# NOTICE AND INFORMATION BROCHURE

**Combined General Meeting** 

Viridien

Wednesday, April 30, 2025 at 10.30 a.m.

Cloud Business Center 10 bis, rue du 4 Septembre 75002 Paris France



SEE THINGS DIFFERENTLY

### NOTICE

### TO THE COMBINED GENERAL MEETING OF VIRIDIEN SHAREHOLDERS

Wednesday, April 30, 2025 at 10.30 am (CET)

Cloud Business Center 10 bis, rue du Quatre Septembre 75002 Paris - France

#### SUMMARY

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#### **1.** ACTIVITIES

### ACTIVITIES

Viridien is a global technology and HPC leader that provides data, products, services and solutions in Earth science, data science, sensing and monitoring. Our unique portfolio supports our clients in efficiently and responsibly solving complex digital, energy transition, natural resource, environmental, and infrastructure challenges for a more sustainable future. Viridien employs around 3,400 people worldwide.

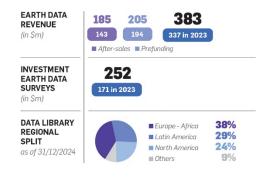
#### 1 Geoscience

As recognized leaders in advanced subsurface imaging, our experts bring a collaborative approach to problem solving. Our global network of 23 data imaging centers provides region-specific expertise, outstanding services and remarkable technology in every image. We provide integrated reservoir characterization services and innovative solutions for complex E&P challenges. Our comprehensive portfolio of geoscience services brings valuable insight to all aspects of natural resource exploration and development, helping to reduce drilling risk and build better reservoir models. We develop sophisticated algorithms to deliver powerful reservoir answers from geophysical data at every stage from exploration to production. We have a high market share and are highly differentiated.

TOTAL PRODUCTION (in \$m)	404 128 <b>532</b> 335 139 474 in 2023
COMPUTING POWER (Pflops)	External revenue Internal production 520 510 in 2023
TOTAL PRODUCTION/ HEAD (in \$k)	<b>343</b> 313 in 2023

2 Earth Data

We invest in a portfolio of geographical opportunities to build a geoscience database and thrive to achieve a high prefunding for our new projects. We typically invest in the range of US\$150-200 million in our surveys. At the end of 2024, we had over 1.3 billion square kilometers of high-end offshore seismic data, in the most prolific basins around the world with 77% of the net book value being made of projects of 1 year old or less. We own marketing rights to the data for a period of time and sell licenses to use this data to named clients who generally use it for reservoir exploration and development.



#### 3 Sensing & Monitoring

Through its brand Sercel, Viridien offers a full spectrum of systems, sensors, sources for seismic acquisition and structural health monitoring. Sercel sells its equipment and offers customer support services including training on a worldwide basis. Sercel manufactures in its five seismic equipment manufacturing facilities a wide range of geophysical equipment for land and marine seismic data acquisition, including seismic recording equipment, software and seismic sources, as well as equipment and solutions for infrastructure monitoring, including structural health and earthworks.

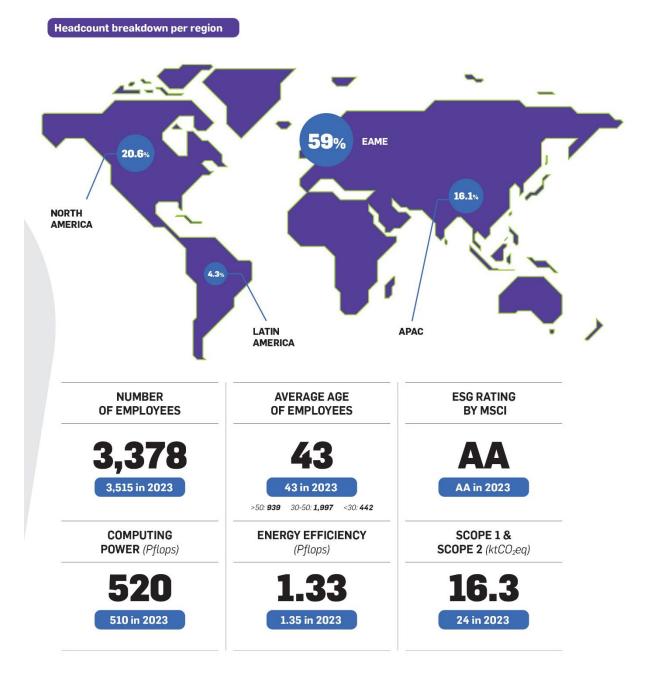
TOTAL PRODUCTION	157	117	56	330
(in \$m)	153	230	71	453 in 2023
	Land	Marine	■ BTC	



