

COMBINED GENERAL MEETING

Wednesday, April 30, 2025

SEE THINGS DIFFERENTLY



Introduction



Agenda

- I. Governance
- II. Say on Pay
- III. Business & Financial Overview
- IV. Statutory Auditors' Reports
- V. Q&A
- VI. Vote on the Resolutions
- VII. Conclusion



Governance

1

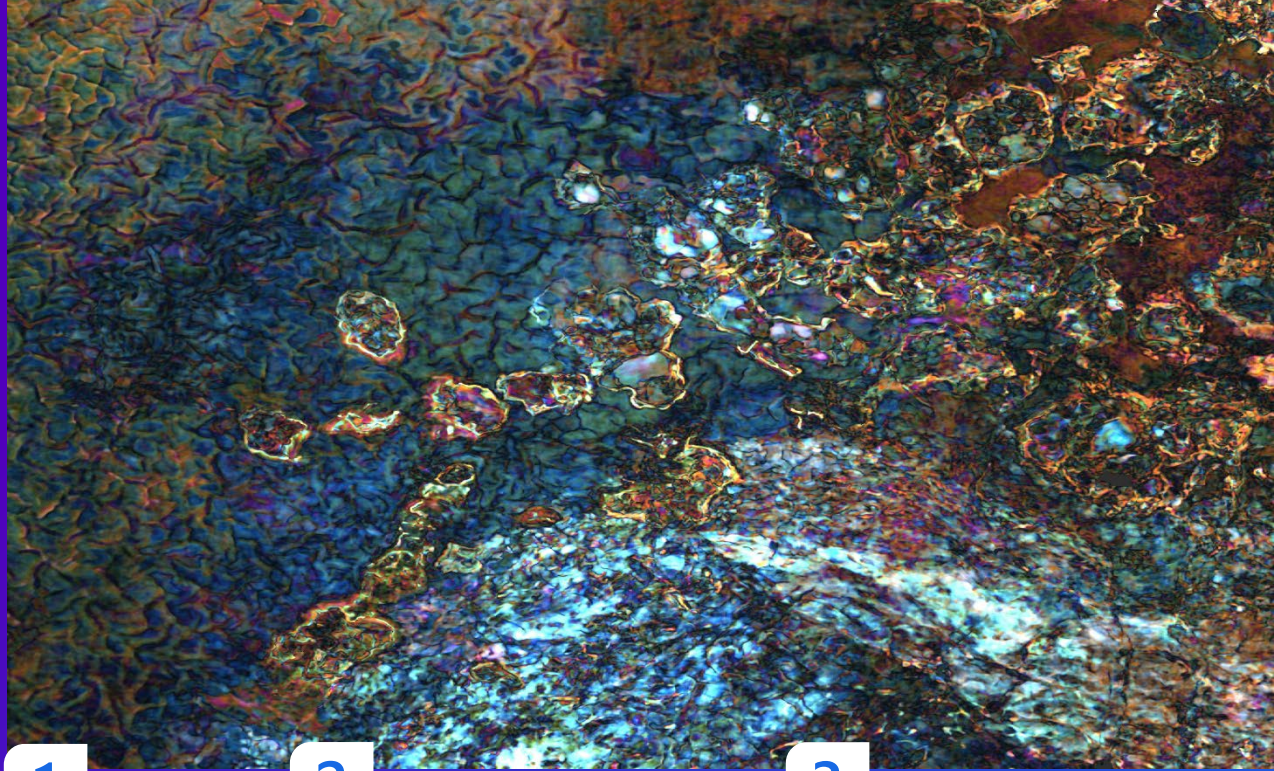
Board of
Directors

2

Directors proposed
For renewal/ratification

3

Temporary change of
Governance structure





1 Board of Directors

- Independent Director
- Audit and Risk Management Committee
- Appointment, Remuneration and Governance Committee
- New Businesses and M&A Committee
- Sustainability Committee
- Chair of the Committee



Sophie ZURQUIYAH
CEO and Director
End of term of office: GM 2026



Philippe SALLE*
Chairman of the Board
End of term of office: GM 2025



Michael DALY*
Director
End of term of office: GM 2025



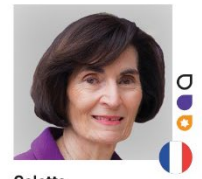
Patrick CHOUPIN
Director representing the employees⁽¹⁾
End of term of office: GM 2025



Anne-France LACLIDE-DROUIN*
Director
End of term of office: GM 2025



Amélie OYARZABAL*
Director
End of term of office: GM 2028



Colette LEWINER
Director
End of term of office: GM 2027



Mario RUSCEV
Director
End of term of office: GM 2027



Olivier JOUVE
Director
End of term of office: GM 2028



1 Board of Directors

GENDER BALANCE⁽¹⁾ as of 31/12/2024



AGE Average age: 62 years old



INDEPENDENCE⁽¹⁾



NATIONALITIES



* For the purpose of this chart, Sophie ZURQUIYAH, Olivier JOUVE and Mario RUSCEV have been accounted for in both "France" and "USA" as they have both nationalities.

SKILLS (in %)



(1) Excluding the director representing the employees in accordance with the recommendations of the AFEP-MEDEF Code.



1 Board of Directors

AUDIT AND RISK MANAGEMENT	APPOINTMENT, REMUNERATION AND GOVERNANCE	SUSTAINABILITY	NEW BUSINESSES AND M&A
COMMITTEE	COMMITTEE	COMMITTEE	COMMITTEE
6 MEETINGS	8 MEETINGS	3 MEETINGS	4 MEETINGS
100% ATTENDANCE RATE	97% ATTENDANCE RATE	100% ATTENDANCE RATE	95% ATTENDANCE RATE
100% OF INDEPENDENCE	100% OF INDEPENDENCE ⁽¹⁾	100% OF INDEPENDENCE ⁽¹⁾	80% OF INDEPENDENCE
3 MEMBERS	4 MEMBERS	4 MEMBERS	5 MEMBERS

2 Director whose renewal is proposed for a 4-year period

7th resolution - Mr. Philippe SALLE



Philippe SALLE



** Philippe SALLE will be appointed Vice-Chairman and Lead Independent Director, subject to the renewal of his mandate as a Director by the General Meeting of April 30, 2025*

- Chairman*
- Independent director
- Appointed since 2018

- 59 years old
- French
- 2,830 shares

- Other director's offices in **listed** companies:
Chairman and CEO of Atos

- Board attendance rate in 2024: 100 %
- Remuneration at Viridien in 2024: €240,000

2 Director whose renewal is proposed for a 4-year period

8th resolution - Mrs. Anne-France LACLIDE-DROUIN

Anne-France LACLIDE-DROUIN



- Independent director
- Appointed since 2017

- 57 years old
- French
- 225 shares

- Chairwoman of the Audit and Risk Management Committee
- Member of the Sustainability Committee

- Other director's offices in **listed** companies:
Director of Believe (French listed company)

- Board attendance rate in 2024: 100 %
- Remuneration as director: €72,300 in 2024

2 Director whose renewal is proposed for a 4-year period

9th resolution - Mr. Michael DALY

Michael DALY



** Michael DALY will not longer be considered as Independent from 2027 onwards*

- Independent director*
- Appointment since 2015

- 71 years old
- British
- 345 shares

- Chairman of the Sustainability Committee
- Member of New Businesses and M&A Committee

- Other director's offices in **listed** companies: None

- Board attendance rate in 2024 : 100 %
- Remuneration as director: €64,300 in 2024

2 Director whose cooptation is proposed

10th resolution - Mrs. Amélie OYARZABAL

Amélie OYARZABAL



** for the remainder of Helen Lee Bouygues' term of office, i.e. until 2028 Annual General Meeting.*

- Independent director
- Coopted since 2024*

- 57 years old
- French
- 750 shares

- Member of New Businesses and M&A Committee
- Member of the Audit and Risk Management Committee

- Other director's offices in **listed** companies: None

- Board attendance rate in 2024: 100 %
- Remuneration as director: €15,575 in 2024



3 Temporary change of governance structure

- Temporary unification of the roles of Chairman and Chief Executive Officer as of April 30, 2025, under the leadership of Sophie ZURQUIYAH, who has been Chief Executive Officer and Director since 2018
- Philippe SALLE will be appointed Lead Independent Director and Vice-Chairman, subject to the renewal of his mandate as a director by this General Meeting
- This unified governance will remain in place no later than the end of Sophie ZURQUIYAH's term as a director, until the General Meeting of 2026



Say on Pay



1

Chairman
of the Board

2

CEO

3

Chairperson
& CEO

4

Directors



1 Remuneration of the Chairman of the Board - 2024 & 2025

Ex post Vote (13th resolution) / *Ex ante* Vote (16th resolution)

- Remuneration Policy for 2025 identical to 2024 and applicable from January 1 to April 30, 2025
- Remuneration of the Chairman (fixed portion) unchanged since 2018

Fixed portion in 2025 (as Chairman)

€170,000

- *Amount paid for 2024: €170,000*

Other Remuneration Elements in 2025

- Health insurance that complements mandated schemes:
Eligible
 - *Does not benefit from such plan in 2025*
- Company car: **Eligible**
 - *Does not benefit from a company car in 2025*

Variable portion in 2025 (as Director)

Maximum amount of €70,000*

- *Amount paid for 2024: €70,000*

Travel indemnity

Intercontinental travel	Travel within the same continent
€2,000 per travel	€500 per travel
• <i>Amount paid for 2024: €2,000</i>	

2 Remuneration paid or allocated to the CEO - 2024

Ex post Vote (14th resolution)

- 2024 compensation policy identical to that of 2023, structured in a balanced way around three main components: fixed compensation, annual variable compensation, and long-term variable compensation
- Remuneration of the CEO (fixed portion) remains unchanged since 2022

Fixed Remuneration

- Fixed Remuneration: **€680,400**

Annual Variable Remuneration

- **€780,215** for 2024 vs €775,656 for 2023
- 2024 Global objective achievement: **115%** vs 114% in 2023
 - Financial objectives (2/3): achieved at 127% (85% pro-rated)
 - Non-Financial objectives (1/3): achieved at 90% (30% pro-rated)

