of the securities issued;
 - in the event of the issue of debt securities, decide whether they should be subordinated or not (and, if so, their subordination ranking, in accordance with the provisions of Article L. 228-97 of the Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed interest rate) and provide, where applicable, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or open-ended), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or sureties) and redemption (including redemption by delivery of Company assets); where applicable, these securities may be accompanied by warrants giving entitlement to the allotment, acquisition or subscription of bonds or other debt securities, or provide for the Company to issue debt securities (whether fungible or not) in payment of interest the payment of which has been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities (for example, because of their redemption or Compensation terms or other rights such as indexation or option rights); amend the above terms and conditions during the life of the securities concerned, in compliance with the applicable formalities;
 - determine the method of paying up the shares issued, it being specified that the shares may be paid up in cash and/or by offsetting against certain, liquid and payable claims on the Company;
 - set, if applicable, the terms and conditions for exercising the rights (where applicable, conversion, exchange or redemption rights, including by delivery of Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital and, in particular, set the date, even with retroactive effect, from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the issue;
 - set the terms and conditions under which the Company will have the option, where applicable, to purchase or exchange on the stock market, at any time or during specific periods, the securities giving access to the capital with a view to cancelling them or not, taking into account the legal provisions;
 - provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance with legal and regulatory provisions;
 - at its sole discretion, charge the costs of the capital increase against the amount of the related premiums and deduct from this amount the sums required to fund the legal reserve; determine and make any adjustments to take account of the impact of the issue and set any other terms and conditions to ensure, where applicable, that the rights of shareholders are preserved.

- holders of securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustments) ;
 - record the completion of each capital increase and amend the Articles of Association accordingly;
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorisation and for the exercise of the rights attached thereto.
6. **sets** the period of validity of the authorisation granted in this resolution at **twenty-six months** from the date of this General Meeting, i.e. until **28 February 2027**.
7. **formally notes** that this authorisation cancels with effect from this day the unused portion of the previous authorisation granted by the 21st resolution adopted by the General Meeting of 26 July 2023.

Twenty-eighth resolution - Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares and/or securities giving immediate or future access to the Company's capital and/or entitling holders to the allotment of debt securities, with waiver of shareholders' pre-emptive subscription rights, by public offer (excluding offers covered by 1° of Article L. 411-2 of the French Monetary and Financial Code).

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-135 and L. 225-136, and Articles L. 228-91 et seq. and L. 22-10-51 and L. 22-10-52 of the French Commercial Code :

1. **delegates** to the Board of Directors, with powers to subdelegate within the law, its authority to issue shares, on one or more occasions, in the proportions and at the times it sees fit, on the French and/or international markets, by public offer excluding the offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currencies or in any other unit of account established by reference to a basket of currencies:
- of ordinary shares,
 - and/or ordinary shares giving entitlement to the allotment of other ordinary shares or debt securities,
 - and/or securities giving access to ordinary shares to be issued.
- In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued 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.
2. **resolves** to set the following limits on the amounts of issues authorised if the Board of Directors uses this delegation of authority:
- the maximum nominal amount of the capital increases that may be carried out under this authorisation is set at three hundred million (300,000,000) euros (excluding issue premium and on the basis of a nominal value of €0.01 per share) or in any other monetary unit established by reference to several currencies, it being stipulated that the total nominal amount of these capital increases will be deducted from the nominal amount of the overall ceiling provided for in the 39th resolution of this General Meeting;
 - to this ceiling shall be added, where applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and, where applicable, with any contractual stipulations providing for other methods of preservation;
 - the maximum nominal amount of debt securities that may be issued under this authorisation may not exceed three hundred million (300,000,000) euros or any other monetary unit established by reference to several currencies, which shall be deducted from the overall ceiling set by the 39th resolution of this General Meeting.
3. **resolves** to waive shareholders' pre-emptive rights to subscribe for the shares covered by this resolution.
4. **resolves** that the Board of Directors will have the option of granting shareholders, for a period and on terms to be determined by the Board of Directors in accordance with the applicable laws and regulations, and in respect of all or part of an issue, 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 reducible subscription.
5. **notes** that if subscriptions do not absorb the entire issue, the Board may :
- limit the amount of the issue to the amount of subscriptions received, where applicable within the limits provided for by the regulations,
 - freely allocate all or part of the unsubscribed shares.
6. **formally notes** that this authorisation automatically entails the express waiver by shareholders of their pre-emptive right to subscribe to the shares to which the securities giving access to the Company's capital will entitle them, in favour of the holders of the securities giving access to the Company's capital.
7. **notes** that, in accordance with Article L. 22-10-52 of the French Commercial Code :
- the issue price of shares issued directly will, where applicable, be at least equal to the minimum provided for by the regulatory provisions applicable on the day of issue, after, where applicable, in the case of the issue of stand-alone share warrants, taking into account the issue price of said warrants;
 - the issue price of securities giving access to the Company's capital and the number of shares to which the conversion, redemption or, more generally, conversion of each security giving access to the Company's capital may give entitlement, shall be such that the amount received immediately by the Company, plus any amount it may subsequently receive, for each share issued as a result of the issue of these securities, is at least equal to the minimum subscription price defined in the previous paragraph.
8. **resolves** that the Board of Directors will have full powers, which it may in turn delegate under the conditions laid down by law, to implement this delegation of authority, and in particular to :
- decide the amount of the issue, the issue price and the amount of the premium that may be requested on issue;
 - determine the dates and terms of the capital increase and the nature, number and characteristics of the securities ;

- in the event of the issue of debt securities, decide whether they should be subordinated or not (and, if so, their subordination ranking, in accordance with the provisions of Article L. 228-97 of the Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed interest rate) and provide, where applicable, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or open-ended), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or sureties) and redemption (including redemption by delivery of Company assets); where applicable, these securities may be accompanied by warrants giving entitlement to the allotment, acquisition or subscription of bonds or other debt securities, or provide for the Company to issue debt securities (whether fungible or not) in payment of interest the payment of which has been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities (for example, because of their redemption or Compensation terms or other rights such as indexation or option rights); amend the above terms and conditions during the life of the securities concerned, in compliance with the applicable formalities;
 - determine the method of paying up the shares, it being specified that the shares may be paid up in cash and/or by offsetting against certain, liquid and payable claims on the Company;
 - set, if applicable, the terms and conditions for exercising the rights (where applicable, conversion, exchange or redemption rights, including by delivery of Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital and, in particular, set the date, even with retroactive effect, from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the issue;
 - set the terms and conditions under which the Company will have the option, where applicable, to purchase or exchange on the stock market, at any time or during specific periods, the securities giving access to the capital with a view to cancelling them or not, taking into account the legal provisions;
 - provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance with legal and regulatory provisions;
 - at its sole discretion, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
 - determine and make any adjustments to take account of the impact of the issue and set any other terms to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of adjustments in cash);
 - record the completion of each capital increase and amend the Articles of Association accordingly;
 - generally, enter into any agreement, in particular to successfully complete the planned issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued under this authorisation and for the exercise of the rights attached thereto.
9. **sets** the period of validity of the authorisation granted in this resolution at **twenty-six months** from the date of this General Meeting, i.e. until **28 February 2027**.
10. **formally notes** that this authorisation cancels with effect from this day the unused portion of the previous authorisation granted by the 22nd resolution adopted by the General Meeting of 26 July 2023.

Twenty-ninth resolution - Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares and/or securities giving immediate or future access to the Company's capital and/or entitling holders to the allotment of debt securities, without shareholders' pre-emptive subscription rights being maintained, by means of a public offer governed by 1° of Article L. 411-2 of the French Monetary and Financial Code.

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-135 and L. 225-136, and Articles L. 228-91 et seq. and L. 22-10-51 and L. 22-10-52 of the French Commercial Code :

1. **delegates** to the Board of Directors, with powers to subdelegate within the law, its authority to issue shares, on one or more occasions, in the proportions and at the times it sees fit, on the French and/or international markets, by means of an offer as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currencies or in any other unit of account established by reference to a basket of currencies:
 - of ordinary shares,
 - and/or ordinary shares giving entitlement to the allotment of other ordinary shares or debt securities,
 - and/or securities giving access to ordinary shares to be issued.In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued 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.
2. **resolves** to set the following limits on the amounts of issues authorised if the Board of Directors uses this delegation of authority:
 - the maximum nominal amount of the capital increases that may be carried out under this authorisation is set at three hundred million (300,000,000) euros (excluding issue premium and on the basis of a nominal value of €0.01 per share) or in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of these capital increases will be deducted from the nominal amount of the overall ceiling provided for in the 39th resolution of this General Meeting;
 - to this ceiling shall be added, where applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and, where applicable, with any contractual stipulations providing for other methods of preservation;
 - the maximum nominal amount of debt securities that may be issued under this authorisation may not exceed three hundred million (300,000,000) euros or any other monetary unit established by reference to several currencies, which shall be deducted from the overall ceiling provided for in the 39th resolution of this General Meeting;

- in any event, issues of shares and securities giving access to the capital under this authorisation shall not exceed the limits set by the regulations applicable on the date of issue (currently 30% of the share capital per year).
3. **resolves** to waive shareholders' pre-emptive rights to subscribe for the shares covered by this resolution.
 4. **notes** that if subscriptions do not absorb the entire issue, the Board may :
 - limit the amount of the transaction to the amount of subscriptions received, where applicable, within the limits provided for by the regulations;
 - freely allocate all or part of the unsubscribed shares.
 5. formally **notes** that this authorisation automatically entails the express waiver, in favour of the holders of securities giving access to the Company's capital, of shareholders' pre-emptive rights to subscribe for the shares to which the securities will entitle them.
 6. **notes** that, in accordance with Article L. 22-10-52 of the French Commercial Code :
 - the issue price of shares issued directly will, where applicable, be at least equal to the minimum provided for by the regulatory provisions applicable on the day of issue, after, where applicable, in the case of the issue of stand-alone share warrants, taking into account the resignation price of said warrants;
 - the issue price of securities giving access to the Company's capital and the number of shares to which the conversion, redemption or, more generally, conversion of each security giving access to the Company's capital may give entitlement shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, is, for each share issued as a result of the issue of these securities, at least equal to the minimum subscription price defined in the previous paragraph.
 7. **resolves** that the Board of Directors, with powers to subdelegate within the law, will have full powers to implement this delegation of authority, in particular in order to :
 - decide on the amount of the capital increase, the issue price and the amount of the premium that may be requested on issue;
 - determine the dates and terms of the capital increase and the nature and characteristics of the securities to be created;
 - in the event of the issue of debt securities, decide whether they should be subordinated or not (and, if so, their subordination ranking, in accordance with the provisions of Article L. 228-97 of the Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed interest rate) and provide, where applicable, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or sureties) and redemption (including redemption by delivery of Company assets); where applicable, these securities may be accompanied by warrants giving entitlement to the allotment, acquisition or subscription of bonds or other debt securities, or provide for the Company to issue debt securities (whether fungible or not) in payment of interest the payment of which has been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities (for example, because of their redemption or Compensation terms or other rights such as indexation or option rights)amend the above terms and conditions during the life of the securities concerned, in compliance with the applicable formalities;
 - determine the method of paying up the shares, it being specified that the shares may be paid up in cash and/or by offsetting against certain, liquid and payable claims on the Company;
 - set, if applicable, the terms and conditions for exercising the rights (where applicable, conversion, exchange or redemption rights, including by delivery of Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital and, in particular, set the date, even with retroactive effect, from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the issue;
 - set the terms and conditions under which the Company will have the option, where applicable, to purchase or exchange on the stock market, at any time or during specific periods, the securities giving access to the capital with a view to cancelling them or not, taking into account the legal provisions;
 - provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance with legal and regulatory provisions;
 - at its sole discretion, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
 - determine and make any adjustments to take account of the impact of the issue and set any other terms to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of adjustments in cash);
 - record the completion of each capital increase and amend the Articles of Association accordingly;
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorisation and for the exercise of the rights attached thereto.
 8. **sets** the period of validity of the authorisation granted in this resolution at **twenty-six months** from the date of this General Meeting, i.e. until **28 February 2027**.
 9. formally **notes** that this authorisation cancels with effect from this day any unused portion of the previous authorisation granted by the 23rd resolution adopted by the General Meeting of 26 July 2023.