## Indicators as of 31/12/2024

KEY FINANCIA (in million dollars)	L INDICATORS	
SEGMENT R	EVENUE	IFRS REVENUE
1.1	17	1.211
1,125 in 2		1,076 in 2023
NET DEBT / ADJUSTED* SEGMENT EBITDAS	ADJUSTED* SEGMENT EBITDAS	IFRS EBITDA
x2.0	455	516
x2,4 in 2023	400 in 2023	351 in 2023
NET CASH FLOW	ADJUSTED* SEGMENT OPERATING INCOME	IFRS OPERATING INCOME
	173	143
<b>56</b>	1/3	

### NON-FINANCIAL INDICATORS



#### **Board of Directors and its Committees**

## Governance

The Board of Directors determines the orientations of the Company and the Group's activities and ensures their implementation in accordance with its corporate interest, taking into consideration the social and environmental aspects of its activity.

Michael DALY\*

Director

Amélie OYARZABAL\*

End of term of office: GM 2028

Director

End of term of office: GM 2025

α



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



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



Colette LEWINER Director

End of term of office: GM 2027

O Independent Director

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



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



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



Director End of term of office: GM 2027



Olivier JOUVE Director End of term of office: GM 2028

\* Director whose mandate is proposed for renewal/ratification at the 2025 General Meeting

- Patrick CHOUPIN is a director representing the employees, appointed by the Group Committee, in accordance with Article 8 of the Company's Articles of Association.
   Excluding the director representing the employees in accordance with the AFEP-MEDEF Code.

www.viridiengroup.com

The functioning of the Board is governed by the Internal Regulations of the Board of Directors, which are available on the Company's website



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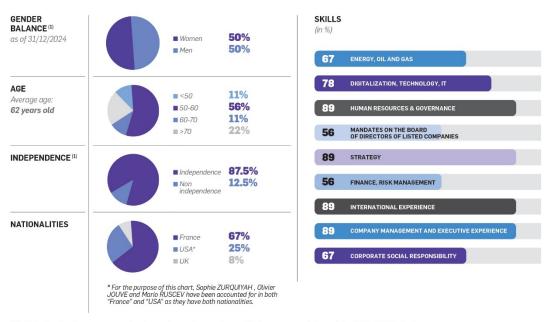
# BOARD COMMITTEES TO RESPOND TO THE GROUP'S STRATEGIC CHALLENGES

To ensure the proper professional conduct of the Company, the Board relies on the work of specialized Committees. The Committees oversee the Group's activities in their area of competence, ensure that high level risks are identified and properly managed, and work in close collaboration with the Group's General Management.



## A DIVERSITY OF PROFILES, SKILLS AND EXPERTISE WITHIN THE BOARD OF DIRECTORS

The Board of Directors considers that diversity of its members is key to ensure good performance. Diversity is applied to gender, age, independence, nationalities and skills.



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

#### **Executive Leadership Team**

#### Composition of the Executive Leadership team as of the date of this Document

Composition of the Executi	ve Leadership team as of the date of this Document
Sophie ZURQUIYAH	Chief Executive Officer
Jérôme SERVE	Chief Financial Officer
Eduardo COUTINHO	EVP Group General Counsel
Hovey COX	EVP Group Marketing & Sales and Communications
Jérôme DENIGOT	EVP Sensing & Monitoring
Dechun LIN	EVP Group Earth Data
Emma MULLER	Chief Human Resources Officer <sup>(a)</sup>
Emmanuel ODIN	Chief Sustainability Officer
Chris PAGE	EVP New Businesses Development <sup>(b)</sup>
Anil VATTALAI	SVP HPC & Cloud Solutions (c)
Peter WHITING	EVP Group Geoscience

(a) Emma MULLER was appointed Chief Human Resources Officer on July 29, 2024.

(b) Chris PAGE was appointed EVP New Businesses Development on December 1, 2024.

(c) Anil VATTALAI was appointed SVP HPC and Could Solutions on March 1, 2025 in replacement of Agnès BOUDOT.