Long-Term Remuneration*

- 1,000,000 Performance shares
- Total Long-Term Remuneration: **€450,000 (66% of the Fixed Remuneration)**
- Vesting period and performance conditions period: **3 years**

Other Remuneration Elements

- Company car: **€9,600**
- General benefits plan: **€5,340**
- Supplementary pension plan: **€13,910**
- International medical insurance: **€37,032**
- Unemployment insurance: **€12,693**

** Valuation according to the method used for the consolidated accounts for the financial year 2024 (IFRS values)*

2 2025 CEO Remuneration Policy

(January 1 - April 30) - *Ex ante* Vote (17th resolution)

Evolution 2025

Due to the temporary unification of Board Chair and CEO duties as from April 30 2025, two distinct remunerations policies are submitted to the vote of this General Meeting:

- **17th Resolution** : Remuneration policy applicable between January 1, 2025 and April 30, 2025 for the role of CEO
- **18th Resolution** : Remuneration policy applicable between April 30, 2025 and December 31, 2025 for the combined role of Chairperson and CEO

Fixed Remuneration

- **€680,400** prorated between January 1 to April 30, 2025 (same as 2024)
- Fixed Remuneration unchanged since 2022

Annual Variable Remuneration

Minimum	Target	Maximum
0% of the Fixed Remuneration	100% of the Fixed Remuneration	166.67% of the Fixed Remuneration
2/3 Financial objectives	1/3 Non-financial objectives	
<ul style="list-style-type: none"> • Group Net cash-flow • Free EBITDA • Group segment revenues • Beyond the Core revenue (NEW) 	<ul style="list-style-type: none"> • Group strategic and financial plans management • Business organization, people and operations, Performance Management • ESG • Debt refinancing (NEW) 	

Long-Term Remuneration

Minimum	Target	Maximum
0% of the Fixed Remuneration	100% of the Fixed Remuneration	150% of the Fixed Remuneration
<ul style="list-style-type: none"> • Performance conditions: Relative Total Shareholder Return, Beyond the Core Group activities' revenue, Average Net debt over EBITDAs, ESG Scorecard. • Vesting period and performance condition period: 3 years 		

Other Remuneration Elements*

- Company car
- General benefits plan
- Supplemental pension plan
- International medical insurance
- Individual Unemployment insurance
- Contractual termination indemnity, non-compete commitment indemnity



3 2025 Chairperson & CEO Remuneration Policy

(April 30 - December 31) - *Ex ante* Vote (18th resolution)

Evolution 2025

- The proposed adjustment only impacts the **fixed compensation**, the other components of the Chief Executive Officer's remuneration remain unchanged

Fixed Remuneration

- An increase in fixed compensation to **€755,400 (+11%)** is proposed and will be applied on a prorated basis from April 30 to December 31, 2025
- This change takes into account the additional responsibilities of Sophie Zurquiyah as Chairperson of the Board of Directors
- No further adjustment is planned for the 2026 remuneration policy

Annual Variable Remuneration

Minimum	Target	Maximum
0% of the Fixed Remuneration	100% of the Fixed Remuneration	166.67% of the Fixed Remuneration
2/3 Financial objectives	1/3 Non-financial objectives	
<ul style="list-style-type: none">Group Net cash-flowFree EBITDAGroup segment revenuesBeyond the Core revenue (NEW)	<ul style="list-style-type: none">Group strategic and financial plans managementBusiness organization, people and operations, Performance ManagementESGDebt refinancing (NEW)	

Long-Term Remuneration

Minimum	Target	Maximum
0% of the Fixed Remuneration	100% of the Fixed Remuneration	150% of the Fixed Remuneration
<ul style="list-style-type: none">Performance conditions: Relative Total Shareholder Return, Beyond the Core Group activities' revenue, Average Net debt over EBITDAs, ESG Scorecard.Vesting period and performance condition period: 3 years		

Other Remuneration Elements*

- Company car
- General benefits plan
- Supplemental pension plan
- International medical insurance
- Individual Unemployment insurance
- Contractual termination indemnity, non-compete commitment indemnity

4 2025 Directors' Remuneration Policy

Ex ante Vote (15th resolution)

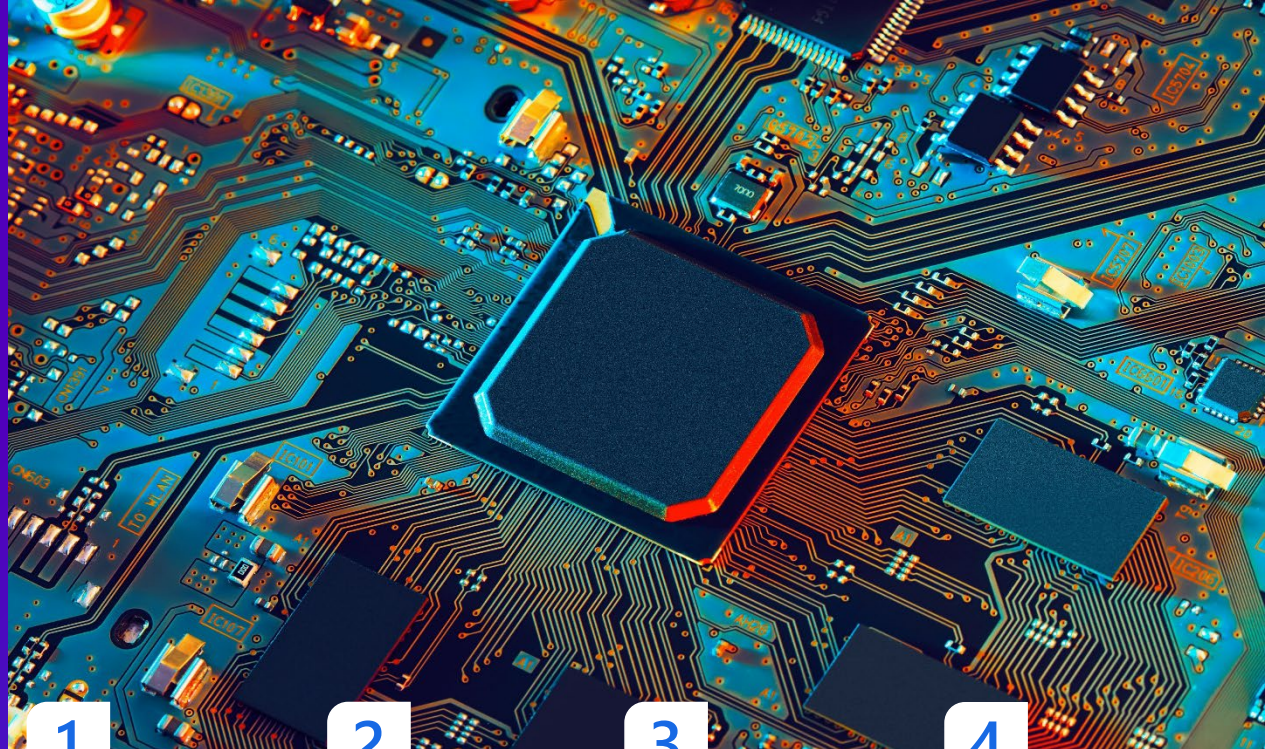
**Maximal Remuneration
(annual envelope)**

€550,000

Fixed portion	Director	€10,500
	Lead Independent Director	€30,000
	Chairman of the Audit and Risk Management Committee	€12,000
	Member of the Audit and Risk Management Committee	€6,000
	Chairman of any Board Committee other than the Audit and Risk Management Committee	€6,000
	Member of any Board Committee other than the Audit and Risk Management Committee	€3,000
Variable portion	Annual variable portion of the Chairman of the Board	€70,000
	Attendance at an ordinary Board meeting	€3,600
	Attendance at an ordinary Board Committee meeting	€2,000
	Attendance at an exceptional Board meeting	€1,800
	Attendance at an exceptional Board Committee meeting	€1,000
	Written consultation	€0
	Attendance at a Board Committee follow-up call or as a guest	€0



Business & Financial Overview



1

FY 2024
Operational
Overview

2

FY 2024
Financial
Results

3

Q1 2025
Financial
Results

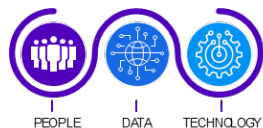
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Financial
Roadmap

Viridien: an advanced technology, digital and Earth Data company

Viridien is a leading technology provider of imaging solutions, Earth data, and seismic equipment to support complex natural resource, energy transition and infrastructure challenges

Driven by people, data, and technology



Exceptional People

Breadth and depth of expertise driving innovation and providing outstanding service

Differentiated Data

Maximizing the value of data through Viridien's expertise and technologies

Remarkable Technology

Leading the industry in advanced imaging and geoscience & digital technologies

Established leader across three core businesses



Leading provider of subsurface imaging, geology, geoscience software and services



Technically advanced seismic data and geologic studies provider



Specialist in seismic equipment and gauges for marine, land, ocean floor, and downhole applications

Leveraging expertise to accelerate growth beyond the core



Low Carbon

HPC & Cloud Solutions

Infrastructure Monitoring

Sector leading ESG credentials



Always act responsibly and abide by all applicable environmental laws

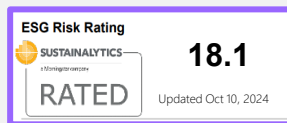
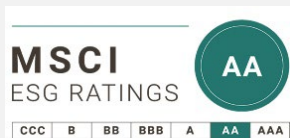


Continue to advance our technology and services to enable our clients to sustainably and responsibly discover, develop and manage the Earth's natural resources



Encourage and support businesses and employees to take specific actions that support the environment, climate and communities