Thirtieth resolution - Authorisation for the Board of Directors to decide to issue, without pre-emptive subscription rights, shares and/or securities giving immediate or future access to the Company's capital and/or entitling holders to the allotment of debt securities as consideration for contributions in kind

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129, L. 225-129-2, L. 22-10-53 and L. 228-91 et seq. of the French Commercial Code :

1. **authorises** the Board of Directors, with powers to subdelegate within the law, to increase the Company's share capital on one or more occasions, by issuing shares (excluding preference shares) and/or securities governed by the law.

by articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the Commercial Code giving immediate or future access to the capital of the Company or of other companies, including those in which the Company directly or indirectly owns more than half of the capital (including equity securities giving entitlement to the allotment of debt securities), as consideration for contributions in kind granted to the Company and consisting of equity securities or securities giving access to the capital, where the provisions of Article L. 22-10-54 of the Commercial Code do not apply.

2. **resolves** to set the following limits on the amounts of capital increases authorised if the Board of Directors uses this authorisation:
 - the maximum amount of capital increases that may be carried out under this authorisation is set at 20% of the share capital, it being specified that the total nominal amount of these capital increases will be deducted from the nominal amount of the overall ceiling provided for in the 37th resolution of this General Meeting;
 - to this ceiling shall be added, where applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and, where applicable, with any contractual stipulations providing for other methods of preservation;
 - the maximum nominal amount of debt securities that may be issued under this authorisation may not exceed three hundred million (300,000,000) euros or any other monetary unit established by reference to more than one currency, which shall be deducted from the overall ceiling provided for in the 39th resolution of this General Meeting;
 - in any event, issues of shares and securities giving access to the capital under this authorisation shall not exceed the limits set by the regulations applicable on the date of issue (currently 20% of the share capital).
3. **resolves** that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this resolution, and in particular to :
 - decide to issue shares and/or securities giving immediate or future access to the capital of the Company or of other companies;
 - draw up a list of the shares and securities contributed, approve the valuation of the contributions, set the terms and conditions of the issue of shares and/or securities giving access to the share capital as consideration for the contributions, as well as the amount of any balancing payment to be made, approve the granting of special benefits, and reduce, if the contributors so agree, the valuation of the contributions or the Compensation of special benefits;
 - to determine the characteristics of the shares and/or securities giving access to the capital remunerating the contributions and to modify, during the life of these securities, the said terms and characteristics in compliance with the applicable formalities;
 - to determine and make any adjustments to take account of the impact of transactions involving the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the shares, a capital increase by capitalisation of reserves, the free allotment of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, amortisation of capital, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offer and/or a change of control), and to set any other terms and conditions to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of adjustments in cash);
 - at its sole discretion, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
 - record the completion of each capital increase and amend the Articles of Association accordingly;
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorisation and for the exercise of the rights attached thereto.
4. **sets** the period of validity of the authorisation granted in this resolution at **twenty-six months** from the date of this General Meeting, i.e. until **28 February 2027**.
5. **Acknowledges** that this authorisation cancels with effect from this day the unused portion of the previous authorisation granted by the 24th resolution adopted by the General Meeting of 26 July 2023.

Thirty-first resolution - Delegation of authority to the Board of Directors to issue shares and/or securities giving immediate or future access to the Company's capital, without pre-emptive subscription rights, as consideration for securities tendered in connection with a public offer initiated by the Company that includes an exchange component

The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129-2, L. 22-10-54 and L. 228-91 et seq:

1. **delegates** to the Board of Directors, with powers to subdelegate to any person authorised by law, its authority to decide, in the proportions and at the times it sees fit, on one or more occasions, to issue ordinary shares in the Company or securities giving immediate or future access by any means to the Company's capital, in consideration for securities (shares or any other financial instruments) admitted to trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code, as part of a public offer with an exchange component initiated by the Company (acting alone or as co-initiator), in France or abroad in accordance with local rules.
2. **resolves** that the total nominal amount of share capital increases that may be carried out immediately and/or in the future pursuant to this resolution may not exceed three hundred million (300,000,000) euros (excluding issue premium and based on a par value of €0.01 per share).
3. **formally notes**, insofar as is necessary, that this authorisation automatically entails the waiver by shareholders of their pre-emptive subscription rights in favour of holders of shares and/or securities issued under this resolution and giving access to the Company's capital.
4. **resolves** that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this resolution and in particular to :

- set the exchange ratio and, if applicable, the amount of the cash adjustment to be paid, and record the number of shares contributed to the exchange and the number of shares or securities issued as a result of these contributions;
 - determine the dividend entitlement date, the terms and conditions of issue and the other characteristics of the new shares or, as the case may be, of the securities thus issued;
 - take all necessary measures to protect the rights of holders of securities or other rights already issued and giving access to the capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases of adjustment;
 - charge the issue costs against the related premiums and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new share capital after the increase;
 - more generally, take all necessary measures, enter into all agreements, request all authorisations, carry out all formalities and do all that is necessary to carry out the proposed issues or to postpone them, and in particular to record the capital increase(s) resulting from any issue carried out by virtue of this delegation, amend the Articles of Association accordingly and request the admission to trading on all financial instrument markets of the shares and/or securities issued by virtue of this delegation.
5. **sets** the period of validity of the authorisation granted in this resolution at **twenty-six months** from the date of this General Meeting, i.e. until **28 February 2027**.
6. **formally notes** that this authorisation cancels with effect from this day the unused portion of the previous authorisation granted by the 25th resolution adopted by the General Meeting of 26 July 2023.

Thirty-second resolution - Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares or debt securities and/or securities giving immediate or future access to the Company's capital or debt securities, without shareholders' pre-emptive subscription rights, for the benefit of a category of persons meeting specified characteristics (capital increase reserved for one or more French investors selected with the prior agreement of the French State under the prior authorisation of the Ministry of the Economy in respect of the control of foreign investment in France)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-135 and L. 225-138, and Articles L. 228-91 et seq. of the French Commercial Code :

- **delegates** to the Board of Directors, with powers to subdelegate to any duly empowered person in accordance with the law and regulations, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, the power to decide on the issue, without shareholders' pre-emptive subscription rights being maintained, for the benefit of a category of persons meeting the characteristics set out below, in euros or foreign currencies or any other monetary unit established by reference to several currencies, of new shares in the Company and/or any other securities giving immediate or future access to the capital of the Company, or of companies in which it directly or indirectly owns more than half the capital, or giving entitlement to a debt security, by subscription either in cash or by offsetting debts, it being specified that the issue of preference shares is strictly excluded from this delegation.
- **resolves** that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this authorisation shall be one hundred million (100,000,000) euros (excluding issue premium and based on a nominal value of €0.01 per share), or the equivalent value in euros of this amount on the date of the decision to issue, it being stipulated that:
 - o this ceiling is to be deducted from the overall nominal ceiling set in the 39th resolution of this General Meeting;
 - o to this ceiling shall be added, where applicable, the nominal amount of shares to be issued to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment.
- **resolves** that the nominal amount of debt securities that may be issued under this authorisation may not exceed one hundred million (100,000,000) euros, or the equivalent value in euros of this amount on the date of the decision to issue, it being specified that :
 - o this ceiling will be increased, where applicable, by any redemption premium above par ;
 - o this limit does not apply to debt securities the issue of which may be decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code, or to other debt securities covered by the final paragraphs of Articles L. 228-92, L. 228-93 and L. 228-94 of the French Commercial Code; and
 - o this amount will be deducted from the overall ceiling for the issue of debt securities set in the 39th resolution of this General Meeting.
- **resolves** to waive shareholders' pre-emptive rights to subscribe for the securities covered by this resolution and to reserve the right to subscribe for the securities covered by this resolution for one or more French investors selected with the prior agreement of the French State under the prior authorisation granted by the Ministry of the Economy in respect of the control of foreign investments in France, which authorised Searchlight Capital Partners to take control of the Company on 25 October 2019.
- The Board of Directors will determine the name(s) of the beneficiary(ies) within the above-mentioned category of beneficiaries for whom preferential subscription rights have been waived, and the number of shares to be issued in their favour.
- **formally notes** that this authorisation automatically entails the waiver by shareholders of their pre-emptive right to subscribe for the shares in the Company to which the securities issued under this authorisation entitle them.
- **decides** that :
 - o the issue price of the shares issued under this authorisation will either (i) be between €0.01 and €0.05 per share, or (ii) be at least equal to the volume-weighted average of the Company's share prices on the regulated Euronext Paris market over the last three (3) trading days before the issue price is set, with the possibility of reducing this average by a maximum discount of 40%;

- the issue price of the securities issued under this authorisation will be such that the amount received immediately by the Company plus, where applicable, any amount that may be received subsequently by the Company, for each ordinary share issued as a result of the issue of these securities, is at least equal to the amount referred to in the point above.
- **resolves** that the Board of Directors will have full powers, which it may in turn delegate to any duly empowered person in accordance with the law, to implement this authorisation and, in particular, to :
 - decide on the issue of securities and determine the terms and conditions of any issue, in particular the amount, dates, issue price, terms and conditions of payment (it being specified that the securities may be paid up in cash and/or by offsetting against certain, liquid and payable claims on the Company), the dividend entitlement date (with a possible retroactive dividend entitlement date), and the terms and conditions under which the securities issued on the basis of this authorisation will give access to shares in the Company;
 - determine the nature, number and characteristics of the securities to be issued (including, where applicable, rights to conversion, exchange or redemption, including by delivery of Company assets, attached to the shares or securities giving access to the capital to be issued) and, where the securities to be issued consist of or are associated with debt securities, their term (fixed or perpetual), their subordinated or non-subordinated nature (and, where applicable, their subordination ranking), their Compensation, the compulsory or optional cases of suspension or non-payment of interest, the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or sureties) and of redemption (including redemption by delivery of Company assets); amend, during the life of the securities concerned, the characteristics referred to above, in compliance with the applicable formalities;
 - set the terms and conditions under which the Company will have the option, where applicable, to purchase or exchange on the stock market, at any time or during specific periods, the securities issued or to be issued immediately or in the future, with a view to cancelling them or not, taking into account the applicable legal and regulatory provisions;
 - provide for the possibility of suspending the exercise of the rights attached to these shares in accordance with legal and regulatory provisions;
 - determine and make any adjustments to take account of the impact of transactions affecting the Company's share capital, and set any other terms and conditions to ensure that the rights of holders of securities giving access to the share capital are preserved, where applicable;
 - at its sole discretion, charge the costs of the capital increase against the amount of the related premiums and deduct from this amount the sums required to fund the legal reserve; and
 - take all necessary measures and enter into all agreements for the purpose of implementing this authorisation, in particular with a view to the successful completion of the proposed issues, record the completion thereof and amend the Articles of Association accordingly, and to carry out all formalities and declarations required for the issue, listing and financial servicing of the securities issued pursuant to this authorisation and for the exercise of the rights attached thereto, and to apply for any authorisations that may prove necessary for the completion and successful completion of these issues.
- **sets** the period of validity of the authorisation granted in this resolution at **eighteen months** from the date of this General Meeting, i.e. until **30 June 2026**.
- formally **notes** that this authorisation cancels with effect from this day the unused portion of the previous authorisation granted by the 26th resolution adopted by the General Meeting of 26 July 2023.