#### Statutory auditors

#### Ernst & Young et autres

Member of the *Compagnie nationale des Commissaires aux Comptes de Versailles et du Centre* 

Tour First, 1, place des Saisons, TSA 14444, 92037 Paris – La Défense Cedex

Represented by Claire CESARI-WALCH

Date of the last renewal: May 15, 2019

Duration: until the end of the Ordinary General Meeting convened to approve the 2024 financial statements

#### **Forvis Mazars**

Member of the *Compagnie nationale des Commissaires aux Comptes de Versailles et du Centre* 

Tour Exaltis, 61, rue Henri-Régnault, 92400 Courbevoie

Represented by Alexandre DE BELLEVILLE

Date of the last renewal: May 15, 2019

Duration: until the end of the Ordinary General Meeting convened to approve the 2024 financial statements

The replacements of Ernst & Young et Autres and Forvis Mazars, as statutory auditors in charge of certifying financial statements are proposed at this General Meeting under the 4<sup>th</sup> and 5<sup>th</sup> resolutions and are supported by the Board of Directors (see page 36 and seq. of this Brochure).

#### Auditor in charge of the assurance of sustainability information

#### Ernst & Young et autres

Member of the Compagnie nationale des Commissaires aux Comptes de Versailles et du Centre

Tour First, 1, place des Saisons, TSA 14444, 92037 Paris – La Défense Cedex

Represented by Claire CESARI-WALCH

Date of the last renewal: May 15, 2024

Duration: until the end of the Ordinary General Meeting convened to approve the 2024 financial statements

The replacement of Ernst & Young et Autres as statutory auditor in charge of certifying the sustainability information is proposed under the 6<sup>th</sup> resolution and is supported by the Board of Directors (see page 36 and seq. of this Brochure).

## Viridien at a glance

### 2024 KEY OPERATIONAL HIGHLIGHTS

#### **JANUARY 16**

## Sercel unveils new 528 and VE564 solutions to optimize mega-crew surveys

Viridien announced today that Sercel has launched its next-generation 528™ land acquisition system and VE564™ vibrator electronics to improve recording capacity, reliability, productivity, and data fidelity to meet the latest challenging survey requirements.

#### **FEBRUARY 20**

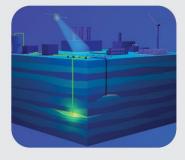
#### Viridien adds new southeast Asia carbon storage study to growing CCUS library

Viridien has announced the release of a Southeast Asia Carbon Storage Study to support and accelerate the screening process for all players in the region's fastgrowing CCUS market. This study ranks and prioritizes opportunities at large scale across 58 basins in Indonesia, Malaysia, Thailand and Vietnam, covering a total surface area of over 6 million km<sup>2</sup>, to help streamline the process for identifying the best basins and plays for potential carbon storage.

#### MAY 8

#### Viridien announces alliance with Baker Hughes offering carbon capture & storage solutions

The collaboration and proposed commercial alliance intends to support the rapid increase of CCS projects that is underway by providing high-quality and fully integrated end-to-end solutions to screen, select, characterize and monitor potential carbon storage sites worldwide.



#### JUNE 11

#### Viridien joins forces with ranch computing to supercharge the digital media landscape

Viridien has announced a pivotal highperformance computing (HPC) agreement with Ranch Computing, a French rendering farm. Viridien will provide fully customized HPC cloud infrastructure and expertise tailored to the demanding compute requirements of visual effects, animation and architectural visualizations for digital media clients.

#### JUNE 12

#### Viridien awarded large seismic imaging project in Algeria by groupement Berkine

Viridien has been selected to perform the seismic imaging of a 3,400 sq km highdensity onshore data set in Eastern Algeria. To sharpen the resolution of the target area's thin and faulted geology, scientists at Viridien's advanced Subsurface Imaging center in France will draw on their experience of imaging similar large and ultra-dense land seismic surveys in the Middle East.



#### AUGUST 27

### Viridien commences next-generation sparse OBN project in the US Gulf

Viridien has announced the start of the Laconia 3D OBN multi-client seismic program in the US Gulf. Covering 330 OCS blocks in the Garden Banks and Keathley Canyon protraction areas, the project is supported by industry funding. Acquisition started in July 2024 with delivery of initial products scheduled for Q2 2025.

