

## **EQUASENS**

**A French corporation (*société anonyme*) with a share capital of €3,034,825**

**Registered office: Technopôle de Nancy Brabois, 05 Allée de Saint Cloud, 54600 Villers-lès-Nancy**

**NANCY COMPANIES REGISTER (RCS) NO. 403 561 137**

### **THE PRELIMINARY NOTICE OF CALL OF THE GENERAL MEETING (AVIS PRÉALABLE DE RÉUNION)**

The shareholders of EQUASENS are called to attend an Annual Ordinary General Meeting on **Thursday 29 June 2023 at 5:30 p.m., at the Company's registered office**, to consider the following items of business and draft resolutions:

#### **Agenda**

- The Board of Directors' report on the annual and consolidated financial statements (including the notes to the Non-Financial Statement – NFS),
- The Board of Directors' Report on Corporate Governance,
- Statutory auditors' reports on annual and consolidated financial statements for the period ended 31 December 2022,
- Approval of the parent company financial statements for the fiscal year ended 31 December 2022 and grant of discharge to Directors;
- Approval of the consolidated financial statements for the period ended 31 December 2022;
- Appropriation of net income of the period;
- Statutory Auditors' special report on regulated agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code and approval of said agreements;
- Renewal of Ms. Anne LHOTE' s term of office as Director;
- Renewal of Ms. Céline GRIS's term of office as Independent Director;
- Renewal of Ms. Émilie LECOMTE's term of office as Director;
- Appointment of Ms. Anne PHILIPONA-HINTZY as a new Director to replace Ms. Marie-Louise LIGER, who has resigned;
- Appointment of a Statutory Auditor to replace the firm DELOITTE & ASSOCIES whose appointment has expired;
- Approval of the information on the compensation of officers paid in or granted for fiscal 2022 and mentioned in Article L. 22-10-9 of the French Commercial Code;
- Approval of the components of compensation paid in or granted for fiscal 2022 to Mr. Thierry CHAPUSOT, Chairman of the Board of Directors;
- Approval of the components of compensation paid in or granted for 2022 to Mr. Dominique PAUTRAT, Chief Executive Officer until 22 April 2022;
- Approval of the components of compensation paid in or granted for 2022 to Mr. Denis SUPPLISSON, Deputy Chief Executive Officer and then Chief Executive Officer;
- Approval of the components of compensation paid in or granted for 2022 to Mr. Grégoire DE ROTALIER, Deputy CEO;
- Approval of the compensation policy for the Chairman of the Board of Directors for 2023;
- Approval of the compensation policy for Mr. Denis SUPPLISSON, Chief Executive Officer, for 2023;
- Approval of the compensation policy for Mr. Grégoire DE ROTALIER, Deputy Chief Executive Officer, for 2023;
- Approval of the compensation policy for Directors;
- Setting total annual compensation for Directors for 2023;
- Authorisation by the Company to repurchase its own shares;
- Powers for formalities.

#### **Draft resolutions**

### **RESOLUTION ONE**

#### ***Approval of the annual financial statements for the fiscal year ended 31 December 2022***

The shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, after having considered the reports of the Board of Directors and the Statutory Auditors, approve the annual financial statements for the period ended 31 December 2022, as presented, as well as the operations reflected in the financial statements or summarised in the reports showing a net profit of €34,235,441.80.

In accordance with Article 223 *quater* of the French general tax code, the Annual General Meeting approves the expenditure and charges provided for by Article 39-4 totalling €249,719 and resulting in tax of €62,430.

## RESOLUTION TWO

### ***Discharge of Directors and discharge of the Statutory Auditors for the performance of their engagement***

The shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, discharge the members of the Board of Directors for the performance of their duties and discharge the Statutory Auditors for the performance of their engagement.

## RESOLUTION THREE

### ***Approval of the consolidated financial statements for the period ended 31 December 2022***

The shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, after considering the reports of the Board of Directors and the Statutory Auditors, approve the consolidated financial statements for the period ended 31 December 2022, as presented, as well as the operations reflected in the financial statements or summarised in the reports.

## RESOLUTION FOUR

### ***Appropriation of earnings, setting the dividend***

The shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, on the proposal of the Board of Directors, decide to appropriate profit for the year of €34,235,441.80 as follows:

Profit of the period	€34,235,441.80
Retained earnings	€74,577,089.25
<b>Amount available to shareholders</b>	<b>€108,812,531.05</b>
<b>Dividend (€1.15 per share)</b>	<b>€17,450,243.75</b>
The balance:	€91,362,287.30
is appropriated to "retained earnings"	

The dividend per share on that basis is €1.15.