Thirty-third resolution - Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares or debt securities and/or securities giving immediate or future access to the Company's capital or debt securities, without pre-emptive subscription rights for existing shareholders, for the benefit of a category of persons meeting specified criteria (Capital increase reserved for one or more lenders who are creditors of the Company under a State Guaranteed Loan)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-135 and L. 225-138, and Articles L. 228-91 et seq. of the French Commercial Code :

1. **delegates** to the Board of Directors, with powers to subdelegate to any duly empowered person in accordance with the law and regulations, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, the power to decide on the issue, without shareholders' pre-emptive subscription rights being maintained, for the benefit of a category of persons meeting the characteristics set out below, in euros or in a foreign currency or in any other monetary unit established by reference to several currencies, of new shares in the Company and/or of any other securities giving immediate or future access to the capital of the Company, or of companies in which it directly or indirectly owns more than half of the capital, or giving entitlement to a debt security, by subscription either in cash or by offsetting debts, it being specified that the issue of preference shares is strictly excluded from this delegation.
2. **resolves** that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this authorisation shall be one hundred million (100,000,000) euros (excluding issue premium and based on a nominal value of €0.01 per share), or the equivalent value in euros of this amount on the date of the decision to issue, it being stipulated that:
 - this ceiling is to be deducted from the overall nominal ceiling set in the 39th resolution of this General Meeting;
 - to this ceiling shall be added, where applicable, the nominal amount of shares to be issued to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment.
3. **resolves** that the nominal amount of debt securities that may be issued under this authorisation may not exceed one hundred million (100,000,000) euros, or the equivalent value in euros of this amount on the date of the decision to issue, it being specified that :
 - this ceiling will be increased, where applicable, by any redemption premium above par ;

- this ceiling does not apply to debt securities the issue of which may be decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code, or to other debt securities covered by the final paragraph of Article L. 228-92, L. 228-93 last paragraph and L. 228-94 last paragraph of the Commercial Code; and
 - this amount will be deducted from the overall ceiling for the issue of debt securities set in the 39th resolution of this General Meeting.
4. **resolves** to waive shareholders' pre-emptive rights to subscribe for the securities covered by this resolution and to reserve the right to subscribe for the securities covered by this resolution for one or more lenders who are creditors of the Company under a State Guaranteed Loan entered into with the Company.
The Board of Directors will determine the name(s) of the beneficiary(ies) within the above-mentioned category of beneficiaries for whom preferential subscription rights have been waived, and the number of shares to be issued in their favour.
5. **formally notes** that this authorisation automatically entails the waiver by shareholders of their pre-emptive right to subscribe for the shares in the Company to which the securities issued under this authorisation entitle them.
6. **decides** that :
- (i) the issue price of the shares issued under this authorisation will either (i) be between €0.01 and €0.05 per share, or (ii) be at least equal to the volume-weighted average of the Company's share prices on the regulated Euronext Paris market over the last three (3) trading days before the issue price is set, with the possibility of reducing this average by a maximum discount of 40%;
 - (ii) the issue price of the securities issued under this authorisation will be such that the amount received immediately by the Company plus, where applicable, any amount that may be received subsequently by the Company, for each ordinary share issued as a result of the issue of these securities, is at least equal to the amount referred to in the point above.
7. **resolves** that the Board of Directors will have full powers, which it may in turn delegate to any duly empowered person in accordance with the law, to implement this authorisation and, in particular, to :
- decide on the issue of securities and determine the terms and conditions of any issue, in particular the amount, dates, issue price, terms of payment (it being specified that the securities may be paid up in cash and/or by offsetting against certain, liquid and payable debts owed to the Company), the dividend entitlement date (with a possible retroactive dividend entitlement date) and the terms on which the securities issued on the basis of this authorisation will give access to shares in the Company;
 - determine the nature, number and characteristics of the securities to be issued (including, where applicable, rights to conversion, exchange or redemption, including by delivery of Company assets, attached to the shares or securities giving access to the capital to be issued) and, where the securities to be issued consist of or are associated with debt securities, their term (fixed or perpetual), their subordinated or non-subordinated nature (and, where applicable, their subordination ranking), their Compensation, the compulsory or optional cases of suspension or non-payment of interest, the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or sureties) and of redemption (including redemption by delivery of Company assets); amend, during the life of the securities concerned, the characteristics referred to above, in compliance with the applicable formalities;
 - set the terms and conditions under which the Company will have the option, where applicable, to purchase or exchange on the stock market, at any time or during specific periods, the securities issued or to be issued immediately or in the future, with a view to cancelling them or not, taking into account the applicable legal and regulatory provisions;
 - provide for the possibility of suspending the exercise of the rights attached to these shares in accordance with legal and regulatory provisions;
 - determine and make any adjustments to take account of the impact of transactions affecting the Company's share capital, and set any other terms and conditions to ensure that the rights of holders of securities giving access to the share capital are preserved, where applicable;
 - at its sole discretion, charge the costs of the capital increase against the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve; and
 - take all necessary measures and enter into all agreements for the purpose of implementing this authorisation, in particular with a view to the successful completion of the proposed issues, record the completion thereof and amend the Articles of Association accordingly, and to carry out all formalities and declarations required for the issue, listing and financial servicing of the securities issued pursuant to this authorisation and for the exercise of the rights attached thereto, and to apply for any authorisations that may prove necessary for the completion and successful completion of these issues.
8. sets the period of validity of the authorisation granted in this resolution at **eighteen months** from the date of this General Meeting, i.e. until **30 June 2026**.
9. **formally notes** that this authorisation cancels with effect from this day the unused portion of the previous authorisation granted by the 27th resolution adopted by the General Meeting of 26 July 2023.

Thirty-fourth resolution - Delegation of authority to the Board of Directors to decide to increase the share capital by issuing ordinary shares in the Company, without pre-emptive subscription rights for existing shareholders, for the benefit of a category of persons meeting specific criteria (Capital increase reserved for certain employees and/or executive officers of the Company and/or its subsidiaries)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-135 and L. 225-138 :

1. **delegates** to the Board of Directors, with powers to subdelegate to any duly empowered person in accordance with the law and regulations, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, the power to decide on the issue, without shareholders' pre-emptive subscription rights being maintained, of shares in the following categories

- in euros or in a foreign currency or in any other monetary unit established by reference to several currencies, of new ordinary shares in the Company.
2. **resolves** that the maximum nominal amount of capital increases that may be carried out under this authorisation is set at €2,500,000 (excluding issue premium and on the basis of a nominal value of €0.01 per share), or the equivalent value in euros of this amount on the date of the decision to issue.
 3. **resolves** to waive shareholders' pre-emptive rights to subscribe for the ordinary shares covered by this resolution and to reserve the right to subscribe for the said ordinary shares for certain employees and/or officers of the Company and/or the companies it controls within the meaning of Article L.233-3 of the French Commercial Code.
The Board of Directors will determine the identity of the beneficiaries in the above-mentioned category for whom preferential subscription rights have been waived and the number of shares to be issued in their favour, it being stipulated that the number of beneficiaries in the above-mentioned category may not exceed one hundred and forty-nine (149).
 4. **resolves** that the issue price of the shares issued under this authorisation will either (i) be between €0.01 and €0.05 per share, or (ii) be at least equal to the volume-weighted average of the Company's share prices on the Euronext Paris regulated market over the last three (3) trading days before the issue price is set, with the possibility of reducing this average by a maximum discount of 40%.
 5. **resolves** that the Board of Directors will have full powers, which it may further delegate to any duly empowered person in accordance with the law, to implement this authorisation and, in particular, to :
 - o decide, on one or more occasions, to issue shares and determine the terms and conditions of any issue, in particular the amount, dates, issue price, amount of any issue premium, terms and conditions of payment (it being specified that the shares may be paid up in cash and/or by offsetting against certain, liquid and payable debts owed to the Company), dividend entitlement date (with a possible retroactive dividend entitlement date) and other characteristics of the new shares thus issued;
 - o determine the number of shares to be issued ;
 - o determine, on one or more occasions, the list of beneficiaries within the above category (up to a maximum of one hundred and forty-nine (149) beneficiaries), and the number of ordinary shares to be issued to each of them;
 - o at its sole discretion, charge the costs of the capital increase against the amount of the related premiums and deduct from this amount the sums required to fund the legal reserve; and
 - o take all appropriate measures to implement this resolution and enter into all agreements for the purpose of implementing this authorisation, in particular with a view to successfully completing the planned issues, formally acknowledging their completion and amending the Articles of Association accordingly, as well as carrying out all formalities and declarations required for the issue, listing and financial servicing of the securities issued pursuant to this authorisation and requesting all necessary authorisations for the completion and successful completion of these issues.
 6. **sets** the period of validity of the authorisation granted in this resolution at **eighteen months** from the date of this General Meeting, i.e. until **30 June 2026**.
 7. formally **notes** that this authorisation cancels with effect from this day the unused portion of the previous authorisation granted by the 28th resolution adopted by the General Meeting of 26 July 2023.

Thirty-fifth resolution - Authorisation to be given to the Board of Directors to increase the number of shares to be issued as part of a capital increase with or without pre-emptive subscription rights

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

1. **authorises** the Board of Directors, with powers to subdelegate within the law, to decide to increase the number of shares to be issued as part of an increase in the Company's share capital, with or without pre-emptive subscription rights, decided pursuant to the 27th to 29th resolutions of this General Meeting, at the same price as that used for the initial issue, within the time periods and limits stipulated by the regulations applicable on the issue date (currently, within thirty days of the close of the subscription period and **up to a limit of 15% of the initial issue**), in particular with a view to granting an over-allotment option in accordance with market practices.
2. **resolves** that the nominal amount of the capital increases decided under this resolution will be deducted from the ceiling stipulated in the resolution under which the initial issue is decided and from the applicable overall ceiling stipulated in the 39th resolution of this General Meeting or, where applicable, from the amount of the ceilings stipulated by resolutions of the same nature that may supersede said resolutions during the period of validity of this authorisation.
3. **sets** the period of validity of the authorisation granted in this resolution at **twenty-six months** from the date of this General Meeting, i.e. until **28 February 2027**.
4. formally **notes** that this authorisation cancels with effect from this day the unused portion of the previous authorisation granted by the 29th resolution adopted by the General Meeting of 26 July 2023.

Thirty-sixth resolution - Delegation of authority to the Board of Directors to decide to increase the share capital by issuing ordinary shares in the Company, without pre-emptive subscription rights, reserved for one or more persons designated by name, up to a maximum of 30% of the share capital.

The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of article L. 22-10-52-1 of the French Commercial Code :

1. **delegates** to the Board of Directors its powers, with the option to sub-delegate these powers to any duly empowered person in accordance with the law and regulations, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, to decide on the issue, without shareholders' pre-emptive subscription rights, reserved for one or more named persons, in euros or foreign currencies or any other monetary unit established by reference to several currencies, of new shares in the Company up to a maximum of 30% of the share capital per year.