#### AUGUST 29

#### Viridien wins contract to supply 30,000 Sercel WiNG land nodes to DMT

Viridien has sold and delivered a total of 30,000 Sercel WiNG land seismic nodes to DMT GmbH & Co. KG, a global engineering services and consultancy group headquartered in Germany. DMT will deploy the innovative and highly efficient WiNG nodes on a campaign of large-scale seismic surveys planned in urban areas to target energy resources, including geothermal.



#### SEPTEMBER 19

#### Viridien selected to support technology-driven mineral exploration program in Oman

Viridien has been awarded a comprehensive remote sensing program by Minerals Development Oman (MDO), the leading mining entity in the Sultanate of Oman, to identify, map and rank mineralization prospectivity potential across a total area of 16,000 km<sup>2</sup>.

#### **OCTOBER 24**

#### Viridien and SLB complete the data acquisition for a multiclient survey in Bonaparte Basin, offshore Australia

Viridien and SLB have recently completed the acquisition of a new multi-client survey in the Bonaparte Basin, off the NW coast of Australia, that has received industry support and prefunding. The resulting 6,760 sq km ultramodern PSDM seismic data set will provide a thorough evaluation of this highly prospective and underexplored area to improve industry understanding.

#### 5. FINANCIAL RESULTS OF VIRIDIEN OVER THE PAST FIVE YEARS

In €	2020	2021	2022	2023	2024
I. Financial position at year-end					
a) Capital stock	7,113,923	7,116,639	7,123,573	7,136,762	7,161,465
b) Number of shares outstanding	711,392,383	711,663,925	712,357,321	713,676,258	7,161,465
c) Maximal number of shares resulting from convertible bonds (see note below)	-	-	-	-	-
d) Total Equity	811,891,486	520,894,173	671,349,382	765,307,584	949,895,424
II. Earnings					
a) Sales net of sales tax	16,884,801	29,013,250	21,636,719	25,445,846	34,929,218
<ul> <li>b) Earnings before taxes, employee profit sharing, depreciation and reserves</li> </ul>	12,844,224	(377,765,039)	650,685,707	32,194,322	(389,369,206)
c) Employee profit sharing	-	-	-	-	-
d) Income taxes	(7,256,246)	(3,744,126)	(3,420,749)	(8,453,760)	(285,390)
e) Income after taxes, employee profit sharing, depreciation and reserves	(1,075,646,338)	(291,183,172)	150,058,885	93,893,770	184,587,841
f) Dividends	-	-	-	-	-
III. Earnings per share					
a) Earnings after taxes and profit sharing but before depreciation and reserves	0.03	(0.53)	0.92	0.06	(54.33)
b) Earnings after taxes, depreciation and reserves	(1.51)	(0.41)	0.21	0.13	25.78
c) Net dividend per share	-	-	-	-	-
IV. Personnel					
a) Average number of employees	18	14	13	13	14
b) Total payroll	5,515,555	5,402,078	5,823,606	7,291,180	7,469,608
c) Employee benefits (social security, etc.)	1,919,830	2,222,716	2,381,661	2,827,345	2,663,720

Note on convertible bonds: On February 21, 2018, VIRIDIEN finalized the implementation of its financial restructuring plan. All bonds have been converted into shares.



#### 6. How to participate and vote at the Combined General Meeting

#### Prior conditions to be completed to attend the General Meeting

Shareholders may take part in this General Meeting regardless of the number of shares they own, notwithstanding any statutory clauses to the contrary.

Pursuant to the provisions of section R. 22-10-28 of the French Commercial Code, in order to take part in this General Meeting, shareholders must provide evidence of their shareholding through the registration of their shares in their name or in the name of the authorized financial intermediary registered on their behalf, on the second business day prior to the date of the General Meeting, i.e. **Monday April 28, 2025 at midnight, CET**:

- In the registered share accounts held on behalf of the Company by its representative Uptevia (Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex, France), or
- in the bearer share accounts held by the authorized financial intermediary with whom your shares are registered.