The dividend will have a payment date of 5 July 2023 and be distributed by UPTEVIA as the paying agent and security services provider.

In accordance with the provisions of Article L. 225-210 of the French Commercial Code, the General Meeting decides that the amount corresponding to treasury shares held on the date of the dividend distribution will be allocated to "Retained earnings".

For natural persons having their tax residence in France, this dividend is subject to a 12.8% flat tax (*prélèvement forfaitaire unique*) to which are added French social contributions of 17.2%, i.e. a total tax of 30%. Alternatively, the shareholder has the option for applying the progressive income tax scale. In this latter case, the dividend is eligible for the rebate available under Article 158-3-2° of the French general tax code. These provisions are applicable to natural persons who are tax residents in France.

As required by law, the General Meeting duly notes dividends payments for the last three financial years were as follows:

Fiscal years	Dividend per share	Dividend eligible for the 40% allowance (paid to individuals)	Dividend not eligible for the 40% allowance (paid to legal entities)
31/12/2019	€0.90	€0.90	€0.90
31/12/2020	€0.95	€0.95	€0.95
31/12/2021	€1.05	€1.05	€1.05

## RESOLUTION FIVE

### ***Agreements and commitments governed by Article L. 225-38 of the French Commercial Code***

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, having considered the Statutory Auditors special report on regulated agreements and commitments subject to the provisions of articles L. 225-38 *et seq.*, approve the conclusions of said report and the agreements referred to therein.

## RESOLUTION SIX

### ***Renewal of Ms. Anne LHOTE's term of office as Director***

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the Board of Directors' report, renew Ms. Anne LHOTE's term of office for six years.

Her term of office will expire at the end of the AGM to be held in 2029 called for the purpose of approving the financial statements for the period ended.

## **RESOLUTION SEVEN**

### ***Renewal of Ms. Céline GRIS's term of office as Director***

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the Board of Directors' report, renew Ms. Céline GRIS's term of office for six years.

Her term of office will expire at the end of the AGM to be held in 2029 called for the purpose of approving the financial statements for the period ended.

## **RESOLUTION EIGHT**

### ***Renewal of Ms. Émilie LECOMTE's term of office as Director***

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the Board of Directors' report, renew Ms. Émilie LECOMTE's term of office for six years.

Her term of office will expire at the end of the AGM to be held in 2029 called for the purpose of approving the financial statements for the period ended.

## **RESOLUTION NINE**

### ***Appointment of a new Director***

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, resolves to appoint as a new Director to replace Ms. Marie-Louise LIGER, who has resigned, Ms. Anne PHILIPONA-HINTZY, residing at 12 rue Vaneau, 75007 Paris, for the remainder of her predecessor's term.

Her term of office will expire at the end of the AGM to be held in 2027 called for the purpose of approving the financial statements for the period ended.

## **RESOLUTION TEN**

### ***Appointment of a new Statutory Auditor***

With the appointment of DELOITTE & ASSOCIES, Statutory Auditors, expiring at the end of this meeting, the General Meeting resolves to appoint as new Statutory Auditors: KPMG SA, Tour EQHO, 2 Avenue Gambetta, CS 60055, 92066 Paris la Défense Cedex (RCS 775 726 417), for a period of six financial years, i.e. until the end of the Ordinary General Meeting called in 2029 to approve the financial statements for the financial year ending 31 December 2028.

## **RESOLUTION ELEVEN**

### ***Approval of the information on the compensation of corporate officers paid in or granted for fiscal 2022 and mentioned in Article L. 22-10-9 of the French Commercial Code***

In application of Article L. 22-10-34 of the French Commercial Code, the shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, approve the information mentioned in Article L. 22-10-9 of the French Commercial Code as presented in "Chapter 4 – Compensation of Corporate Officers" of the Report on Corporate Governance and relating to compensation of any kind paid in or granted for the financial period ended 31 December 2022 to all corporate officers.

## **RESOLUTION TWELVE**

### ***Approval of the components of compensation paid in 2022 to Mr. Thierry CHAPUSOT, Chairman of the Board of Directors***

In application with Article L. 22-10-34 of the French Commercial Code, the shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, having considered the report on Corporate Governance, approve the fixed, variable and exceptional components of total compensation and benefits of any nature paid in or granted for the period ended 31 December 2022 to Mr. Thierry CHAPUSOT, Chairman of the Board of Directors, as presented in "Section 4 – Compensation of corporate officers" of the Report on Corporate Governance.