2. **resolves** to cancel shareholders' pre-emptive rights to subscribe for the ordinary shares covered by this resolution and to reserve the right to subscribe for the ordinary shares covered by this resolution for one or more persons designated by name.
The Board of Directors will determine the name(s) of the beneficiary(ies) in whose favour preferential subscription rights have been waived and the number of shares to be issued in their favour.
3. **resolves** that the issue price of the ordinary shares issued under this authorisation will be set by the Board of Directors in accordance with the laws and regulations in force on the date on which the Board of Directors decides to use this authorisation.
4. **resolves** that the Board of Directors will have full powers, which it may in turn delegate to any duly empowered person in accordance with the law, to implement this authorisation and, in particular, to :
 - decide on the issue of securities and determine the terms and conditions of any issue, in particular the amount, dates, issue price, terms of payment (it being specified that the securities may be paid up in cash and/or by offsetting against certain, liquid and due claims on the Company) and the dividend entitlement date (with a possible retroactive dividend entitlement date);
 - determine the number and price of ordinary shares to be issued;
 - provide for the possibility of suspending the exercise of the rights attached to these shares in accordance with legal and regulatory provisions;
 - determine and make any adjustments to take account of the impact of transactions affecting the Company's share capital, and set any other terms and conditions to ensure that the rights of holders of securities giving access to the share capital are preserved, where applicable;
 - at its sole discretion, charge the costs of the capital increase against the amount of the related premiums and deduct from this amount the sums required to fund the legal reserve; and
 - take all necessary measures and enter into all agreements for the purpose of implementing this authorisation, in particular with a view to the successful completion of the proposed issues, record the completion thereof and amend the Articles of Association accordingly, and to carry out all formalities and declarations required for the issue, listing and financial servicing of the securities issued pursuant to this authorisation and for the exercise of the rights attached thereto, and to apply for any authorisations that may prove necessary for the completion and successful completion of these issues.
5. sets the period of validity of the authorisation granted in this resolution at **eighteen months** from the date of this General Meeting, i.e. until **30 June 2026**.

Thirty-seventh resolution - Delegation of authority to the Board of Directors to decide to increase the share capital by issuing shares or securities giving access to the capital, reserved for members of company savings plans, with cancellation of preferential subscription rights in their favour

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, in accordance with Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 et seq. of the French Commercial Code and Articles L. 3332-1 et seq. of the French Labour Code:

1. **delegates** to the Board of Directors, with powers to subdelegate within the law, its authority to decide to increase the share capital without pre-emptive subscription rights, 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 other currency or monetary unit established by reference to more than one currency, with or without a premium, for valuable consideration or free of consideration, by issuing shares (excluding preference shares) and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the Commercial Code giving immediate or future access to the Company's capital (including equity securities giving entitlement to the allotment of debt securities), reserved for members of one or more employee savings plans (or any other plan to whose members articles L. 3332-1 et seq. of the French Labour Code or any similar law or regulation would allow a capital increase to be reserved under equivalent conditions) set up within all or part of a French or foreign company or group of companies included in the scope of consolidation or combination of the Company's accounts pursuant to Article L. 3344-1 of the French Labour Code; it being specified that this resolution may be used for the purposes of implementing leveraged schemes.
2. **resolves** that the maximum nominal amount of capital increases that may be carried out under this authorisation is set at 2% of the share capital as at the date of this General Meeting, in euros or the equivalent in any other currency or monetary unit established by reference to several currencies. To this amount shall be added, where applicable, the nominal amount of the capital increase required to preserve the rights of holders of rights or securities giving access to the Company's capital, in accordance with the law and, where applicable, with any contractual stipulations providing for other methods of preservation.
3. **resolves** that the price of the shares to be issued pursuant to paragraph 1 of this authorisation may not be more than 20% lower, or 30% lower where the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is equal to or greater than ten years (or any other maximum percentage provided for by the legal provisions applicable at the time the price is set), than the average of the opening prices quoted for the share during the 20 trading sessions preceding the decision setting the opening date for subscription, nor exceed this average.
4. **authorises** the Board of Directors to allocate, free of charge, to the beneficiaries indicated above, in addition to the shares or securities giving access to the capital, shares or securities giving access to the capital to be issued or already issued, in substitution for all or part of the employer's contribution and/or the discount to the reference price, on the understanding that the benefit resulting from this allocation may not exceed the applicable legal or regulatory limits.
5. **resolves** to waive shareholders' pre-emptive rights to subscribe for the shares covered by this resolution in favour of the beneficiaries indicated above, said shareholders also waiving, in the event of a free allotment to the beneficiaries indicated above of shares or securities giving access to the capital, any right to said shares or securities giving access to the capital, including to the portion of reserves, profits or premiums incorporated into the capital, by reason of the free allotment of these securities made on the basis of this resolution.

6. **authorises** the Board of Directors, under the terms of this authorisation, to sell shares to members of an employee or group savings plan (or similar plan) as provided for by Article L. 3332-24 of the French Labour Code, it being stipulated that the nominal value of shares sold at a discount will be deducted from the ceiling referred to in paragraph 2 above.
7. **resolves** that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this authorisation within the limits and subject to the conditions set out above, and in particular to:
 - to determine, in accordance with the law, the list of companies whose beneficiaries, as indicated above, may subscribe for the shares or securities giving access to the capital thus issued and, where applicable, benefit from the shares or securities giving access to the capital allocated free of charge;
 - decide that subscriptions may be made directly by beneficiaries who are members of an employee or group savings plan (or similar plan), or through company mutual funds or other structures or entities permitted by the applicable legal or regulatory provisions;
 - set the opening and closing dates for subscriptions;
 - set the terms and conditions under which the Company will have the option, where applicable, to purchase or exchange on the stock market, at any time or during specific periods, the securities giving access to the capital with a view to cancelling them or not, taking into account the legal provisions;
 - provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance with legal or regulatory provisions;
 - to set the amounts of the issues to be carried out under this authorisation and, in particular, to determine the issue prices, dates, time limits, terms and conditions of subscription, payment (it being specified that the securities may be paid up in cash and/or by offsetting against certain, liquid and payable debts owed to the Company), delivery and entitlement to dividends of the securities (even retroactively), the reduction rules applicable in the event of oversubscription and the other terms and conditions of the issues, within the legal and regulatory limits in force;
 - to determine and make any adjustments to take account of the impact of transactions involving the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the shares, a capital increase by capitalisation of reserves, the free allotment of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, amortisation of capital, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offer and/or a change of control), and to set any other terms and conditions to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of adjustments in cash);
 - in the event of a free allotment of shares or securities giving access to the capital, to determine the nature, characteristics and number of shares or securities giving access to the capital to be issued, the number to be allotted to each beneficiary, and to set the dates, deadlines, terms and conditions for the allotment of these shares or securities giving access to the capital within the legal and regulatory limits in force and, in particular, to choose to deduct the equivalent value of these shares or securities from the total amount of the employer's contribution or discount to the reference price and, in the event of the issue of new shares, to deduct, where applicable, from the reserves, profits or issue premiums, the sums required to pay up the said shares;
 - record the completion of the capital increases pursuant to this authorisation and amend the Articles of Association accordingly;
 - at its sole discretion, to charge the costs of the capital increases against the amount of the related premiums and to deduct from this amount the sums required to fund the legal reserve;
 - in general, to enter into any agreement, in particular to successfully complete the planned issues, to take any measures and decisions and to carry out any formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorisation and for the exercise of the rights attached thereto.
8. **sets** the period of validity of the authorisation granted in this resolution at **twenty-six months** from the date of this General Meeting, i.e. until **28 February 2027**.
9. **formally notes** that this authorisation cancels with effect from this day the unused portion of the previous authorisation granted by the 31st resolution adopted by the General Meeting of 26 July 2023.

Thirty-eighth resolution -Authorisation given to the Board of Directors to make free allocations of ordinary and/or preference shares in the Company, either existing or to be issued, without pre-emptive subscription rights, to employees, or certain categories of employees, and corporate officers, or certain categories of corporate officers, of the Company and/or related companies

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having consulted the report drawn up by the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-197-1 et seq., L. 228-11 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code :

1. **authorises** the Board of Directors, with powers to subdelegate within the limits of the law and regulations, to award, on one or more occasions, in the proportions and at the times it sees fit, free ordinary and/or preference shares (including 2023 preference shares) (in which case giving entitlement to conversion into ordinary shares in the Company, whether existing or to be issued) in the Company, for the benefit of all or certain categories of employees and all or certain corporate officers of the Company or of companies or groupings affiliated to it under the conditions set out in Article L.225-197-2 of the Commercial Code, under the conditions set out below.
2. **resolves** that the total number of free shares allotted under this authorisation, together with the total number of ordinary shares likely to result from the conversion of preference shares, may not exceed 15% of the total number of shares making up the Company's share capital on the date of the Board of Directors' decision to allot them, it being specified that this ceiling is set without taking into account the number of ordinary and/or preference shares that may be issued, where applicable, in respect of adjustments designed to preserve the rights of beneficiaries of free allocations of ordinary and/or preference shares, in accordance with the law and with the free allocation plan(s) for ordinary and/or preference shares decided by the Board of Directors.