ESG ratings



25% female in senior leadership in 2024

Sources: Viridien, MSCI, Ecovadis, Sustainalytics

Viridien - 2025 Combined General Meeting

Viridien's Carbon Neutrality Statement



Carbon Neutrality
(scope 1 & 2) by 2050

Emissions at 16 kTCO₂⁽¹⁾,
reduced by 71% since
2019

Scope 1 (2024): 2
Scope 2 (2024): 14
PUE⁽²⁾ (2024): 1.33

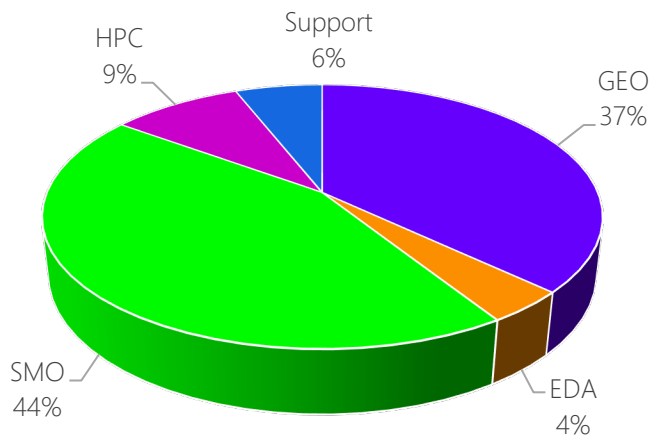
We aim at the complete decarbonization of our energy supply supporting our activities and we strive to reduce our energy consumption encouraging smart technologies and constantly improving our energy efficiency

(1) Scope 1 & 2

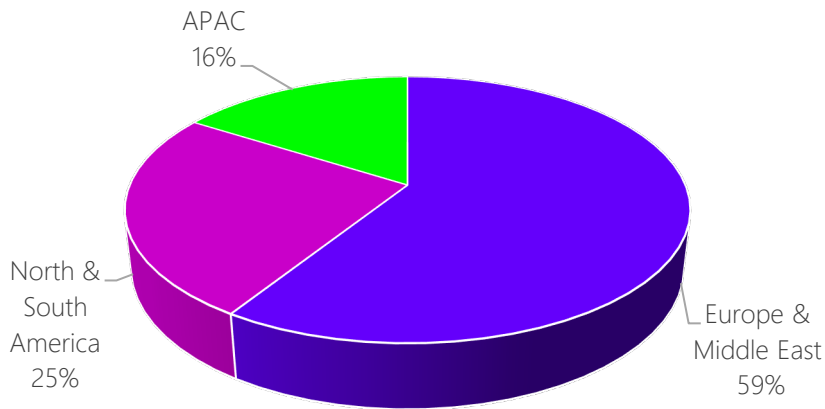
(2) Power Usage Effectiveness

3,378 employees at the end of 2024

Per Business



Per Region



Women / Men

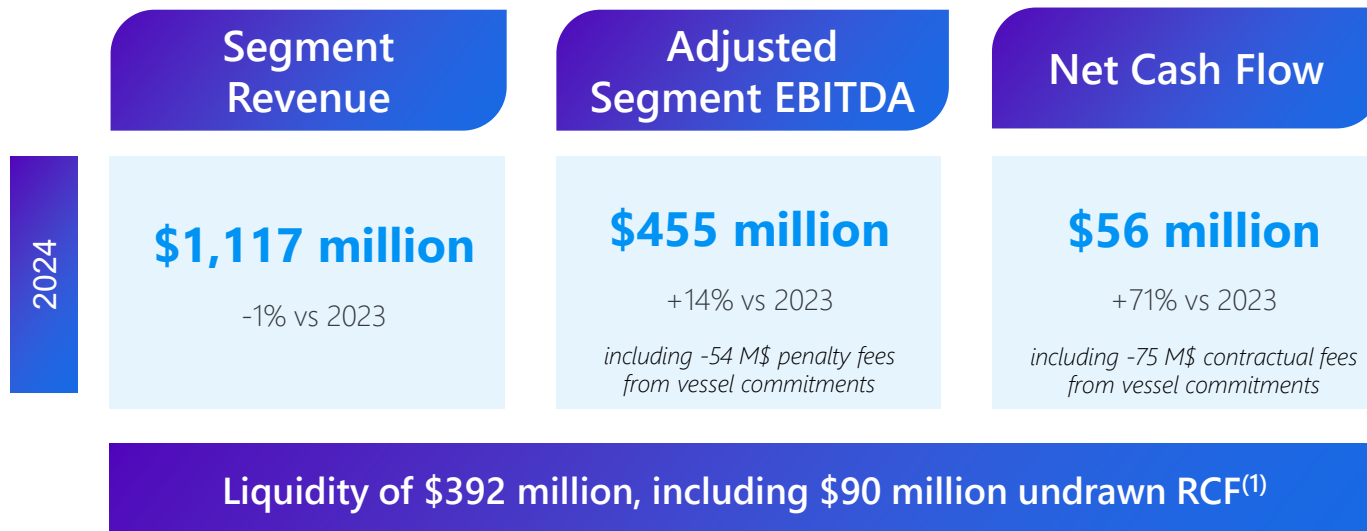


1

FY 2024 Operational Overview



2024: A year of overachievements



(1) Revolving Credit Facility

2024: Main highlights

Revenue guidance achieved, adjusted EBITDA and Net Cash Flow exceeded

Outstanding commercial performance for Geoscience

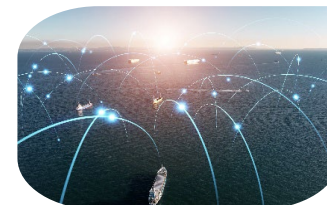
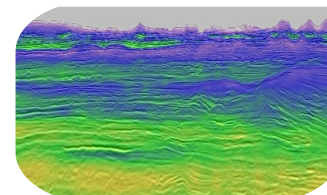
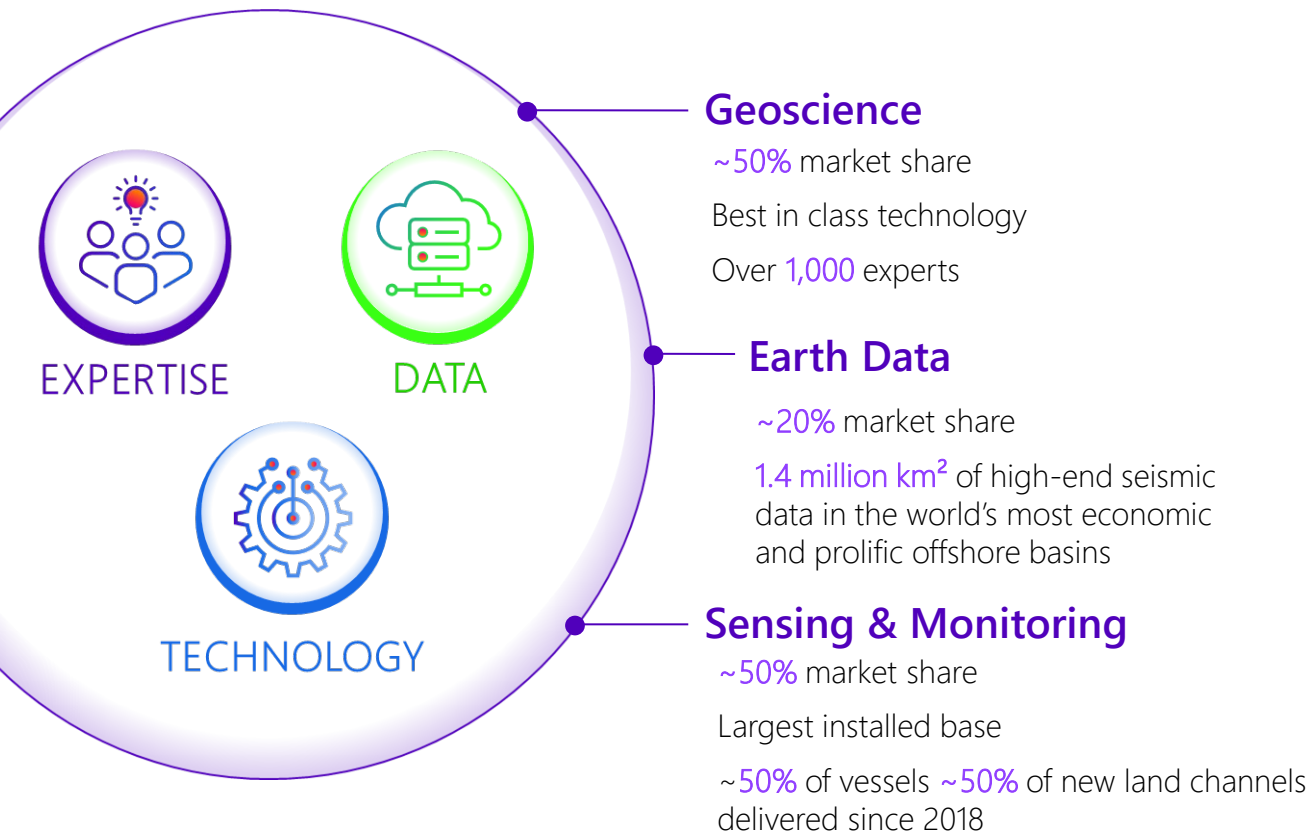
Higher Earth Data investments backed by industry funding and solid After-Sales