## **RESOLUTION THIRTEEN**

### ***Approval of the components of compensation paid in 2022 to Mr. Dominique PAUTRAT, Chief Executive Officer***

In application with Article L. 22-10-34 of the French Commercial Code, the shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, having considered the report on Corporate Governance, approve the fixed, variable and exceptional components of total compensation and benefits of any nature paid in or granted for the period ended 31 December 2022 to Mr. Dominique PAUTRAT, Chief Executive Officer until 22 April 2022, as presented in "Chapter 4 – Compensation of corporate officers" of the Report on Corporate Governance.

#### **RESOLUTION FOURTEEN**

***Approval of the components of compensation paid in 2022 to Mr. Denis SUPPLISSON, Deputy Chief Executive Officer and then Chief Executive Officer***

In application with Article L. 22-10-34 of the French Commercial Code, the shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, having considered the report on corporate governance, approve the fixed, variable and exceptional components of total compensation and benefits of any nature paid in or granted for the period ended 31 December 2022 to Mr. Denis SUPPLISSON, Deputy Chief Executive Officer until 22 April 2022 and then Chief Executive Officer, as presented in "Chapter 4 - Compensation of corporate officers" of the Report on Corporate Governance.

#### **RESOLUTION FIFTEEN**

***Approval of the components of compensation paid in 2022 to Mr. Grégoire DE ROTALIER, Deputy CEO***

In application with Article L. 22-10-34 of the French Commercial Code, the shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, having considered the Report of Corporate Governance, approve the fixed, variable and exceptional components of total compensation and benefits of any nature paid in or granted for the period ended 31 December 2022 to Mr. Grégoire de ROTALIER, Deputy Chief Executive Officer, as presented in "Section 4 – Compensation of corporate officers" of the Report on Corporate Governance.

#### **RESOLUTION SIXTEEN**

***Approval of the compensation policy for the Chairman of the Board of Directors for 2023***

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the Board of Directors' report established in application of Article L. 22-10-8 of the French Commercial Code, approve the compensation policy presented in "Chapter 4 – Compensation of Corporate Officers" of the Report on Corporate Governance and attributable to Mr. Thierry CHAPUSOT, Chairman of the Board of Directors, on the basis of his office.

#### **RESOLUTION SEVENTEEN**

***Approval of the compensation policy for Mr. Denis SUPPLISSON, Chief Executive Officer, for 2023***

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the Board of Directors' report established in application of Article L. 22-10-8 of the French Commercial Code, approve the compensation policy presented in "Chapter 4 – Compensation of Corporate Officers" of the Report on Corporate Governance and attributable to Mr. Denis SUPPLISSON, Chief Executive Officer, on the basis of his office.

#### **RESOLUTION EIGHTEEN**

***Approval of the compensation policy for Mr. Grégoire de ROTALIER, Deputy Chief Executive Officer, for 2023***

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the Board of Directors' report established in application of Article L. 22-10-8 of the French Commercial Code, approve the compensation policy presented in "Chapter 4 – Compensation of Corporate Officers" of the Report on Corporate Governance and attributable to Mr. Grégoire de ROTALIER, Deputy Chief Executive Officer, on the basis of his office.

#### **RESOLUTION NINETEEN**

***Approval of the compensation policy for Directors***

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the Board of Directors' report established in application of Article L. 22-10-8 of the French Commercial Code, approve the compensation policy for Directors presented in "Chapter 4 – Compensation of Corporate Officers" of the Report on Corporate Governance.

#### **RESOLUTION TWENTY**

***Setting total annual compensation for Directors for 2023***

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, decide to set the total annual amount of compensation for Directors serving on the Board at €82,000 for 2023.

## **RESOLUTION TWENTY-ONE**

### ***Authorisation by the Company to repurchase its own shares***

The shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, after considering the Board of Directors' Report, hereby authorise the Board, which the latter may further delegate in accordance with the law and the articles of association, in accordance with the conditions provided for under articles L. 22-10-62 et seq. and by European Commission Regulation no. 596/2014 of 16 April 2014, to proceed, on one or more occasions, with the purchase by EQUASENS of its own shares within the limit of 10% of the share capital, i.e. up to a maximum of 1,517,412 shares.

The General Meeting resolves that the Board of Directors has the authority, with the option of subdelegation under the conditions laid down by law, to buy back shares for the following purposes:

- Maintaining an orderly market or the liquidity of the EQUASENS share by an investment services provider through a liquidity agreement that complies with the ethics charter recognised by the AMF (*Autorité des Marchés Financiers*), the French financial market authority;
- Purchasing shares for future use, to be tendered in exchange or payment for acquisitions;
- Granting shares to the employees or corporate officers of EQUASENS or its Group, in accordance with the terms and conditions provided by law, notably as part of a profit-sharing plan, to cover stock options, as part of a company savings plan or to be used to award performance shares to employees pursuant to the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code.