3. **resolves** that the allocation of free ordinary and/or preference shares to their beneficiaries may be subject to performance conditions to be defined by the Board of Directors and, where applicable, to a condition that the beneficiaries must still be employed by the Company, in accordance with the terms and conditions determined by the Board of Directors.
4. **resolves** that the free allocation of ordinary and/or preference shares to their beneficiaries will become definitive at the end of a vesting period, the duration of which will be set by the Board of Directors and which may not be less than the minimum vesting period, if any, provided for by the laws and regulations in force on the date of the Board of Directors' decision to allocate the shares; and that the beneficiaries must keep the shares thus acquired for a period set by the Board of Directors which may not be less than the minimum holding period, if any, provided for by the laws and regulations in force on the date of the Board of Directors' decision to grant the shares (taking into account, where applicable, the length of the vesting period set by the Board of Directors), it being specified that in the event of (i) the death of a beneficiary corresponding to the exception provided for in Article L. 225-197-3 of the French Commercial Code or (ii) the disability of a beneficiary corresponding to classification in the second or third of the categories provided for in article L. 341-4 of the French Social Security Code, in accordance with article L. 225-197-1 paragraphs 6 and 7 of the French Commercial Code, or the equivalent case abroad, the shares will be definitively allocated to the beneficiary before the end of the remaining vesting period and the said shares will be freely transferable.
5. **formally notes** that this authorisation automatically entails the express waiver by the Company's shareholders, in favour of the beneficiaries of the free allotments of ordinary and/or preference shares, of (i) their pre-emptive right to subscribe to the new ordinary and/or preference shares to be issued as a result of the free allotments and to the ordinary shares resulting from the conversion of these preference shares, (ii) to that part of the reserves, profits or premiums which will be incorporated into the capital in the event of the free allocation of new shares and (iii) to any right over the existing shares allocated free of charge, any increase in the Company's capital corresponding to the issue of new shares allocated free of charge will be definitively completed solely as a result of the definitive acquisition of the said shares by the beneficiaries.
6. **notes** that, should the Board of Directors make use of this authorisation, it must inform the General Meeting each year of the transactions carried out pursuant to the provisions of Articles L.225-197-1 to L.225-197-3 of the French Commercial Code, in accordance with the conditions set out in Article L.225-197-4 of said Code.
7. **grants** the Board of Directors, with the option of sub-delegation under the conditions laid down by law and regulations, all powers for the purpose of implementing this authorisation, and in particular :
 - determine, on one or more occasions, the list of beneficiaries, or the category or categories of beneficiaries, of the free allocations of ordinary and/or preference shares among the employees and corporate officers of the Company or of the companies or groupings referred to in paragraph 1 above, as well as the number of ordinary and/or preference shares allocated to each of them,
 - determine whether the ordinary and/or preference shares to be allotted free of charge will consist of new ordinary and/or preference shares to be issued and/or existing shares in the Company and, if so, modify its choice before the final allotment,
 - set, within the above limits, the conditions and, where applicable, the criteria for the free allocation of ordinary and/or preference shares, and in particular the performance conditions to be met and the length of the vesting period and the required holding period for each beneficiary,
 - provide for the possibility of temporarily suspending allotment rights in accordance with the applicable laws and regulations,
 - record the final acquisition dates and the dates from which the ordinary and/or preference shares may be freely sold, subject to legal restrictions,
 - register the ordinary and/or preference shares allocated free of charge in a nominative account in the name of their holder, mentioning the lock-up period and the duration thereof, and lift the lock-up period for the shares in any circumstances in which the applicable regulations allow this lock-up period to be lifted,
 - make any necessary adjustments to the number of ordinary and/or preference shares allotted free of charge in order to preserve the rights of beneficiaries, depending on any transactions affecting the Company's share capital during the vesting period, in particular in the event of a change in the par value of the share, capital increase by capitalisation of reserves, allocation of free shares or issue of new shares with pre-emptive subscription rights reserved for shareholders, it being specified that the shares allocated in application of these adjustments will be deemed to have been allocated on the same day as the shares initially allocated,
 - in the event of the issue of new ordinary and/or preference shares in the Company, deduct, where appropriate, from reserves, profits or share premium, the sums required to pay up said shares in full,
 - record the completion of each capital increase carried out under this authorisation and amend the Company's Articles of Association accordingly, and
 - in general, enter into any agreement, in particular to successfully complete the planned allocations, take any measures and carry out any formalities required for the implementation of this resolution, in particular for the issue, admission to trading on the regulated market of Euronext Paris and financial servicing of the new ordinary shares issued under this authorisation or resulting from the conversion of the preference shares.
8. **sets** the period of validity of the authorisation granted in this resolution **at thirty-eight months** from the date of this General Meeting, **i.e. until 29 February 2028**.
9. **formally notes** that this authorisation cancels with effect from this day the unused portion of the previous authorisations granted by the 32nd resolutions adopted by the General Meeting of 26 July 2023.

access to the capital

The General Meeting, under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Directors, and as a consequence of the adoption of the preceding resolutions :

1. **resolves** to set at three hundred million (300,000,000) euros the maximum nominal amount of capital increases that may be carried out under the delegations of authority granted by the 26th to 30th and 32nd, 33rd and 35th resolutions, it being stipulated that to this nominal amount may be added the nominal amount of any additional capital increases to preserve the rights of holders of securities giving access to the Company's capital in accordance with the law and, where applicable, any contractual stipulations providing for other preservation arrangements
2. also **resolves** to set the maximum nominal amount of debt securities that may be issued under the authorisations granted by the 26th to 30th, 32nd and 33rd resolutions at three hundred million euros (300,000,000 euros).

Fortieth resolution - Authorisation given to the Board of Directors to reduce the share capital by cancelling treasury shares

The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code :

1. **authorises** the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times it sees fit, by cancelling any number of treasury shares it decides within the limits authorised by law, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code.
On the date of each cancellation, the maximum number of shares cancelled by the Company during the twenty-four month period preceding the cancellation, including the shares cancelled, may not exceed 10% of the shares making up the Company's share capital at that date, it being noted that this limit applies to an amount of the Company's share capital which may be adjusted to take account of transactions affecting the share capital subsequent to this General Meeting.
2. **grants** full powers to the Board of Directors, with the option of sub-delegation, to carry out the cancellation(s) and capital reduction(s) that may be carried out by virtue of this authorisation, to deduct the difference between the repurchase value of the cancelled shares and their par value from the premiums and available reserves of its choice, to allocate the fraction of the legal reserve that becomes available as a result of the capital reduction, and to amend the Articles of Association accordingly and carry out all formalities.
3. **resolves** that this authorisation is given for a period of **twenty-six months** from today's date, i.e. until **28 February 2027**.
4. **formally notes** that this authorisation cancels with effect from this day the unused portion of the previous authorisation granted by the 34th resolution adopted by the General Meeting of 26 July 2023.

Forty-first resolution - Authorisation to be given to the Board of Directors to grant options to subscribe for and/or purchase shares, with waiver of pre-emptive subscription rights

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditor's Special Report, and in accordance with the provisions of Articles L.225-177 et seq. of the French Commercial Code :

1. **authorises** the Board of Directors, in accordance with the provisions of Articles L. 225-177 to L. 225-186-1 of the French Commercial Code, and Article L. 225-10-56 of the French Commercial Code, to grant, on one or more occasions, to employees and corporate officers of the Company and of companies or groupings affiliated to it under the conditions set out in Article L. 225-180 of the said Code, options giving entitlement to subscribe for new shares in the Company to be issued as a capital increase, as well as options giving entitlement to purchase shares in the Company resulting from repurchases made by the Company under the conditions laid down by law.
2. **resolves** that stock options granted under this authorisation may not give entitlement to a total number of shares in excess of three point five per cent (3.5%) of the share capital on the date of the Board of Directors' decision, and that the nominal amount of capital increases resulting from the exercise of stock options granted under this authorisation will not count towards the overall ceiling set in the 39th resolution of this General Meeting.
3. **resolves** that the price to be paid on exercise of the options to subscribe for or purchase shares will be set by the Board of Directors on the day the options are granted; resolves that (i) where options to subscribe for shares are granted, this price may not be less than 80% of the average of the prices quoted for the Company's shares on the regulated market of Euronext Paris over the 20 trading sessions preceding the day on which the options to subscribe for shares are granted and (ii) where options to purchase shares are granted, this price may not be less than either the value indicated in (i) above or 80% of the average purchase price of the shares held by the Company under Articles L. 225-208 and L. 225-209 of the French Commercial Code. If the Company carries out one of the transactions provided for in Article L. 225-181 of the Commercial Code, the Board of Directors will take the necessary measures to protect the interests of the beneficiaries, in accordance with the regulations in force at the time, including, where applicable, adjusting the number of shares that may be obtained by exercising the options granted to the beneficiaries to take account of the impact of this transaction.
4. **formally notes** that this authorisation entails the express waiver by shareholders, in favour of the beneficiaries of stock options, of their pre-emptive rights to subscribe for the shares to be issued as and when the stock options are exercised. The increase in share capital resulting from the exercise of stock options will be definitively completed by the sole fact of the declaration of the exercise of the option accompanied by the subscription forms and the payments to be made in full, which may be made in cash or by offsetting against receivables held against the Company.
5. accordingly **confers** full powers on the Board of Directors to implement this authorisation, and in particular to :
 - draw up the list of option beneficiaries and the number of options allocated to each of them, it being specified that the beneficiaries contribute through their actions to the development and results of the Company;
 - set the dates on which the options will be granted;
 - set the terms and conditions of the options, and in particular :
 - the term of validity of the options, it being understood that the options must be exercised within a maximum period of 10 years from the date on which they are granted, unless otherwise stipulated by law or regulation;

- the date(s) or period(s) for exercising the options, on the understanding that the Board of Directors may (a) bring forward the date(s) or period(s) for exercising the options, (b) maintain the exercisability of the options, or (c) modify the date(s) or period(s) during which the shares obtained by exercising the options may not be sold or converted into bearer shares;
 - any clauses prohibiting the immediate resale of all or part of the shares resulting from the exercise of the options, provided that the period during which the shares must be held does not exceed three years from the date on which the option is exercised;
 - where applicable, limit, suspend, restrict or prohibit the exercise of options or the transfer or conversion into bearer shares of shares obtained by the exercise of options, during certain periods or following certain events, and its decision may relate to all or some of the options or shares or concern all or some of the beneficiaries;
 - set the dividend entitlement date, even retroactively, for new shares resulting from the exercise of stock options.
6. **resolves** that the Board of Directors will also have full powers, with the option to sub-delegate these powers in accordance with the law, to record the completion of the capital increases up to the amount of the shares actually subscribed through the exercise of the subscription options, to amend the Articles of Association accordingly and, at its sole discretion and if it sees fit, charge the costs of the capital increases against the amount of the premiums relating to these transactions and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase, and carry out all formalities required for the listing of the securities thus issued, make all declarations to all bodies and do all that may be otherwise necessary.
7. **sets** the period of validity of the authorisation granted in this resolution at **thirty-eight months** from the date of this General Meeting, i.e. until **29 February 2028**.
8. **formally notes** that this authorisation cancels with effect from this day the unused portion of the previous authorisation granted by the ^{35th} resolution adopted by the General Meeting of 26 July 2023.

THE COMPETENCE OF THE ORDINARY GENERAL MEETING :

Forty-second resolution - Powers to carry out formalities

The General Meeting confers full powers on the bearer of an original, copy or extract of the minutes of its deliberations to carry out all filings and formalities required by law.

SUMMARY OF THE COMPANY'S POSITION DURING THE 2023 FINANCIAL YEAR

1. GROUP ACTIVITIES IN 2023

1.1 THE ESSENTIAL

The Group continued its solid growth trajectory initiated in 2022, as the industry continues to recover from the COVID crisis. The company has focused on the operational optimisation of its production for its customers, despite a challenging environment marked by a fragile supply chain with many suppliers struggling to increase their output, particularly in the aerostructures segment, and significant inflation affecting wages, raw materials and energy in particular.

André Hubert Roussel, the Group's recently appointed Chief Executive, said: "2023 continued to be a challenging year for Latecoere and for the aerospace supply chain in general. However, we have continued to strengthen our operations by keeping our teams highly focused on quality and service.

OTD ('on time delivery'), resolving supply challenges and progressing with our previously announced industrial transfers and related restructuring.

As part of our overall strategy, we are focusing in particular on the following points:

- investing in our people and organisational structure, including a number of key appointments that bring greater operational expertise to the team;
- improving operating performance;
- strengthen our operational platform through transformational investment to optimise our cost structure;
- effectively integrate and develop the strategic investments made in 2021 and 2022 ;

- and conclude the ongoing negotiations on equipment manufacturer prices and the passing on of inflation.

By focusing on the current supply chain challenges and continuing our operational transformation, we expect to continue to strengthen our business as we take full advantage of the ongoing recovery in the aerospace and defence industry. The implementation of our strategy has contributed to recent commercial wins in aerostructures and interconnect systems in North America and Europe, both with existing and new customers.