SMO's improved performance

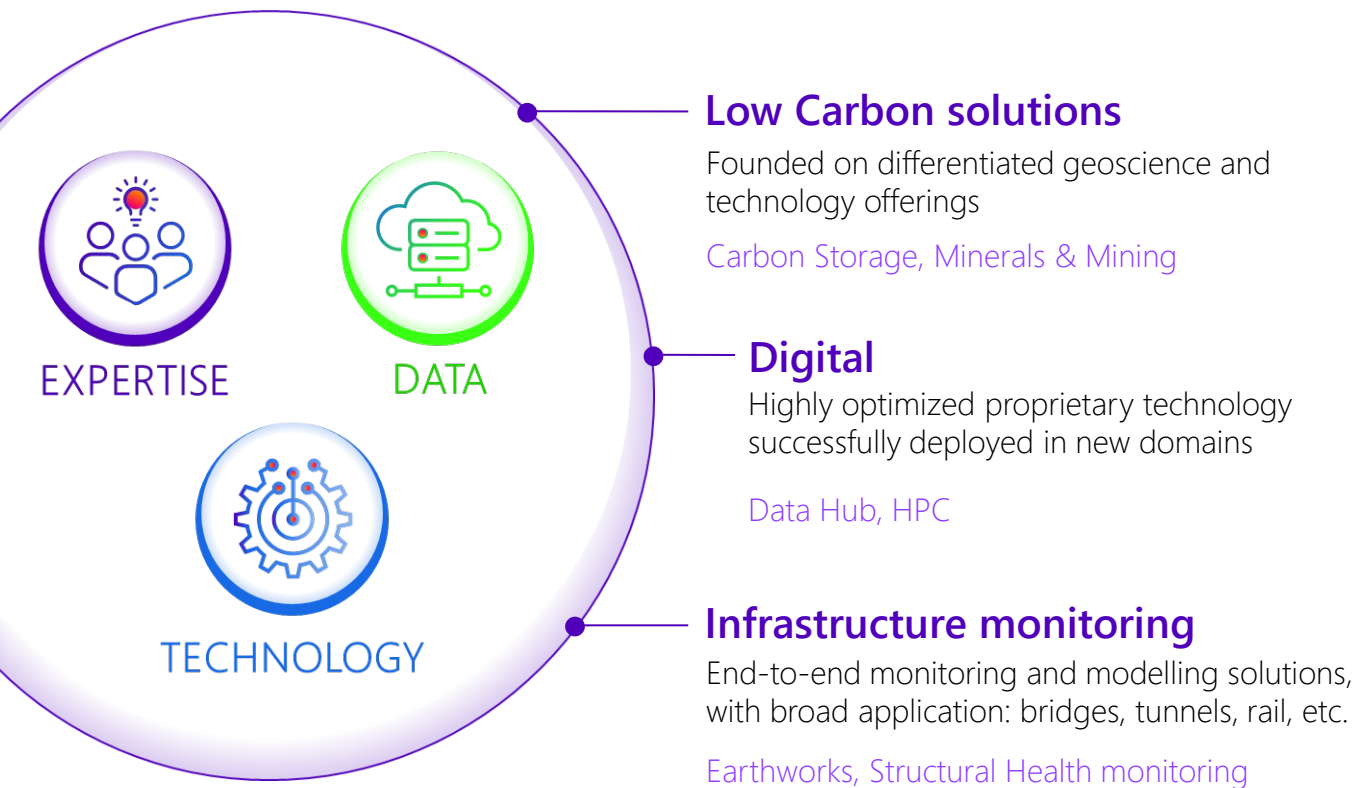
Key milestones of the financial roadmap delivered



Three core businesses



Developing **new businesses**



2024: GEO & EDA solid activity, SMO impacted by high comparison base



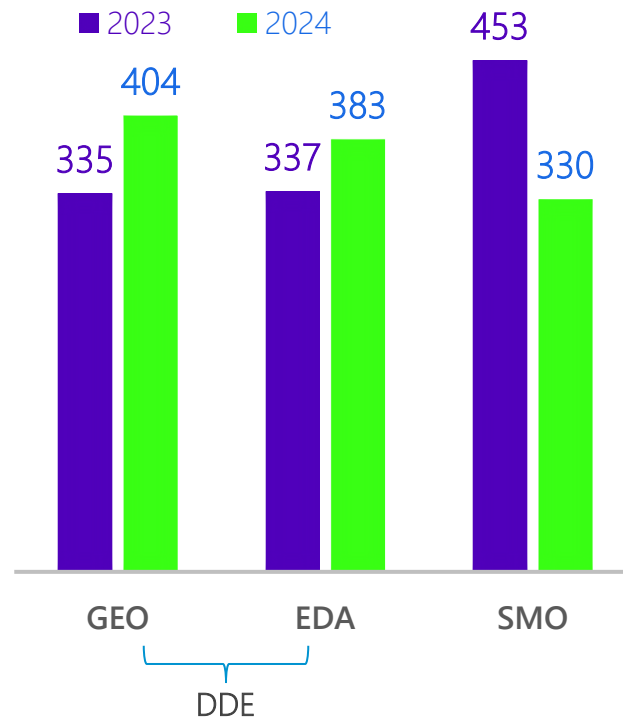
- **Strong GEO performance** with revenue up +20% year on year driven by best-in-class imaging technology which the industry requires to solve subsurface challenges, increased activity in the Middle East and the renewal of long-term contracts for Dedicated HPC Processing Centers (DPCs)

- **High level of EDA revenues** driven by projects in the US Gulf and Norway, and numerous global reprocessing projects.
EDA after-sales up +25% in a flat market

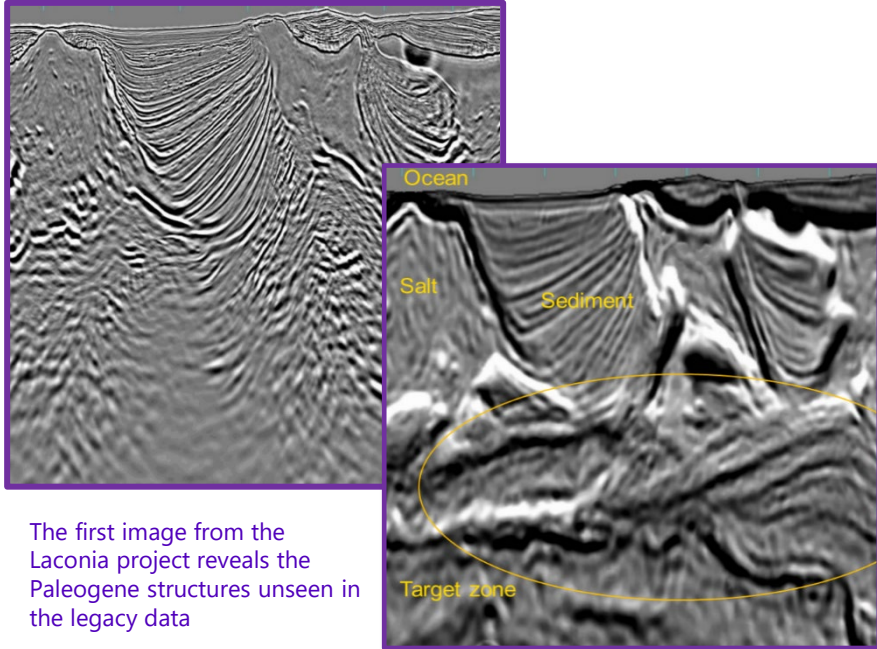
- **SMO:** Revenue down -27%, following delivery of “mega crew” systems in 2023. Focus on operational efficiency

- **New businesses: \$118m** revenues

Segment revenue per business (M\$)



DDE: Combined expertise of GEO and EDA to offer differentiated products



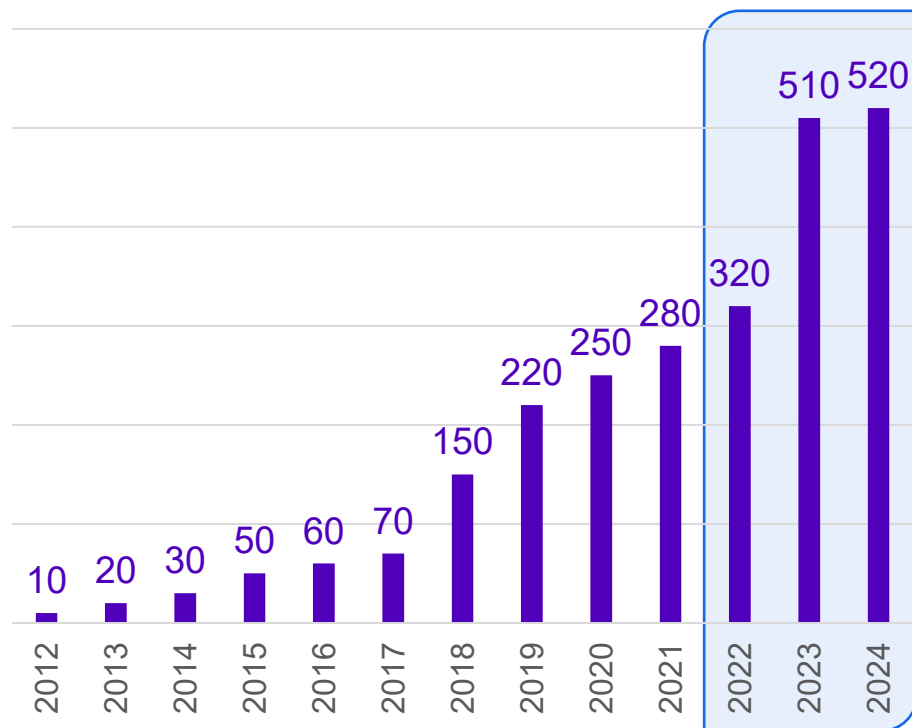
The first image from the Laconia project reveals the Paleogene structures unseen in the legacy data

- Sustained client interest for Viridien's elastic FWI technology
 - Strong differentiation vs competitors (client feedback)
 - Step change in image quality
 - Reduced risk and prospect-to-barrel cycle time reduction
- Geoscience: high activity with new projects driven by clients seeking superior data quality
- Earth Data: projects in historic basins and diversifying footprint
 - Strengthening Viridien's core data position in the US Gulf with the Laconia survey
 - Projects in Norway and in prospective regions, including Australia, Malaysia, Ivory Coast, and Uruguay

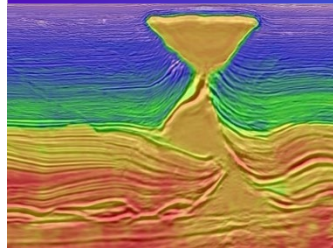
DDE: Leadership fueled by continuous HPC investment, driving innovation



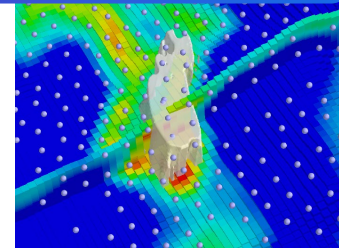
Global Viridien Compute Capacity (fp32 PFLOPS)