The shareholders decide that the maximum funds destined for this share repurchase programme, excluding costs, shall be €80,000,000.

The purchase, sale or transfer of shares may be carried out by any means authorised by applicable regulations, in the market, by mutual agreement and including through block purchases, at any time, including while a public tender offer is in progress.

The shareholders grant authority to the Board of Directors, in the case of a modification of the nominal value of the share, to proceed with capital increases through the capitalisation of reserves, distribution of stock dividends, stock splits or reverse splits, distribution of reserves or other assets, amortisation of capital, or any other transaction having an impact on the company's shareholders' equity, to adjust the purchase and sale prices mentioned above to take into account the impact of these corporate actions on the value of the share. More generally, the maximum size of this buyback and the maximum number of shares purchased will, as required, be adjusted to take into account subsequent corporate actions of the Company or decisions affecting the share capital.

The shareholders grant all powers to the Board of Directors that may, in accordance with the law and regulations, in turn delegate such authority in order to:

- Implement this authorisation if it deems appropriate;
- Determine the conditions and procedures for the share buyback programme including notably the purchase price of the shares (maximum and minimum price per share);
- Set and adjust the number of shares included in the share buyback programme, and the maximum purchase price defined under this programme;
- Acquire, sell or transfer these shares by any means, place all market orders;
- Allocate or re-allocate the shares thus acquired to the various objectives pursued, in compliance with the applicable legal and regulatory provisions;
- Enter into any agreement, and notably the liquidity agreement, make all representations to any body and notably the French financial market regulator, the AMF (*Autorité des Marchés Financiers*), in compliance with article L. 22-10-64 of the French Commercial Code;
- And in general, do everything that is required for the application of this resolution.

The shareholders decide that this authorisation is granted for a period of eighteen (18) months from the date of this Meeting or until 28 December 2024 and cancels and supersedes any prior authorisation having the same purpose.

## **RESOLUTION TWENTY-TWO**

### ***Powers for formalities***

The shareholders grant all powers to the holder of a copy or short-form certificate of the minutes of this meeting for all formalities required by law.

### **Participation in the General Meeting**

For the purpose of communications and the exchange of information between the Company and its shareholders, shareholders are invited to regularly consult the special section for the 2023 General Meeting on the Company's website [www.equasens.com](http://www.equasens.com), in the *Investors* section of the *General Meeting* tab, and in preference send all requests and documents electronically to [actionnaires@equasens.com](mailto:actionnaires@equasens.com).

### **Prior formalities for participating in the Annual General Meeting**

Each shareholder, regardless of the number of shares held, may participate in the Annual General Meeting under the conditions defined below.

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders are entitled to participate in the General Meeting by demonstrating the registration in their name or the name of the intermediary registered on their behalf by the second business day preceding the Meeting at midnight (00:00 hours), Paris time:

- either in the registered share account maintained for the Company by Uptevia Service Assemblées, for owners of registered shares;
- or in the bearer share account maintained by the authorised intermediary acting as securities account custodian, for owners of bearer shares. Registration of the shares in the securities account for bearer shares held by the authorised banking or financial intermediary is evidenced by a certificate of attendance (*attestation de participation*) issued by the latter.

### **Procedures for participating in the Annual General Meeting**

In order to be taken into account:

- forms requesting admission cards and voting forms must be completed, signed and sent to Uptevia Service Assemblées - Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex - France, no later than three days before the General Meeting.

#### **1 - For shareholders wishing to personally attend the meeting:**

- Owners of registered shares must either request a meeting admission card from (*carte d'admission*) Uptevia Service Assemblées (Grands Moulins de Pantin – 9 rue du Débarcadère - 93761 Pantin Cedex - France or on the day of the Annual General Meeting go to directly the counter especially provided for that purpose accompanied by a copy of their ID card,
- Owners of bearer shares must request an admission card from their authorised intermediary acting as securities account custodian or on the date of the General Meeting present the certificate of participation issued by this authorised intermediary.

#### **2- Shareholders not wishing to personally attend this meeting may, using the special form for voting by mail or proxy:**

- a) vote may mail or send a proxy to the Company without designating the proxy holder, which shall be considered as granting a proxy to the Chair of the Meeting for the purpose of voting in favour of the resolution presented or approved by the Board of Directors,
- b) or be represented by a proxy holder of their choosing.

To be accepted, the voting form must be received no later than six calendar days before the date of the Meeting in accordance with the provisions of Article R. 225-75 of the French Commercial Code.

And in any case, the voting form will be made available online at the Company's website [www.equasens.com](http://www.equasens.com), in the *Investors* section of the *General Meeting* tab, no later than the twenty-first day preceding the Meeting.