1.2 2023 RESULTS - HIGHLIGHTS AND KEY FINANCIAL INDICATORS

| (in € millions) | 2022 | 2022 restated ¹ | H1 restated ¹ | S2 | 2023 |
|--|----------------|----------------------------|--------------------------|---------------|----------------|
| Sales figures | 468,3 | 466,8 | 303,8 | 318,5 | 622,3 |
| <i>Growth in value</i> | <i>39,4%</i> | <i>39,4%</i> | <i>42,9%</i> | <i>22,9%</i> | <i>32,9%</i> |
| <i>Organic growth</i> | <i>16,5%</i> | <i>17,0%</i> | <i>15,2%</i> | <i>19,8%</i> | <i>17,5%</i> |
| Current EBITDA | (8,5) | (5,7) | (17,6) | (1,1) | (18,6) |
| <i>Current EBITDA margin on sales</i> | <i>-1,8%</i> | <i>-1,2%</i> | <i>-5,8%</i> | <i>-0,3%</i> | <i>-3,0%</i> |
| Operating free cash flow from continuing operations | (173,2) | (173,2) | (59,1) | (59,1) | (118,2) |
| Net cash flow | (203,7) | (203,7) | (28,1) | 39,3 | 11,2 |
| Cash and cash equivalents | 73,9 | 73,9 | 45,8 | 85,1 | 85,1 |
| Net debt² | 297,1 | 297,1 | 370,3 | 125,2 | 125,2 |

(1) Restated data: the key financial indicators for 2022 and the first half of 2023 have been restated to reflect the goodwill allocation adjustments under IFRS 3, recognised retrospectively in the opening balance sheets of the acquired entities prepared at the acquisition date.
(2) Net debt is presented without taking into account the mechanism for returning to a better position.

Group sales are expected to reach €622.3 million in 2023, compared with €466.8 million in 2022, an increase of €155.5 million or 32.9%. Organic sales growth for 2023, at constant exchange rates and scope of consolidation, amounted to €75 million, i.e. +17.5%, as a result of the increase in production rates, in particular the resumption of the B787 programme in the Aerostructures sector and the A350 and ATR programmes in the Interconnect Systems sector.

The Group also benefited over the period from the contribution of the businesses acquired in 2022, as the sales from these acquisitions were generated over a full year in 2023. This scope effect amounted to +88 million euros when comparing revenues for 2023 with those for 2022.

In addition, the Group's sales benefited from a favourable currency effect of €19 million in 2023, compared with a favourable currency effect of €25.5 million in 2022.

The Group has reported recurring EBITDA of -€18.6 million for 2023, a deterioration of €12.9 million compared with restated 2022. This deterioration is mainly due to:

- Substantial cost overruns due to supply chain difficulties, leading to higher costs of conversion and freight, and

- Inflationary pressures in 2023, resulting from further increases in material and labour costs, which have not been fully passed on to customers.

Net cash flow for the period was €11.2 million, reflecting the success of the €124.4 million capital increase, which offset operating free cash flow from continuing operations of €118.2 million, as well as cash flow from discontinued operations of €7.6 million.

Free Cash Flow from continuing operations, at -€118.2 million, reflects current EBITDA losses of -€18.6 million plus :

- Non-recurring costs of €35.7 million relating to business transfers in progress and the corresponding restructuring costs,
- Additional capital expenditure of €19.5 million, particularly in North America, and
- An investment of €30.3 million in net working capital to support the increase in output requested by OEM customers.

At the end of December 2023, cash and cash equivalents amounted to €85.1 million, an improvement of €11.2 million compared with 31 December 2022.

Net debt at the end of December 2023 stood at €125.2 million following the cancellation of €183 million of financial debt.

1.2.1 AEROSTRUCTURES

The 2023 revenues of Latecoere's Aerostructures division rose by +47.1% to €381 million, compared with €256.1 million in 2022. On a like-for-like basis, 2023 revenues rose by €48.4 million (19.5%). Business benefited from the upturn in production rates, particularly on the B787 programme. The full-year contribution to 2023 revenues from acquisitions made in 2022 was €93.7 million, compared with €15.8 million in 2022 (post-acquisition period from 7 November 2022).

The division's recurring EBITDA was -€18.8 million, a deterioration of €19 million compared to 2022, mainly due to high inflation, multiple supply chain challenges and related cost overruns which negatively impacted performance. This was compounded by protracted negotiations with customers over the pass-through of inflation, particularly impacting the second half of 2023.

The division's operating free cash flow came to €103.2 million, impacted by the deterioration in recurring EBITDA, non-recurring costs of €21.3 million relating to business transfers and associated restructuring, capital expenditure of €16.1 million, and an investment of €24 million in working capital to support increased demand from OEM customers.

| Aerostructures (€m) | 2022 | 2022 restated1 | H1 restated1 | S2 | 2023 |
|---|---------------|-------------------|---------------|---------------|----------------|
| Consolidated sales | 259,1 | 257,6 | 190,2 | 190,8 | 381,0 |
| <i>Growth in value</i> | <i>47,6%</i> | <i>46,8%</i> | <i>65,5%</i> | <i>28,6%</i> | <i>47,1%</i> |
| <i>Growth at constant exchange rates constant perimeter</i> | <i>26,3%</i> | <i>27,3%</i> | <i>22,3%</i> | <i>16,7%</i> | <i>19,5%</i> |
| Inter-segment sales | 21,5 | 21,5 | 11,2 | 44,5 | 55,7 |
| Sales figures | 280,6 | 279,1 | 201,4 | 235,3 | 436,7 |
| Current EBITDA | (2,5) | 0,3 | (11,0) | (7,8) | (18,8) |
| <i>Recurring EBITDA margin on revenues</i> | <i>-0,9%</i> | <i>0,1%</i> | <i>-5,5%</i> | <i>-3,3%</i> | <i>-4,3%</i> |
| Free cash flow from operations from continuing operations | (22,0) | (22,0) | (50,6) | (52,6) | (103,2) |
| <i>(1) Restated data: key financial indicators for 2022 and the first half of 2023 have been restated to reflect accounting adjustments under IFRS 3, recognised retrospectively in the opening balance sheets of acquired entities prepared at the acquisition date.</i> | | | | | |

1.2.2 INTERCONNECTION SYSTEMS

Latecoere's Interconnection Systems division posted a 15.4% increase in 2023 sales to €241.3 million, compared with €209.2 million in 2022. On a like-for-like basis, 2023 sales rose by €26.6 million (+14.9%). This growth was achieved thanks to higher deliveries on the A350 and ATR programmes, offsetting lower A320 production in the first half of 2023. The effect on 2023 of acquisitions made in 2022 is €10.2 million.

The division's recurring EBITDA is +€0.1 million, an improvement of +€6.1 million compared with 2022, benefiting from the improvement in production rates on the A350 and ATR programmes, proactive management of fixed costs and the full-year contribution of the acquisitions made in 2022; with an improvement in performance in the second half of 2023.

The division's operating free cash flow from continuing operations amounted to €14.9 million, an improvement of €1.2 million on the previous year.

+8.7 million compared with 2022. This improvement reflects higher EBITDA, better management of working capital and lower non-recurring costs.

| Interconnection Systems (in €M) | 2022 | 2022 restated1 | H1 restated1 | S2 | 2023 |
|--|--------------|----------------|--------------|--------------|--------------|
| Consolidated sales | 209,2 | 209,2 | 113,6 | 127,7 | 241,3 |
| <i>Growth in value</i> | <i>30,3%</i> | <i>30,3%</i> | <i>16,3%</i> | <i>14,4%</i> | <i>15,4%</i> |
| <i>Growth at constant exchange rates and scope of consolidation constant</i> | <i>7,1%</i> | <i>7,1%</i> | <i>6,5%</i> | <i>23,3%</i> | <i>14,9%</i> |
| Inter-segment sales | 1,6 | 1,6 | 1,3 | 57,0 | 58,3 |
| Sales figures | 210,8 | 210,8 | 114,9 | 184,7 | 299,6 |
| Current EBITDA | (6,0) | (6,0) | (6,6) | 6,7 | 0,1 |
| <i>Recurring EBITDA margin on sales business</i> | <i>-2,8%</i> | <i>-2,8%</i> | <i>-5,7%</i> | <i>3,6%</i> | <i>0,0%</i> |

| | | | | | |
|---|---------------|---------------|--------------|--------------|---------------|
| Free cash flow from operating activities continuing operations | (23,6) | (23,6) | (8,6) | (6,4) | (14,9) |
| <i>(1) Restated data: key financial indicators for 2022 and the first half of 2023 have been restated to reflect accounting adjustments under IFRS 3, recognised retrospectively in the opening balance sheets of acquired entities prepared at the acquisition date.</i> | | | | | |

1.3 ADDITIONAL INFORMATION - OUTLOOK FOR 2023

2023 was a challenging period for the aerospace supply chain industry in general and Latecoere in particular. These challenges continue into 2024, with persistent inflationary pressures, challenges arising from a limited aerospace supply chain.

OEM volume growth in the commercial, business aviation and defence sub-segments continues to improve overall revenues, while adding challenges and cost pressures to the industry to support the ramp-up in activity.

To meet these challenges, Latecoere continues to invest in its operational platform, people and geographic footprint, creating a more resilient business model that is better positioned to grow with customer demands. Latecoere's outlook for 2024 includes:

- Increased sales growth;
- A significant reduction in EBITDA losses, resulting from the implementation of operational and commercial initiatives, an improved supply chain situation and increased activity in the key sub-segments of the commercial, business aviation and defence markets, and ;
- A significant improvement in operating free cash flow, impacted by the remaining costs of restructuring, the increase in working capital due to sales growth and key investments to strengthen Latecoere's competitive position, but offset by improvements in operational and commercial initiatives.

Latecoere is proud to announce that it has signed contracts with :

- Boeing to supply wiring systems for the 737 MAX and 767 programmes
- Airbus for the A321 upper wing door

These new commercial contracts demonstrate the confidence of Latecoere's customers in its strategic roadmap. Latecoere will continue to strive to successfully meet the growing demand in the aviation sector for its OEM customers.

1.4 ANNUAL SHAREHOLDERS' MEETING

Following the authorisation granted by the Toulouse Commercial Court to hold its Annual General Meeting between now and 31 December 2024, Latecoere informs that its Annual General Meeting will be held in Toulouse on 30 December 2024. The relevant publications will be made accordingly.

1.5 POST BALANCE SHEET EVENTS

Latecoere announced on 4 February 2024 that a fire had broken out at its Hermosillo plant in Mexico, particularly in a building housing its surface treatment facility. The fire was extinguished by local firefighters and no one was injured. Damage was limited to the surface treatment and painting building. The machining and sheet metal buildings were not affected. A working group has been set up to deal with the consequences of the fire.

1.6 GOVERNANCE

On 14 November 2024, André-Hubert Roussel was appointed Chief Executive Officer of the Latecoere Group. With over 20 years' experience in the aerospace and defence industry, André-Hubert Roussel is recognised for his ability to build strong teams and lead complex engineering and production organisations. Before joining Latecoere, he was Executive Chairman of ArianeGroup, prime contractor for Ariane satellite launchers and France's nuclear deterrent missiles, having previously been Head of Operations at Airbus Defence and Space, where he successfully turned around deliveries of the A400M aircraft.

André-Hubert Roussel is a graduate of the École Polytechnique and the École Nationale Supérieure des Télécommunications.

2. PARENT COMPANY BUSINESS IN 2023

The Company's financial statements for the year ended 31 December 2023 have been prepared in accordance with current regulations, resulting from the application of ANC regulation 2014-03. In addition, for the accounting treatment of certain specific transactions, the Company applies the recommendations of the professional chart of accounts for the aerospace industry.

21 ACTIVITY

Latecoere, the parent company, generated sales of €402.7m in 2023. Transactions in dollars are valued at the dollar rate prevailing on the transaction date.

Operating income in 2023 will be €94.2m, compared with €56.5m in 2022.