Complex algorithms on diverse datasets

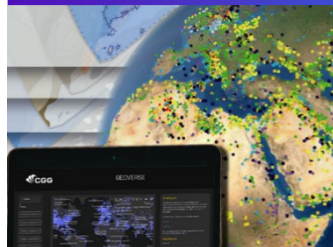


Highest Quality Images

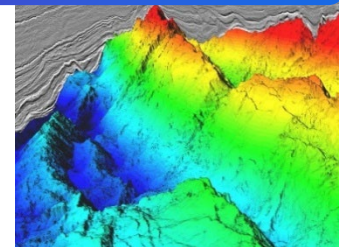


Complex Data Modelling

Mega-scale data throughput, storage and access



GeoVerse

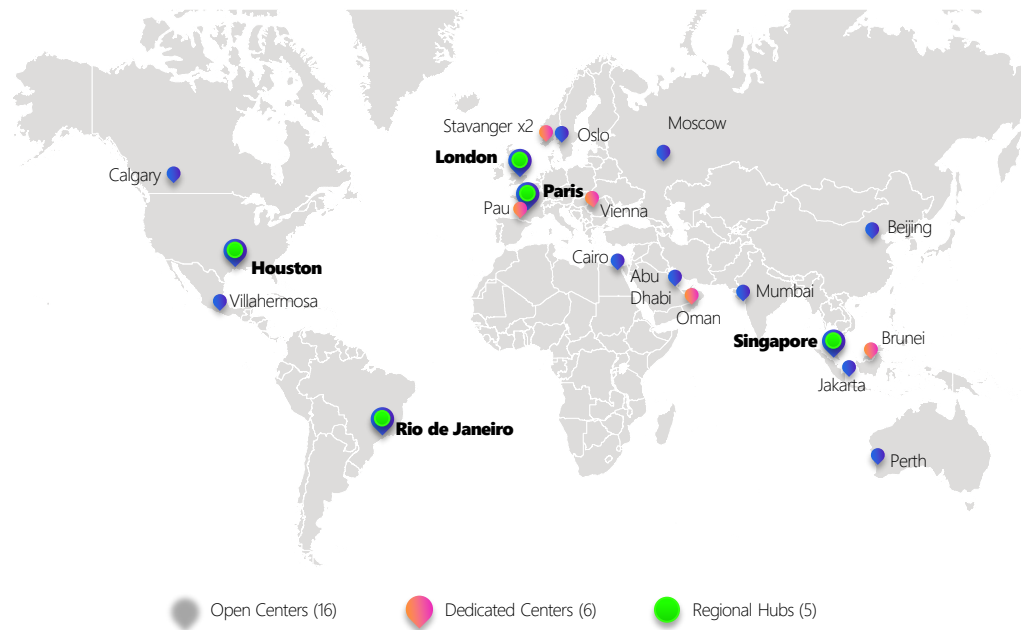


Earth Library

Geoscience: Premier sub-surface imaging capabilities with a global footprint



Global footprint of imaging centers



(1) Market share data as of Q3 2024, based on external reporting for largest competitors and management estimates

Key highlights



Undisputed global leader in subsurface imaging with **50%+ market share⁽¹⁾** and track record of **consistent market share gains**



~60% exposure to **resilient development and production-based revenues**



Preferred partner for complex and high-profile data globally



Dedicated processing centers under **long-term contracts** with key clients provide **revenue visibility**

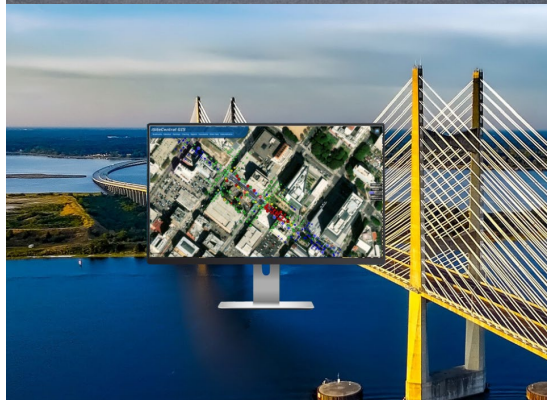


Global coverage enables **revenue diversification** across Majors, NOCs and Independents

Earth Data: Broad project portfolio in 2024



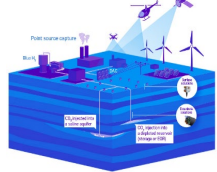
Sensing & Monitoring: Transformation to improve resilience through the cycles



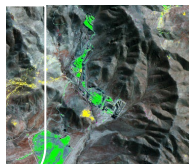
- A transition year, with revenue decline in absence of mega crew in 2024
- Initiation of a restructuring plan focused on cost reductions, operational performance and cash generation through working capital optimization
- Strong revenue and profitability in Q4, with the first impact of the restructuring
- Core business
 - Revenue driven by land systems sales in nodal and cable as well as sustained sales of GPR300 in the first part of the year
 - Success of our TPS low frequency broadband source and sales of Sercel Concept solutions
- New businesses
 - Strong investments fundamentals in the Infrastructure market in the US and Europe, facing ageing infrastructure
 - Several deliveries of our solutions, with applications in mines, tunnels and railways. Successful deployment of our Marlin, marine operational logistics solution in Latin America

New Businesses: +33% growth with largest contributions from Carbon Storage and Infrastructure monitoring

Carbon Storage & Monitoring



Minerals & Mining



Low Carbon

HPC & AI



Digital Transformation



Digital

Structural Health monitoring



Earth Works monitoring



Infrastructure

- Screening and Imaging projects for CO2 reservoir characterization, and minerals mapping
- Data sales for CCUS projects in US, North Sea and Asia, and for Minerals exploration in the US
- Alliance with Baker Hughes
- Services for mine infrastructure management including imaging for ore body definition

- Several contracts won to provide HPC capacity in Oil & Gas (dedicated imaging centers), Biotechnology and Digital Imaging
- Continued data curation services at a large IOC and multiple pilots unlocking the value of subsurface data
- Development of SaaS model for data curation to continue market expansion

- Strong presence in US with multiple projects across several sectors including tunnel & railway monitoring
- Expanding to a global footprint with early success with railway monitoring in Middle East

2

FY 2024 Financial Results



2024: +14% adjusted Segment EBITDA improvement



<i>In million of \$</i>	2023	2024
Segment Revenue	1,125	1,117
IFRS 15 adjustment	(49)	94
IFRS Revenue	1,076	1,211
Segment EBITDA	400	422
Adjusted Segment EBITDA	400	455
Segment Operating Income	138	113
Adjusted Segment Operating Income	138	173
IFRS 15 adjustment	(19)	30
IFRS Operating Income	119	143
Equity from investment	(2)	0
Net cost of financial debt	(95)	(97)
Other financial income (loss)	(4)	4
Income taxes	(14)	(13)
Net Income from continuing operations	4	36
Net Income from discontinued operations	12	15
Net Income	16	51

Full Year 2024

- Group Segment revenue stable
- Adjusted Segment EBITDA: **+14%**, after -54 M\$ penalty fees from vessel commitment, thanks to strong DDE performance and first benefits of the cost optimization plan at SMO
- Adjusted Segment Operating Income: **\$173 M**
- Net Income: **\$51 M**

2024: Strong net cash flow generation of +\$56 M



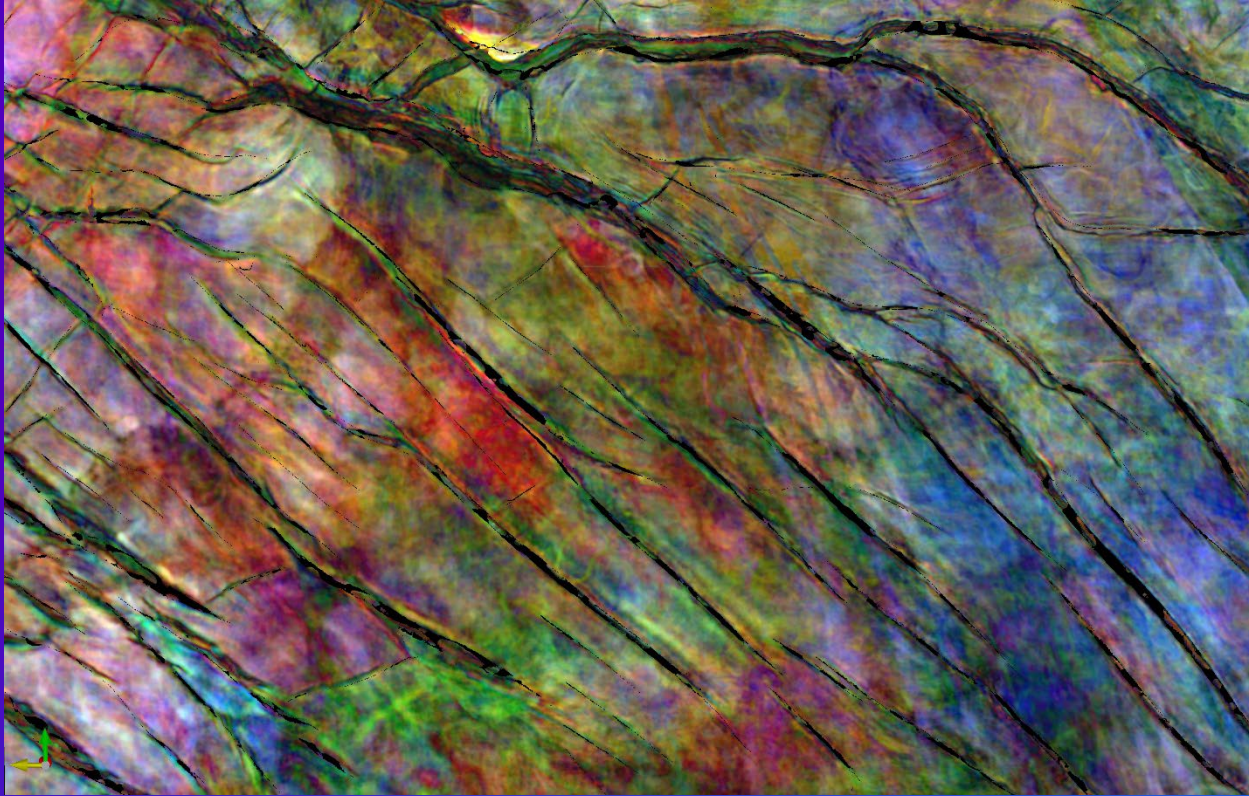
<i>In million of \$</i>	2023	2024
Segment EBITDA	400	422
Income Tax Paid	6	(12)
Change in Working Capital & Provisions	3	48
Other Cash Items	1	(1)
Cash from Operating Activity	410	457
Earth Data Capex	(171)	(252)
Industrial Capex & Development Costs	(61)	(33)
Proceeds of Assets	3	7
Cash from Investing Activity	(229)	(278)
Paid Cost of Debt	(91)	(86)
Lease Repayment	(57)	(56)
Asset Financing	22	(1)
Cash from Financing Activity	(126)	(142)
Discontinued Operations	(23)	19
Net Cash Flow	33	56