#### **a) To vote by mail or send a proxy without designating a proxy holder:**

- For registered shareholders: return the voting/proxy form available from the Company's website [www.equasens.com](http://www.equasens.com), in the *Investors* section of the *General Meeting* tab, or request the form from the Company as from the date of the notice convening the Annual General Meeting.

This voting/proxy form must be sent to Uptevia Service Assemblées - Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex - France.

- For bearer shareholders: return the voting/proxy form available from the Company's website [www.equasens.com](http://www.equasens.com), in the *Investors* section of the *General Meeting* tab, or request the form from the intermediary managing the securities account as from the date of the notice convening the Annual General Meeting.

This form should be returned to the shareholder's securities account holder, to be forwarded by the latter together with a certificate of participation to Uptevia Service Assemblées - Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex - France.

Shareholders are reminded that any proxy form given to a shareholder that does not indicate the name of the proxy holder is considered as granting the proxy to the Chairman of the Annual General Meeting to vote in favour of the recommendations of the Board of Directors. For bearer shareholders, the form must be accompanied by the certificate of participation (*attestation de participation*) issued by the authorised intermediary.

b) To be represented by a proxy holder (other than the Chair of the Meeting):

The shareholder may notify the company that he or she has granted or withdrawn a proxy to a third-party by sending the form for that purpose to Uptevia Service Assemblées - Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex - France.

In accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, the form for granting or withdrawing a proxy may also be sent by email under the following conditions:

- Registered shareholders must send an email bearing their electronic signature obtained from an authorised third-party certifier in accordance with the applicable laws and regulations to [Paris\\_france\\_CTS\\_mandats@uptevia.pro.fr](mailto:Paris_france_CTS_mandats@uptevia.pro.fr), with a scanned copy of their voting form duly signed, indicating their last name, first name, address and BNP PARIBAS Securities Services identifier for registered shares maintained in a custody-only account and recorded directly in the company's share register (*nominatif pur*) or for registered shares held in a securities account managed by a financial intermediary (*compte nominatif administré*), the identifier provided by the latter, last name, first name and the address of the person to whom the proxy is being given or withdrawn.
- Bearer shareholders must send an email bearing their electronic signature obtained by them from an authorised third-party certifier in accordance with the applicable laws and regulations to [Paris\\_france\\_CTS\\_mandats@uptevia.pro.fr](mailto:Paris_france_CTS_mandats@uptevia.pro.fr), with a scanned copy of their voting form indicating their last name, first name, address and identifier with the financial intermediary as well as the last name, first name and address of the person to whom the proxy is being granted or withdrawn, accompanied by a scanned copy of the certificate of participation established by the authorised intermediary maintaining the securities account, to be followed by a written confirmation of the authorised intermediary sent at the shareholder's request by the post to the Company's registered office or email.

Only those notifications granting or withdrawing proxies that have been duly completed, signed and received no later than 25 June 2023 will be taken into account.

### **Submission of written questions**

Written questions from shareholders must be sent to the registered office by registered letter with acknowledgement of receipt addressed to the Company's Board of Directors as from the date the documents relating to the Meeting are made available on the Company's website and no later than the fourth business day preceding the date of the Meeting.

To be taken into account, these requests must be, as required by law, accompanied by a document certifying that the shares are duly registered (*attestation d'inscription en compte*) in a securities account either maintained by the Company for registered shares or maintained by the authorised intermediary for bearer shares.

All written questions and the corresponding responses will be published on the Company's website [www.equasens.com](http://www.equasens.com), in the *Investors* section of the *General Meeting* tab, as soon as possible after the AGM and, no later than the fifth business day therefrom.

### **Documents for shareholders**

Shareholders may obtain, under the conditions provided for by Article R. 225-88 of the French Commercial Code, the documents provided for under Articles R. 225-81 and R. 225-83 of the French Commercial Code by sending their request by email to [actionnaires@equasens.com](mailto:actionnaires@equasens.com) or by registered letter with a return receipt requested to the registered office to EQUASENS – Ms. Marie RAYMOND – 5 Allée de Saint Cloud – 54600 VILLERS-LES-NANCY. According to the case, shareholders must indicate their email address in their request.

In addition, the information and documents required under Article R. 225-73-1 of the French Commercial Code will be available without interruption during a period beginning no later than the twenty first day preceding the date of the General Meeting on the Company's website ([www.equasens.com](http://www.equasens.com), in the *Investors* section of the *General Meeting* tab).

This preliminary meeting notice will be followed by second notice (*avis de convocation*).

The Board of Directors,