Net financial income amounted to €104.5m, resulting from the waiver of PGE/EIB debt for €183m, a provision of €7.2m for the financial recovery clause, provisions for impairment of long-term investments for €66.8m (€48m on equity investments, €18m on loans to subsidiaries and €0.8m on current accounts), interest on borrowings of €6.6m, discounts of €3m and a net foreign exchange impact of €4.7m on current accounts and loans to subsidiaries and miscellaneous items of €0.4m (factoring, etc.) and other exchange differences).

Exceptional items came to €1m, mainly comprising a €5.1m capital gain on the sale of Gimont and an exceptional write-back for inventory write-downs of €8.1m. There was also a negative impact of €12m from exceptional depreciation (impairment test on fixed assets), a €0.9m change in accelerated depreciation and €1.3m from other items.

At 31 December 2023, the workforce will number 679.

22 RESULTS, APPROPRIATION AND DIVIDENDS

The net result shows a surplus of €10,629,594.51. It was proposed that this surplus be allocated in full to "retained earnings".

- It will be proposed to the 2024 Combined Annual General Meeting that no dividend be paid in respect of the 2023 financial year. At the end of the financial year, the share capital of 124,967,771.65 euros comprised 12,496,777,165 shares with a par value of 0.01 euros, compared with 133,912,589.25 euros at 31 December 2022.

Capital increase on 21 April 2023 through the issue of 54,500 shares at €0.25. Capital reduction on 14 September from €132,926,214.25 to €536,195.35, bringing the new capital to 53,619,535 shares at €0.01. Capital increase on 21 November 2023 from 12,443,157,630 shares at 0.01 euros, bringing the share capital at 31 December to 12,496,777,165 shares at 0.01 euros or

124,967,771.65 euros The company has not paid any dividends in the last three financial years.

The total amount of expenses and charges covered by articles 39-4 of the French General Tax Code is €91,153.

23 RAW MATERIALS AND WORK-IN-PROGRESS

The balance sheet at the end of the financial year shows a net stock of raw materials of €7m (€16.4m in 2022). Work in progress and finished goods totalled €12m, compared with €32.7m at 31 December 2022.

24 RESEARCH AND DEVELOPMENT COSTS

Research and development costs are mainly recorded in the context of partnership contracts and do not give rise to the filing of patents for industrial protection. They totalled €11.2m and correspond to non-recurring expenditure on programmes that are re-invoiced to customers.

These expenses, financed by the Company, are recorded under work-in-progress. They are recognised in the income statement based on the stage of completion of the contracts concerned, in accordance with the contractual agreements defining, for each programme, the number of aircraft retained by the principals. Margins on partnership contracts are recognised on a percentage-of-completion basis, taking into account all the costs of these contracts, including development costs.

The main development programmes are based on customer contracts. The related risks are those described under programme risks. Latecoere does not receive any investment subsidies for its development programmes.

In a few specific cases, the Company may file patents.

25 INVESTMENTS

Acquisitions of new assets amount to €10.8m (compared with €22.7m in 2022).

26 NET FINANCIAL DEBT

- At 31 December 2023, borrowings from credit institutions, other borrowings and bank overdrafts amounted to €93.9m, compared with €279.2m in 2022. This change is due to the waiver of PGE and EIB loans amounting to €183m.

- The repayment schedule for loans and borrowings of €93.9m at 31/12/2023 is €3.4m short-term (less than one year) and €90.5m between 1 and 5 years.

The company has obtained repayable advances from the DGAC (Direction Générale de l'Aviation Civile - the French Civil Aviation Authority) to help finance programmes (mainly the A350 and Embraer E2). During the year, repayments were made in accordance with the contractual terms and conditions and the delivery of the products concerned. At the end of the 2023 financial year, the amount recorded in the balance sheet under "Repayable advances" was €13.4m.

27 INFORMATION ON PAYMENT TERMS

Pursuant to the provisions of Article L 441-6-1 paragraph 1 of the French Commercial Code, the table below summarises the mandatory information on payment terms (excluding Group companies):

| | Article D. 441 I.- 1°: Invoices received but not paid by the end of the financial year when due | | | | | Article D. 441 I.- 1°: Invoices issued but not paid by the end of the financial year when due | | | | |
|--|---|--------------|--------------|------------------|------------------------|---|--------------|--------------|------------------|------------------------|
| | 1 à 30 days | 31 à 60 days | 61 à 90 days | 91 days and more | Total (1 day and more) | 1 à 30 days | 31 à 60 days | 61 à 90 days | 91 days and more | Total (1 day and more) |
| (A) LATE PAYMENT INSTALMENTS | | | | | | | | | | |
| Number of invoices concerned | 516 | 125 | 91 | 531 | 1263 | 1 030 | 27 | 31 | 135 | 1 223 |
| Total amount of invoices concerned incl. VAT in €K | 18 123 | 14 768 | 9 837 | 19 320 | 62 048 | 2 283 | 408 | 1 486 | 1 210 | 5 387 |
| Percentage of total purchases for the year VAT INCLUDED | 4,2% | 3,4% | 2,3% | 4,5% | 14,4% | | | | | |
| Percentage of sales for the year including VAT | | | | | | 0,8% | 0,1% | 0,5% | 0,4% | 1,9% |
| (B) INVOICES EXCLUDED FROM (A) RELATING TO DISPUTED OR UNRECORDED DEBTS AND RECEIVABLES | | | | | | | | | | |
| Number of invoices excluded | 103 | 7 | 9 | 171 | 290 | No invoices excluded | | | | |
| Total amount of excluded invoices excluding VAT | 2 765 | 19 | 4 | 75 | 2 864 | | | | | |
| (C) REFERENCE PAYMENT TERMS USED (CONTRACTUAL OR LEGAL - ARTICLE L. 441-6 OR ARTICLE L. 443-1 OF THE COMMERCIAL CODE) | | | | | | | | | | |
| Payment periods used for calculation late payments | The Company has used the contractual deadlines for calculating late payments. | | | | | The Company has used the contractual deadlines for calculating late payments. | | | | |

For information, there are no late payments on the Group's receivables and payables.

3. ACTIVITIES OF THE MAIN SUBSIDIARIES AND AFFILIATES IN 2023

LATECOERE CZECH REPUBLIC S.R.O.

Latecoere Czech Republic s.r.o., a 100%-owned subsidiary of Latecoere, is located in Prague in the Czech Republic. It is the Group's centre of excellence for the production of mechanical parts and the assembly of door structures and electrical furniture. This company invoices Latecoere for almost all its production. A *sale and leaseback* transaction involving the land and buildings at the Prague site took place during the year. Details of this transaction are provided in section 5.7 - Consolidated financial statements.

Sales fell by 15.26% from CZK 1.73 billion to CZK 1.5 billion, due to the transfer of door assembly for the A320 programme to the Bulgarian subsidiary. Net profit amounted to CZK 52.1 million. The level of investment in 2023 amounted to CZK +28.2 million.

The registered workforce will be 448 at 31 December 2023, 5 fewer than at 31 December 2022.

LATECOERE DO BRASIL

This subsidiary is 98% owned by Latecoere and 2% by Latecoere Développement.

Given its proximity to Embraer, the site's purpose is to carry out final assembly and customisation of fuselage sections for the ERJ 170/190 family of aircraft. Since 2010, all sections delivered to Embraer have been assembled at this site.

In 2023, Latecoere do BRASIL generated sales of BRL 246.1 million, down 15% on 2022. Most of this business was generated with Embraer and the parent company. The number of employees at 31 December 2023 was 218, stable compared with 2022. Its net profit is BRL 3.1 million. Investment in 2022 amounted to R\$1.6 million.

LATECOERE MEXICO

The Mexican subsidiary, 100% owned by Latecoere, mainly produces doors for the North American market. It generated sales of MXN 528.8 million in 2023, up 281% on 2022 due to the resumption of Boeing 787 production. All sales will be generated by the parent company and other Group entities. Profit for 2023 is MXN 12.4 million, compared with MXN 17.7 million in 2022. Investment in 2023 amounted to MXN 75.8 million. The number of employees at 31 December 2023 was 503, compared with 303 in 2022 (of which 96 excluding the Figeac site, compared with 67 in 2022).

LATECOERE BULGARIA

The Bulgarian subsidiary, 100% owned by Latecoere, offers an assembly unit for avionics furniture and aerostructure subassemblies. It generated sales of BNG 111.1 million in 2023, up 41% on 2022 following the transfer to the Prague plant of production of doors for the A320 programme. Sales will be generated mainly by its parent company Latecoere SA, with the remainder by Latecoere Czech Republic s.r.o. (accounting for around 9% of the total). The 2023 result is BNG -0.9 million. Investments in 2023 amounted to BNG 3.5 million. At the end of the financial year, the number of employees was 367.

TECHNICAL AIRBORNE COMPONENTS (TAC)

TAC supplies parts for commercial aircraft, regional and business jets, helicopters, as well as a number of military and space programmes.

It generated sales of €31.4m over the year, with net income of €2.4m, most of which was generated with Airbus. Capital expenditure for the period totalled €1.3m. The number of employees at 31 December 2023 will be 158, compared with 173 at 31 December 2022.

SHIMTECH DE MEXICO (SDM)

SDM is a supplier of advanced, precision structural composite components and assemblies to the aerospace industry in the US market. The plant is integrated into the Hermosillo industrial cluster with Latecoere's other sites to promote synergies and competitiveness.

In 2023, the company generated sales of MXN 35.1 million, the majority with the Avcorp sub-group (94% of the total), with the remainder with the parent company. Profit for the year was MXN 0.6 million. The workforce at 31 December 2023 was 57.

LATELEC

LATElec, a 100%-owned subsidiary of Latecoere, is the Group's centre of excellence for interconnection systems. LATElec has 100% control of its subsidiaries in Germany, Morocco, Tunisia, Spain and Canada. In terms of strategy, it is firmly focused on its core business, which is the interconnection of on-board electrical systems in the aerospace industry.

The main results for the year ended 31 December 2023 are as follows:

- Sales totalled €347.9m;
- Total operating income amounted to : 357,2 M€ ;
- Total operating expenses amounted to : 388,2 M€ ;
- Operating profit came to -31 M€ ;
- Profit on ordinary activities before tax came to - 38,8 M€.

Taking into account these items, as well as tax and profit-sharing, the result for the year was a net loss of €40.6. Latecoere S.A. carried out a capital increase of €170 million by capitalising the current account.

The average number of employees at 31 December 2023 will be 519, compared with 611 in 2022.

Business improved in 2023 compared with 2022. LATElec recorded sales growth of more than 20%, thanks in particular to increased deliveries on the A350 and ATR programmes.

Profitability also improved in 2023, benefiting in particular from improved production rates on the A350 and ATR programmes and proactive management of its fixed costs.

The year 2023 was also marked by the sale to Bombardier of the EWIS activities at the Querétaro site in Mexico.

For 2024, the company will continue its recovery thanks to new contracts signed in 2023 and an increase in production rates, despite a still difficult context with persistent inflationary pressures and challenges arising from a limited aerospace supply chain.