Full Year 2024

- Two consecutive years of organic positive Net Cash Flow
- Capex & leases of **-\$341 M**
 - EDA capex up +\$81 M, to seize Laconia opportunity
 - Industrial Capex down -\$28 M with UK data center completion in 2023
- Net Cash Flow of **+\$56 M**, including contractual vessel fees of -\$75 M in 2024, compared to -\$66 M in 2023

3

Q1 2025 Financial Results



Q1 2025: A solid start to the year

	Segment Revenue	Adjusted Segment EBITDA	Net Cash Flow
Q1	\$301 M +10% vs 2024	\$143 M +35% vs 2024	-\$20 M Including an exceptional \$42 M interest payment in Q1 (usually paid in Q2) vs \$30 M in 2024

Refinancing completed

End of vessel capacity agreement

Ample liquidity of \$257 M

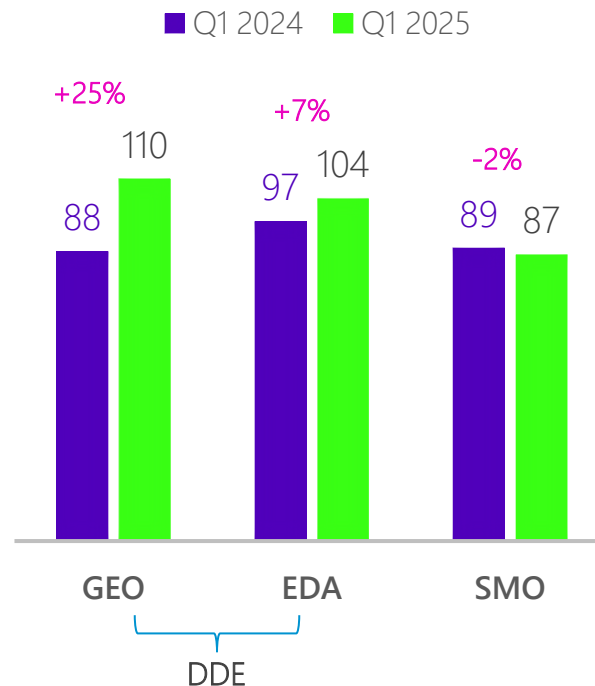
Q1 2025: GEO and EDA driving performance

Geoscience: Activity up by +25%, driven by the continued adoption of Viridien's Elastic FWI technologies. Strong performance in the United States and award of a reimaging project in Algeria, confirming MENA clients' interest in high-end imaging solutions

EDA: Growth of +7%. Highly promising first images from Laconia, where the acquisition phase is now complete. Strong momentum in reprocessing, particularly in Côte d'Ivoire, with a potential of several billion barrels

SMO: Revenue nearly stable. Sustained activity with NOCs, driven by demand for onshore nodal systems

Segment revenue per business (M\$)

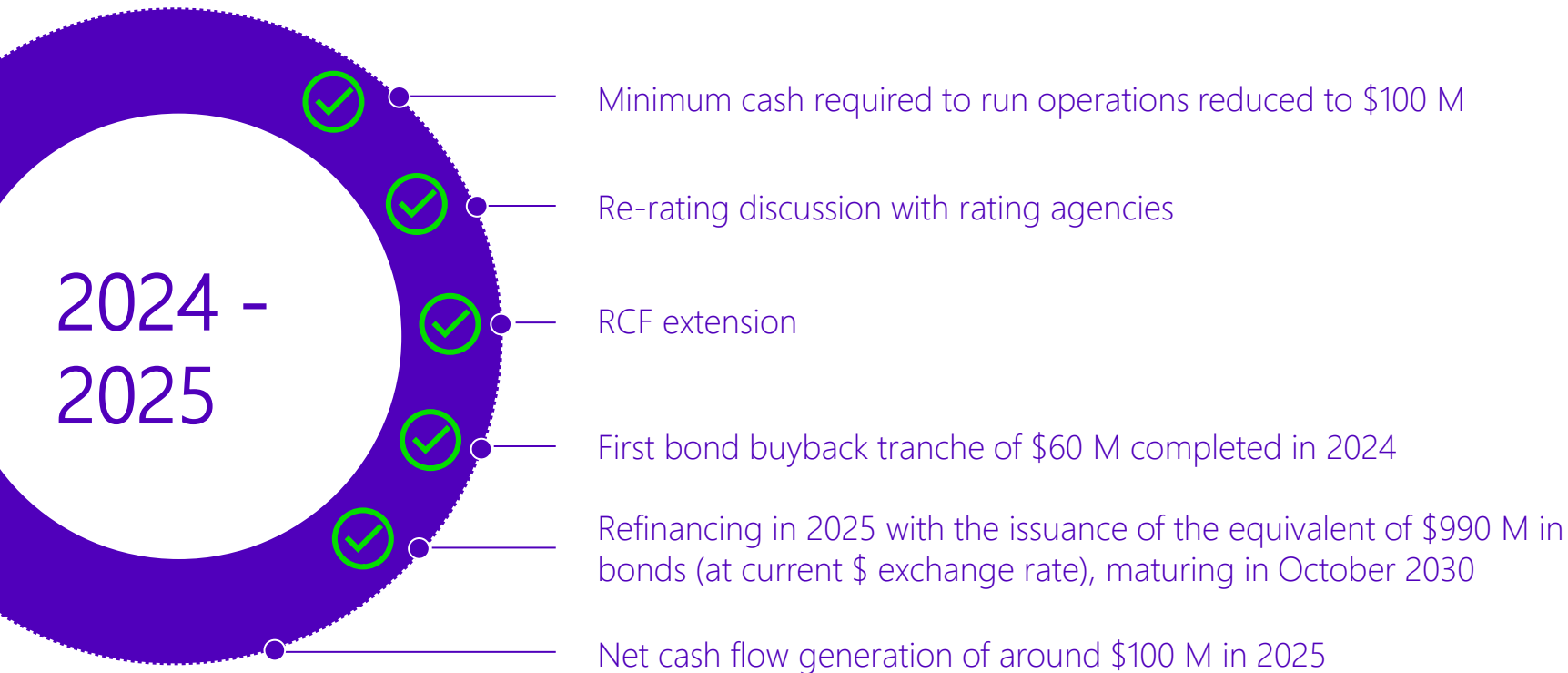


4

Financial roadmap

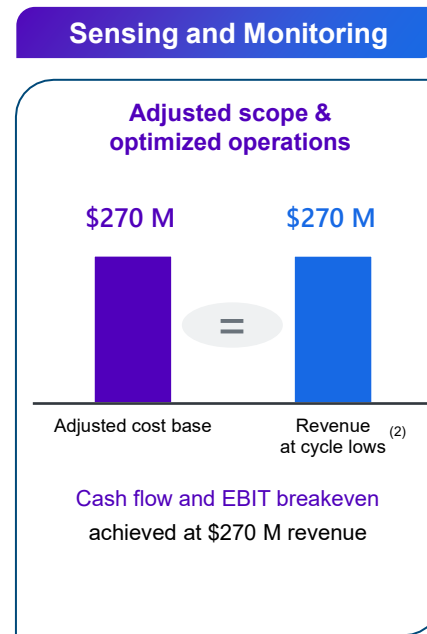
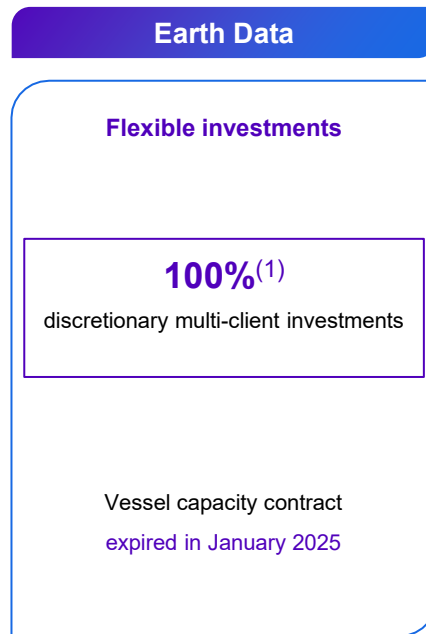
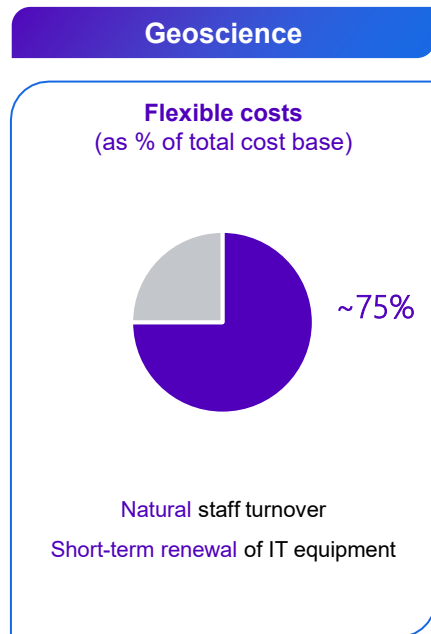


