

EQUASENS
SOCIÉTÉ ANONYME AU CAPITAL DE 3 034 825 EUROS
SIÈGE SOCIAL : TECHNOPOLE DE NANCY BRABOIS
5 ALLÉE DE SAINT CLOUD 54600 VILLERS-LÈS-NANCY
403 561 137 RCS NANCY

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ORDINARY ANNUAL GENERAL MEETING
OF 27 JUNE 2024

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DRAFT RESOLUTIONS
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RESOLUTION ONE

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

The shareholders, voting 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 2023, as presented, as well as the operations reflected in the financial statements or summarised in the reports showing a net profit of €40,712,393.37.

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 €152,078 and resulting in tax of €38,020.

RESOLUTION TWO

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

The shareholders, voting 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 December 31, 2023

The shareholders, voting 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 2023, 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, voting 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 €40,712,393.37 as follows:

Profit of the period	€40,712,393.37
Retained earnings	€91,524,257.90
Amount available to shareholders	€132,236,651.27
Dividend (€1.25 per share)	€18,967,656.25
The balance: is appropriated to "retained earnings"	€113,268,995.02

The dividend per share on that basis is €1.25.

The dividend will have a payment date of 4 July 2024 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.

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)
31/12/2020	€0.95	€0.95	€0.95
31/12/2021	€1.05	€1.05	€1.05
31/12/2022	€1.15	€1.15	€1.15

RESOLUTION FIVE

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

The shareholders, voting in accordance with the quorum and majority 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. Sophie MAYEUX's term of office as Director

The shareholders, voting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, after considering the Board of Directors' report, renew Ms. Sophie MAYEUX' term of office for six years.

Her term of office will expire at the end of the Annual General Meeting to be held in 2030 called for the purpose of approving the financial statements for the period ended.

RESOLUTION SEVEN

Appointment of BM&A as Sustainability Auditor

The shareholders, voting in accordance with the conditions of quorum and majority required for Ordinary General Meetings, having reviewed the report of the Board of Directors, resolves to appoint BM&A, registered in the Paris Trade and Companies Register under number 348 461 443, as auditor responsible for certifying the consolidated sustainability information provided for by Directive (EU) No. 2022/2464 of 14 December 2022, transposed into French law by Order No. 2023-1142 of 6 December 2023 as well as the information required by Article 8 of Regulation (EU) No. 2020/852 of 18 June 2020. This term of office, for a period of three (3) financial years, will expire at the end of the General Meeting held in 2027 to approve the financial statements for the year ended 31 December 2026.

BM&A informed the Company in advance that it would accept this role and confirmed that it meets the legal conditions required for the exercise of this mission.

RESOLUTION EIGHT

Approval of the information on the compensation of corporate officers paid in or granted for fiscal 2023 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 the 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 2023 to all corporate officers.

RESOLUTION NINE

Approval of the components of compensation paid in 2023 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 the 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 2023 to Mr. Thierry CHAPUSOT, Chairman of the Board of Directors, as presented in "Chapter 4 – Compensation of corporate officers" of the Report on Corporate Governance.

RESOLUTION TEN

Approval of the components of compensation paid in 2023 to Mr. Dominique PAUTRAT, Chief Executive Officer until 22/04/2022

In application with Article L. 22-10-34 of the French Commercial Code, the shareholders, voting in accordance with the 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 2023 to Mr. Dominique PAUTRAT, Chief Executive Officer until 22/04/2022, as presented in "Chapter 4 – Compensation of corporate officers" of the Report on Corporate Governance.

RESOLUTION ELEVEN

Approval of the components of compensation paid in 2023 to Mr. Denis SUPPLISSON, Chief Executive Officer

In application with Article L. 22-10-34 of the French Commercial Code, the shareholders, voting in accordance with the 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 2023 to Mr. Denis SUPPLISSON, Chief Executive Officer, as presented in "Chapter 4 – Compensation of corporate officers" of the Report on Corporate Governance.

RESOLUTION TWELVE

Approval of the components of compensation paid in 2023 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 2023 to Mr. Grégoire de ROTALIER, Deputy CEO, as presented in "Chapter 4 – Compensation of corporate officers" of the Report on Corporate Governance.

RESOLUTION THIRTEEN

Approval of the compensation policy for Mr. Thierry CHAPUSOT, Chairman of the Board of Directors, for 2024

The shareholders, voting in accordance with the 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 FOURTEEN

Approval of the compensation policy for Mr. Denis SUPPLISSON, Chief Executive Officer, for 2024

The shareholders, voting in accordance with the 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 FIFTEEN

Approval of the compensation policy for Mr. Grégoire de ROTALIER, Deputy CEO, for 2024

The shareholders, voting in accordance with the 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 CEO, on the basis of his office.

RESOLUTION SIXTEEN

Approval of the compensation policy for Mr. Damien VALICON, Deputy CEO (non-Board member), as from 01/04/2024

The shareholders, voting in accordance with the 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 attributable to Mr. Damien VALICON, Deputy CEO (non-Board member), as from 01/04/2024, by reason of his term of office.

RESOLUTION SEVENTEEN

Approval of the compensation policy for Directors

The shareholders, voting in accordance with the 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 EIGHTEEN

Setting total annual compensation for Directors for 2024

The shareholders, voting in accordance with the quorum and majority rules for Ordinary General Meetings, decide to set the total annual amount of compensation for Directors serving on the Board at €90,000 for 2024.

RESOLUTION NINETEEN

Authorisation by the Company to repurchase its own shares

The shareholders, voting 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. of the French Commercial Code 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 *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 26 December 2025 and cancels and supersedes any prior authorisation having the same purpose.

RESOLUTION TWENTY

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.