Information on LATELEC's main subsidiaries

- **SEA LATElec:** Total sales 106.2 million TND, Total net profit 2.7 million TND, workforce at 31 December 2023: 571 employees. A capital increase of TND 26.6 million by incorporation of the LATElec current account was carried out during the year.
- **LATElec GmbH:** Total sales €9.7 million, Total net profit breakeven, workforce at 31 December 2023: 51 people
- **LATSima :** Total sales 411.8 million MAD, Total net income 20.6 million MAD, workforce at 31 December 2023: 608 people
- **LATElec Canada:** Total sales CAD 2 million Total net profit CAD -2.4 million, workforce at 31 December 2023: 21 people
- **LATElec Mexico:** Total sales MXN 502.1 million, Total net profit MXN 62.9 million, workforce at 31 December 2023: 443. The finalisation of the sale of Bombardier activities in June 2023, as presented in the notes to the consolidated financial statements, had an impact on business volumes, headcount and earnings for the year.
- **Mades:** This will be the first full year in the Group for this entity, acquired in May 2022. Total sales 29.2 million euros, Total net profit 2.3 million euros, workforce at 31 December 2023: 98 people.

AVCORP

This is the first full year in the Group for Avcorp, whose acquisition was finalised on 7 November 2022. The acquisition of Avcorp strengthens the Group's Aerostructures business by giving it access to key aeronautical platforms (B737 Max and F-35), an expanded product portfolio including wing sub-assemblies, and production capacity for large-format composite parts. The acquired sub-group posted sales of CAD 137 million and a net loss of CAD -15.7 million. Avcorp Composite Fabrication Inc. ceased operations on 31 March 2023.

The total workforce at 31 December 2023 will be 466, compared with 515 in 2022. The purchase price allocation is presented in note 5 to the consolidated financial statements.

4. RESEARCH AND DEVELOPMENT EXPENDITURE

In 2023, total R&D expenditure was €17.6m (2.8% of sales). R&T expenditure amounted to 9.6m, or 1.5% of sales. In 2022, this R&D and R&T expenditure totalled €22.9m. This expenditure is focused primarily on maturing composite and optical technologies, in particular for our customers' development programmes, and on modernising production techniques within our plants.

5. TREND INFORMATION

2023 was a challenging period for the aerospace *supply chain* industry in general and Latecoere in particular. These challenges continue into 2024, with persistent inflationary pressures, challenges arising from a limited aerospace *supply chain*.

OEM volume growth in the commercial, business aviation and defence sub-segments continues to improve overall revenues, while adding challenges and cost pressures to the industry to support the ramp-up in activity.

To meet these challenges, Latecoere continues to invest in its operational platform, people and geographic footprint, creating a more resilient business model that is better positioned to grow with customer demands. Latecoere's outlook for 2024 includes:

- Increased sales growth;

- A significant reduction in EBITDA losses, resulting from the implementation of operational and commercial initiatives, an improved supply chain situation and increased activity in the key sub-segments of the commercial, business aviation and defence markets, and ;
- A significant improvement in operating free cash flow, impacted by the remaining costs of restructuring, the increase in working capital due to sales growth and key investments to strengthen Latecoere's competitive position, but offset by improvements in operational and commercial initiatives.

Latecoere is proud to announce that it has signed contracts with :

- Boeing to supply wiring systems for the 737 MAX and 767 programmes
- Airbus for the A321 upper wing door

These new commercial contracts demonstrate the confidence of Latecoere's customers in its strategic roadmap. Latecoere will continue to strive to successfully meet the growing demand in the aviation sector for its OEM customers.

6. OTHER INFORMATION

6.1 INVENTORY OF LATECOERE COMPANY SECURITIES

| <i>In thousands of euros</i> | Number of shares | Gross value | Net value |
|-------------------------------------|------------------|----------------|----------------|
| LATECOERE INTERNATIONAL Inc. | 600 | 541 | 0 |
| LATECOERE Development | 150 003 | 572 | 572 |
| LATElec | 44 400 | 177 600 | 153 100 |
| LATECOERE Czech Republic s.r.o. | N/A | 20 787 | 20 787 |
| LATECOERE Do Brasil | 30 339 461 | 13 425 | 13 425 |
| LATECOERE BIENES RAICES | 1 | 0 | 0 |
| SEA LATELEC | 10 | 0 | 0 |
| LATECOERE BULGARIA | 200 | 100 | 0 |
| LATECOERE IS JAPON | 0 | 0 | 0 |
| LATECOERE SYSTEMS | 0 | 0 | 0 |
| LATECOERE INDIA | 2 999 999 | 353 | 0 |
| LATECOERE LIS UK | 1 000 | 1 | 1 |
| LATECOERE Mexico | 1 | 7 152 | 1 786 |
| LATELEC Mexico | 1 | 0 | 0 |
| Corse Composites Aéronautiques | 184 139 | 2 700 | 2 700 |
| Technical Airborne Components (TAC) | 11 868 | 37 774 | 37 774 |
| Shimtech de Mexico | 1 | 1 566 | 280 |
| Caeli Nova | 370 000 | 941 | 941 |
| Avcorp | 40 802 426 | 31 856 | 15 856 |
| LATFII | 1 000 | 1 | 1 |
| SUBSIDIARIES AND AFFILIATES | | 295 370 | 247 224 |
| LATECOERE shares | 106 729 | 2 | 2 |
| INVESTMENT SECURITIES | 106 729 | 2 | 2 |

6.2 LATECOERE FIVE-YEAR FINANCIAL SUMMARY

| | 31 Dec. 2019 | 31 Dec. 2020 | 31 Dec. 2021 | 31 Dec. 2022 | 31 Dec. 2023 |
|---|--------------|--------------|--------------|--------------|-------------------|
| Capital at year-end : | | | | | |
| Share capital | 189 637 036 | 189 637 036 | 132 745 925 | 133 912 589 | 124 967 771 |
| Number of existing ordinary shares | 94 818 518 | 94 818 518 | 530 983 700 | 535 650 357 | 12 496 777 165 |
| Transactions and results for the year : | | | | | |
| Pre-tax sales | 484 298 413 | 297 264 697 | 217 321 799 | 304 888 688 | 402 675 255 |
| Profit before tax, employee profit-sharing, depreciation, amortisation and provisions | -50 928 212 | - 62 887 110 | -89 804 890 | -75 938 023 | 94 979 385 |
| Income tax | 1 352 987 | 669 050 | 236 427 | 1 710 627 | 1 003 221 |
| Employee profit-sharing and incentive schemes due in respect of the financial year | 0 | 0 | -1 200 000 | -2 741 532 | 414 151 |
| Profit after tax, employee profit-sharing, depreciation, amortisation and provisions | -24 116 104 | -183 931 490 | -81 353 180 | -79 177 931 | 10 629 595 |
| Earnings distributed during the financial year (including withholding tax) | 0 | 0 | 0 | 0 | |
| Earnings per share : | | | | | |
| Profit after tax and employee profit-sharing but before depreciation, amortisation and provisions | -0,5 | -0,7 | -0,2 | -0,1 | 0,01 |
| Profit after tax, employee profit-sharing, depreciation, amortisation and provisions | -0,3 | -1,9 | -0,2 | -0,1 | 0,00 |
| Dividend paid per share during the year | 0 | 0 | 0 | 0 | 0 |
| Staff : | | | | | |
| Average number of employees during the year | 840 | 833 | 796 | 663 | 660 |
| Total payroll for the year | 44 046 515 | 43 052 527 | 44 075 600 | 47 681 680 | 47 392 651 |
| Amounts paid in respect of employee benefits | 18 490 414 | 16 221 111 | 16 045 171 | 18 531 726 | 18 907 774 |

PRESENTATION OF THE BOARD OF DIRECTORS AT THE DATE OF THIS REPORT

Latecoere's Board of Directors comprises 8 members (including 1 employee representative) and 1 non-voting member. It meets at least four times a year.

Two committees are responsible for preparing specific topics for discussion at Board meetings: the **Audit, Risk and ESG Committee** and the **Appointments and Compensation Committee**. They make proposals and recommendations, and provide advice in their areas of expertise.

At the date of this report, the composition of the Board of Directors was as follows:



At the Annual General Meeting, shareholders will be asked to renew the terms of office of Laurence Dors and Christophe Villemin and to appoint Nick Sanders and Samantha Marnick as directors.

Laurence DORS (renewal)

A graduate of the Ecole Normale Supérieure and the Ecole Nationale d'Administration, Laurence Dors began her career as a senior civil servant in the Ministry of Finance, then in the offices of the Minister for the Economy (1994-1995) and the Prime Minister (1995-1997). She then held senior management positions in international industrial groups, notably in the aerospace sector (Lagardère, EADS, Dassault Systèmes, Renault) before co-founding the consultancy firm Theano Advisors (2012-2018). A specialist in governance issues, she has been a member of the boards of directors of major listed companies such as Crédit Agricole SA and Capgemini SE, as well as unlisted companies such as Egis. At 31 December 2023, she was a member of the Board of Directors of RALLYE and the Institut Français des Administrateurs.

Christophe VILLEMEN (renewal)

Christophe Villemin joined the Alcan group in 1994 and has held various management positions in the aluminium sector in Europe and the United States. In 2002, he became General Manager of Alcan Rolled Products in Switzerland (formerly Alusuisse), before being appointed President of Alcan's rolling mill activities in 2005. In 2008, Christophe Villemin became President of Alcan Global Aerospace, Transportation and Industry, with responsibility for the Group's R&D and Innovation. At the same time, he founded Black Crows, a ski design company, in 2006. He was awarded the distinction of "Young Global Leader" by the World Economic Forum in 2008. Christophe Villemin was Chairman of Constellium Aerospace and Transportation and also headed the Group's Research and Technology division. He was Operating Partner at Apollo Global Management and a director of Latecoere from 2015 to 2019. Since January 2020, Christophe Villemin has been Operating Partner at Searchlight Capital Partners.

Nick SANDERS (nomination)

Nick Sanders began his career in the aerospace division of British engineering company Rolls-Royce. Between 1992 and 2001, he worked for aerospace components manufacturer TRW Lucas Aerospace, where he was Chief Fuel Systems Engineer and then Group Operations Director. In 2002, Nick became CEO of global engineering and manufacturing company CompAir group, a position he held until 2009. From 2009 to 2015 he was a member of the management team at Better Capital, an early stage venture capital firm, where he was responsible for the portfolio. He was also Executive Chairman of aerospace components manufacturer Gardner Aerospace between 2010 and 2019. Nick Sanders is a non-executive director of Elcogen plc, a hydrogen technology company, he is also a non-executive director of Doncasters and non-executive chairman of Walker Precision Ltd.

Samantha MARNICK (nomination)

Samantha MARNICK has spent most of her career in the aerospace industry, and more specifically at Spirit AeroSystems. As Chief Operating Officer (COO) and President of the commercial division, she was most recently in charge of more than 12,000 employees at 9 sites in Europe, the United States and Asia, with a P&L of \$5 billion. Her remit covered manufacturing operations and the supply chain.

REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION

LATECOERE

Société anonyme with capital of 124,967,771.65 euros

Registered office: 135, rue de Périole

31500 Toulouse

572 050 169 R.C.S Toulouse

REQUEST FOR DOCUMENTS AND INFORMATION

(Art. R225-88 of the French Commercial Code)

I, the undersigned : NAME.....

First names.....

 Address.....

.....

 E-mail **address**.....Owner of SHARE(S)

in LATECOERE

requests that documents and information concerning the Combined Annual General Meeting to be held on **30 December 2024**, such as that they are covered by article R225-83 of the French Commercial Code on commercial companies in the following format:

- paper
- electronic files to the e-mail address given above

Done at, on.....

Signature

NOTE Holders of **registered shares** may make a single request to the company to send them the documents and information referred to in Articles R225-81 and R225-83 of the French Commercial Code for each subsequent shareholders' meeting.