Key steps in balance sheet management successfully completed



Ensuring operational and financial performance in support of deleveraging

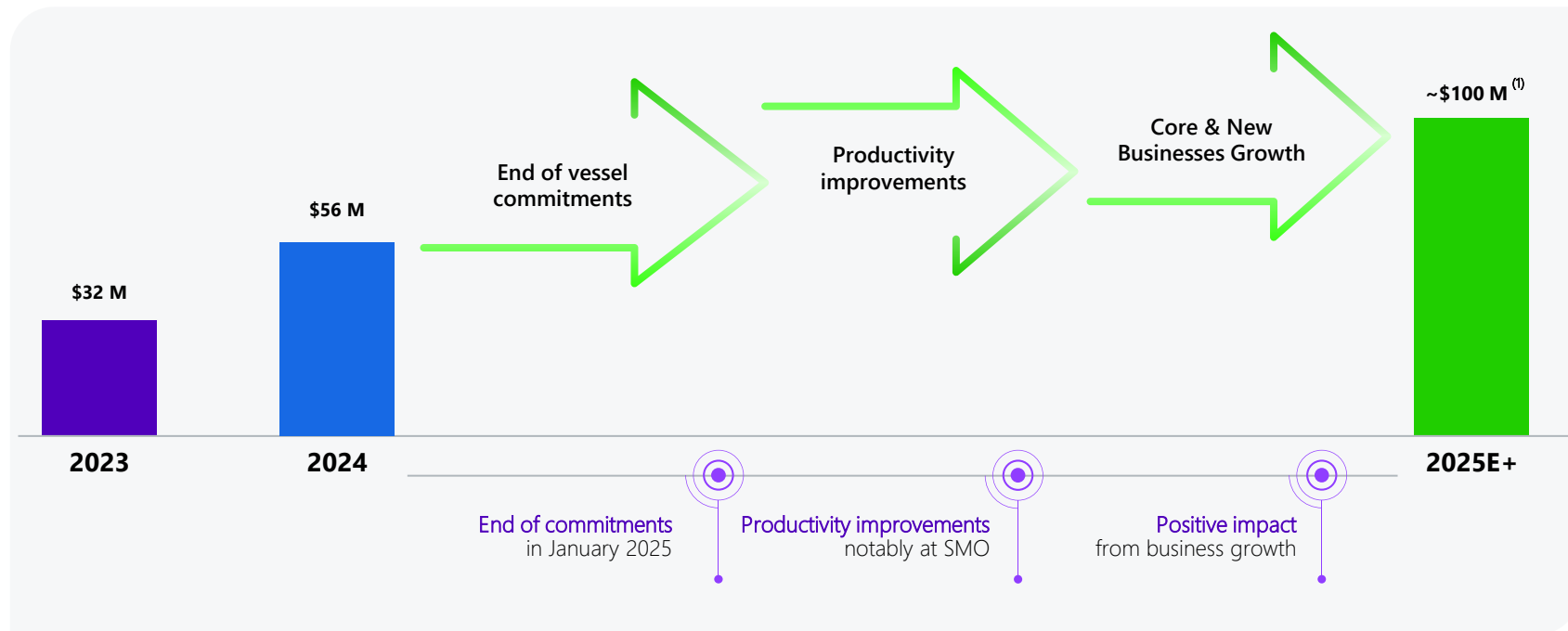
Implementing an "asset-light" business model, ensuring operational and financial flexibility through cycles



Structural flexibility ensuring profitability and cash generation even during downturns

Clear levers supporting the goal of generating \$100 M in annual Net Cash Flow from 2025 onwards

Levers to improve Net Cash Flow



(1) Based on €/\$ exchange rate of 1.1

2025 Outlook

New key performance indicators for EDA

- The breakdown of revenue between pre-funding and after-sales **will no longer** be published starting in 2025
- A Cash EBITDA (defined as EBITDA minus investments) **will now be published**, to provide better visibility on financial performance (\$97M in 2023 and \$75M in 2024, excluding penalties related to vessel commitments)

Outlook

- No change in client behavior has been observed so far among seismic customers
- In a stable E&P investment environment, the Group anticipates for 2025:
 - **Geoscience**: growth driven by cutting-edge technologies and a strong order book
 - **Earth Data**: improvement in Cash EBITDA, notably due to the end of penalties related to vessel commitments
 - **Sensing & Monitoring**: additional cost savings from the restructuring plan
 - **New Businesses**: continued growth, with a first positive contribution to Group profitability

Financial objective

- Generate a Net Cash Flow of approximately \$100 M, subject to relative stability in the oil market

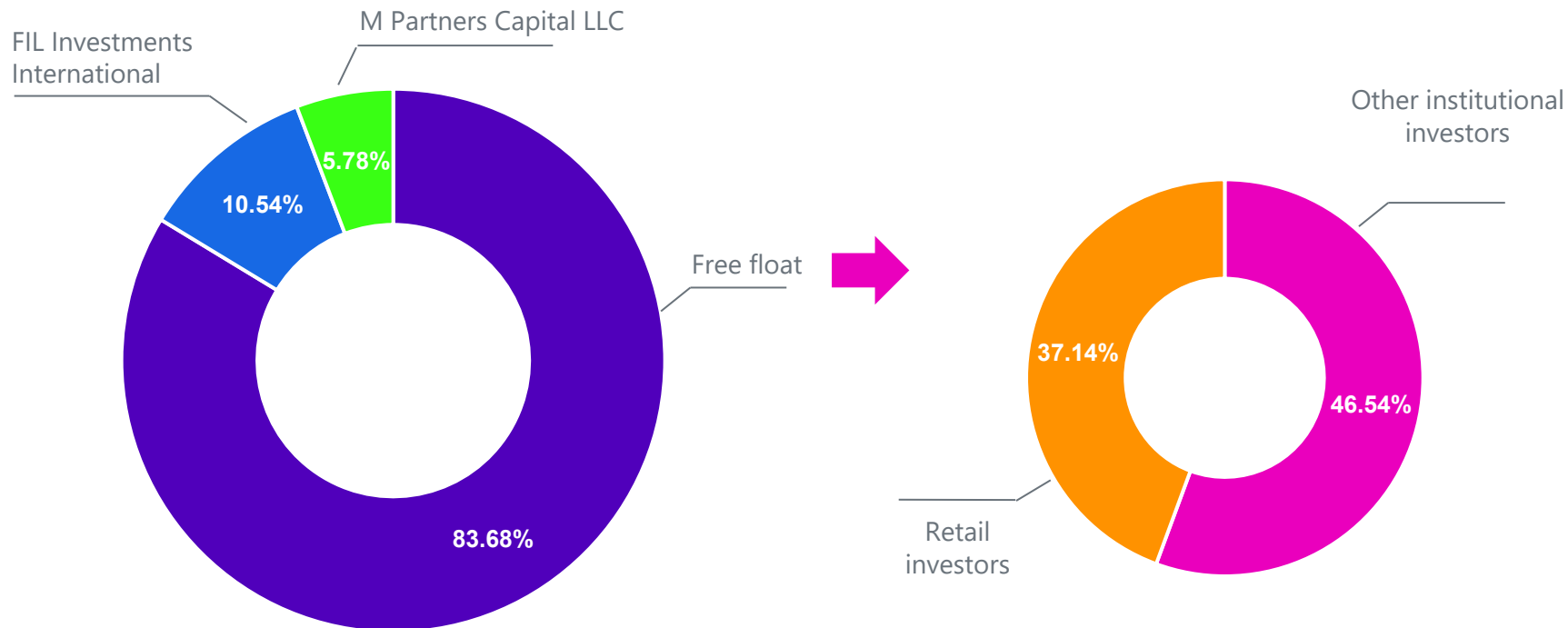


Cash generation and debt reduction – Group's #1 priorities

Shareholding Structure

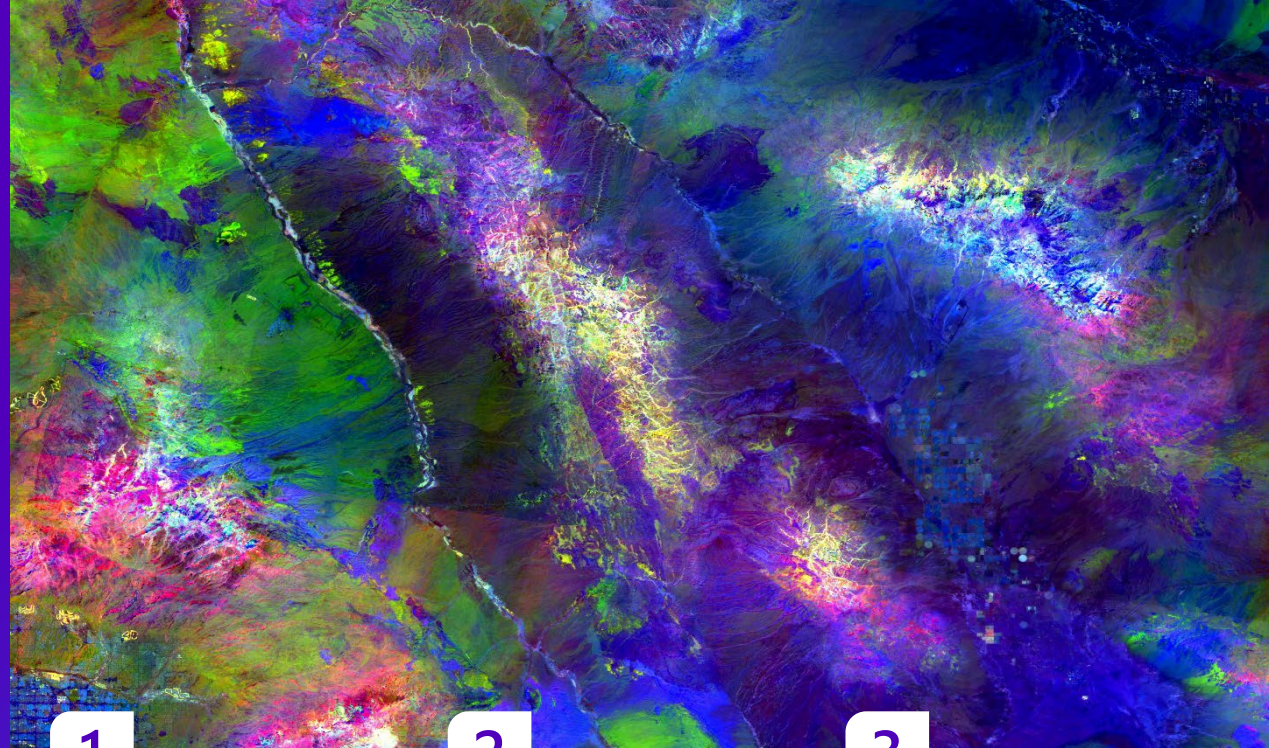
As of end of March 2025

Total number of shares
7,161,465



IV

Statutory Auditors' Reports



1

Consolidated and
statutory accounts

2

Related party
agreements

3

Transactions that may
affect the share capital



Claire CESARI-WALCH

Statutory auditor – EY

On behalf of the joint auditors Forvis Mazars and
EY

Combined General Meeting – April 30, 2025

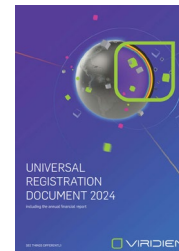
Reports of the Statutory auditors



Ordinary General Meeting

Reports on the consolidated accounts and on the statutory accounts (1/2)

URD
Pages 299-302 and
336-338 (French)



- **Report on the statutory accounts**

- ▶ First resolution: Approval of the statutory accounts for financial year ended December 31, 2024.
- ▶ Pages 336 to 338 of the Universal Registration Document 2024 (French version)

"In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2024, and of the results of its operations for the year then ended in accordance with French accounting principles."

- **Report on the consolidated accounts**

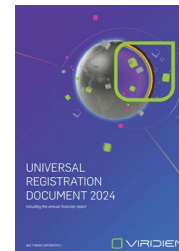
- ▶ Third resolution: Approval of the consolidated accounts for financial year ended December 31, 2024.
- ▶ Pages 299 to 302 of the 2024 Universal Registration Document

" In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2024 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union. "

Ordinary General Meeting

Reports on the consolidated accounts and on the statutory accounts (2/2)

URD
Pages 299-302 and
336-338 (French)



Key audit matters, matters requiring particular attention during our audit which we consider to be the most important :

- Consolidated financial statements :
 - Valuation of Goodwill.
 - Valuation of Earth Data surveys.
 - Recoverability of deferred tax assets.
- Individual company financial statements:
 - Valuation of equity securities and related receivables.

A detailed description of the risks identified, and our responses thereto can be found in our reports.

Ordinary General Meeting

Statutory Auditors' report on related party agreements

URD
Page 176



Agreements submitted for approval to the Annual General Meeting

- Agreements authorized and signed in 2024

- ▶ We have not been advised of any agreement authorized and signed during the year ended December 31, 2024 that should be submitted for approval to the Annual General Meeting in accordance with article L. 225-38 of the French Commercial Code.

- Agreements previously approved by the Annual General Meeting

- ▶ We have not been advised of any agreement previously approved by the Annual General Meeting, whose execution continued during the year ended December 31, 2024.



Extraordinary General Meeting

Reports on transactions that may affect Viridien's share capital

Resolution	Summary of the resolution	Conclusion
Resolution 20 (Reduction in share capital)	Cancellation of Company shares that it has acquired under the share purchase authorizations granted to it by the Shareholders' Meetings, up to a maximum of 10% of the share capital per 24-month period	No matters to report
Resolutions 22 to 26 (Issue of shares and securities with or without preferential subscription rights)	Delegation of authority to the Board of Directors to decide on an issue. The Board of Directors would be responsible for setting the final terms and conditions of this operation..	Since this report does not specify the method of determining the issue price of the equity securities to be issued as part of the implementation of the 22 nd and 26 th resolutions, we are not able to give our opinion on the choice of computational elements of this issue price. Since the final terms and conditions under which the issues may be carried out have not been set, we do not express an opinion on them and, consequently, on the proposal to cancel the preferential subscription right made to you in the 23 rd and 24 th resolutions.
Resolution 27 Issue of ordinary shares and/or securities reserved for the members of a company share savings plan	Delegation of authority to the Board of Directors to decide on an issue and to cancel your preferential subscription right to the securities to be issued. The Board of Directors would be responsible for setting the final terms and conditions of this operation.	Subject to a subsequent examination of the terms and conditions of the proposed issuance that may be decided, we have no matters to report as regards the methods used to set the issue price of the ordinary shares to be issued given in the Board of Directors' report. Since the final terms and conditions under which the issuance would be carried out have not been set, we do not express an opinion on those or, consequently, on the proposed cancellation of shareholders' preferential subscription rights.

Our reports on these resolutions do not call for any matters to emphasize. As the final conditions under which the issuance - provided for in the 23rd, 24th and 27th resolutions - would be carried out are not fixed, we do not express an opinion on them. Additional reports will be prepared if and when the Board of Directors uses these delegations of authority.



Q&A



Vote on the Resolutions



1

Ordinary
General Meeting

2



Extraordinary
General Meeting

1

Ordinary General Meeting



First resolution

- Approval of the statutory financial statements for financial year ended December 31, 2024

Second resolution

- Allocation of earnings for financial year ended December 31, 2024

Third resolution

- Approval of the consolidated financial statements for financial year ended December 31, 2024



Fourth resolution

- Appointment of DELOITTE & ASSOCIES, in replacement of ERNST & YOUNG et Autres, as statutory auditor in charge of certifying financial statements



Fifth resolution

- Appointment of BDO PARIS, in replacement of MAZARS, as statutory auditor in charge of certifying financial statements

Sixth resolution

- Appointment of BDO PARIS, as statutory auditor in charge of certifying the sustainability information

Seventh resolution

- Renewal of the term of Mr. Philippe SALLE as Director

Eighth resolution

- Renewal of the term of Mrs. Anne-France LACLIDE-DROUIN as Director

Ninth resolution

- Renewal of the term of Mr. Michael DALY as Director

Tenth resolution

- Ratification of the co-optation of Mrs. Amélie OYARZABAL as Director



Eleventh resolution

- Statutory auditors' special report on related party agreements -
Acknowledgement of the absence of any new agreement



Twelfth resolution

- Approval of the information mentioned under part I of article L. 22-10-9 of the French Commercial Code



Thirteenth resolution

- Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid during the past financial year or granted in respect of the same financial year, to Mr. Philippe SALLE, Chairman of the Board of Directors



Fourteenth resolution

- Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid for the past financial year or granted in respect of the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer



Fifteenth resolution

- Approval of the remuneration policy of Directors



Sixteenth resolution

- Approval of the remuneration policy of the Chairman of the Board of Directors



Seventeenth resolution

- Approval of the remuneration policy of the Chief Executive Officer

Eighteenth resolution

- Approval of the remuneration of the Chairperson and Chief Executive Officer



Nineteenth resolution

- Delegation of authority to the Board of Directors to buyback the Company's shares in accordance with article L. 22-10-62 of the French Commercial Code, duration of the authority, purposes, terms, ceiling, suspension during a public offer period

2

Extraordinary General Meeting



Twentieth resolution

- Authorization to the Board of Directors to cancel the Company's shares bought in accordance with article L.22-10-62 of the French Commercial Code, duration of the authorization, ceiling, suspension during public offer



Twenty-first resolution

- Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits and/or premiums, duration of the authority, maximum aggregate amount of the increase(s) in capital, of fractional shares, suspension during public offer



Twenty-second resolution

- Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, with preferential subscription right, duration of the authority, maximum aggregate amount of the increase(s) in capital, the right to offer unsubscribed shares to the public, suspended during a period of public offer



Twenty-third resolution

- Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, without preferential subscription right, within the scope of public offerings other than the ones referred to under 1 of article L. 411-2 of the French Monetary and Financial Code) and/or as consideration for securities in a public exchange offer, duration of the authority, maximum aggregate amount of the increase(s) in capital, issue price, option to limit the amount of subscriptions or to allocate unsubscribed securities, suspension during a public offering period



Twenty-fourth resolution

- Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, without preferential subscription right, by mean of an offer referred to under 1 of article L. 411-2 of the French Monetary and Financial Code, duration of the authority, maximum aggregate amount of the increase(s) in capital, issue price, option to limit the amount of subscriptions or to allocate unsubscribed securities, suspension during a public offering period



Twenty-fifth resolution

- Authorization to increase the issues approved under the twenty-second and twenty-fourth resolutions of this General Meeting, suspension during a public offering period



Twenty-sixth resolution

- Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or securities granting access to the capital of the Company within the limit of 10% of the capital in order to remunerate contributions in kind of securities or securities giving access to the capital, duration of the authority, suspension during a public offering period



Twenty-seventh resolution

- Delegation to the Board of Directors to increase the share capital by issuing shares and/or securities granting access to the capital of the Company, without preferential subscription right, to the members of a company savings plan, pursuant to Articles L. 3332-18 et seq. of the French Labor Code, duration of the authority, maximum aggregate amount of the increase(s) in capital, issue price, the possibility of allocating free shares under the L. 3332-21 of the French Labour Code, suspension during a public offering period



Twenty-eighth resolution

- Amendment to article 9.4 of the Articles of Association concerning written consultation of directors

Twenty-ninth resolution

- Powers for formalities



Conclusion

Disclaimer

All forward-looking statements are Viridien management's present expectations of future events and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. For a detailed description of these factors and uncertainties, please refer to Chapter 2 "Risk Management and Internal Control" of our 2024 Universal Registration Document (available on www.viridiengroup.com). Viridien undertakes no obligation to publicly update or revise any of these forward-looking statements.

This presentation includes information pertaining to our markets and our competitive positions therein. Such information is based on market data and our actual revenues in those markets for the relevant periods. We obtained this market information from various third-party sources (industry publications, surveys and forecasts) and our own internal estimates. We have not independently verified these third-party sources and cannot guarantee their accuracy or completeness and our internal surveys and estimates have not been verified by independent experts or other independent sources.