The formal registration of the shares in the bearer share accounts held by the authorized financial intermediaries is confirmed by a participation certificate issued by the latter, where applicable by electronic means, under the conditions provided for in Article R. 225-61 of the French Commercial, which has to be appended to the postal or proxy voting form ("**Voting Form**"), or to the request for an admission card under the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

#### Procedure for taking part in the General Meeting

You have 5 options :

- Attend the General Meeting in person, or
- 2 Vote by post, or
- 3 Vote online, or
- Give a proxy to the Chairman of the General Meeting, or
- Give a proxy to a person of your choice

#### 1 Shareholders wishing to attend the General Meeting in person can:

Shareholders wishing to attend this General Meeting in person can make a request for an admission card as follows:

• Electronic request:

#### Postal request:

 For holders of shares in pure registered form: They will be able to access the voting site via their Shareholders' area at <u>https://www.investors.uptevia.com/</u> Holder of shares in pure registered form should log on to their Shareholder area using their usual

For holders of shares under the registered form: They should complete the Voting Form appended to the convening notice sent to them, and specify that they wish to attend the General Meeting and obtain an admission card. Then they should send back the Voting Form, duly dated



access codes. After logging on, they should follow the on-screen instructions to access the VOTACCESS site and request an admission card.

For holders of shares in administered registered form:

They will be able to access the voting site via the VoteAG website <u>https://www.voteag.com/</u>:

holders of shares in administered registered form should log on to the VoteAG website by using the temporary codes provided on the Voting Form or on the e-convocation. Once on the site home page, they should follow on-screen instructions to access the VOTACESS website and request an admission card.

#### For holders of bearer shares:

They should contact their authorized financial intermediary in charge of their share account, to find out whether or not the intermediary is connected to the VOTACCESS website and, if so, the conditions governing the use of the VOTACESS website.

If the authorized intermediary is connected to the VOTACCESS website, shareholders should log on to the internal portal the authorized intermediary with their usual identification information. Shareholders should follow the on-screen instructions and request an admission card. and executed, by using the T envelope appended to the convening notice.

#### > For holders of bearer shares:

Holders of bearer shares should ask their financial intermediary, in charge of their share account, to send them an admission card.

<u>Postal requests</u> for admission card must be received by Uptevia on <u>Saturday, April</u> <u>26, 2025</u> at the latest, in accordance with the above-mentioned conditions.

Shareholders who have not received their admission card within two working days prior to the General Meeting are invited to :

- For holders of **registered shares**: present themselves on the day of the General Meeting, directly at the dedicated desks, with a proof of identity;
- For holders of **bearer shares**: ask their financial intermediary to deliver to them a <u>certificate of</u> <u>participation proving their status as shareholders on the second business day prior to the Meeting</u>.

2 Shareholders wishing to vote by post:

> For holders of shares in registered form:

They should complete the Voting Form appended to the convening notice appended to the convening notice sent to them and send it back, duly dated and executed, by using the T envelope appended to the convening notice.

#### For holders of bearer shares:

They should ask the Voting Form to their financial intermediary, in charge of their share account, and then send it back duly dated and executed. The financial intermediary will forward the Voting Form to Uptevia together with a participation certificate. In accordance with Article R.225-77 of the French Commercial Code, voting forms must be received by Uptevia no later than <u>Monday</u>, <u>April 28, 2025</u>.

Voting Forms will be automatically sent to the holders of shares in registered form by post.

For holders of bearer shares, Voting Forms will be addressed upon request by simple letter at: **Uptevia – Service** Assemblées Générales – Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex, France no later than six days before the date of the Meeting, i.e. Thursday April 24, 2025.

The Voting Form may also be downloaded from the Company's website, in the section dedicated to the Shareholders General Meeting (https://www.viridiengroup.com/investors/shareholders/general-meetings).

## **345** shareholders wishing to vote online, or to give a proxy to the Chairman of the General Meeting or to another person:

# For holders of shares in pure registered form: They will have access to their Shareholder area at <u>https://www.investors.uptevia.com/</u>: Holder of shares in pure registered form should log on to their Shareholder area using their usual access codes. After logging on, they should follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.

For holders of shares in administered registered form:

They will be able to access the voting site via the VoteAG website <u>https://www.voteag.com/</u>:

holders of shares in administered registered form should log on to the VoteAG website by using the temporary codes provided on the Voting Form or on the e-convocation. Once on the site home page, they should follow on-screen instructions to access the VOTACESS website and vote or appoint or revoke a proxy. > For holders of bearer shares:

They should contact their authorized financial intermediary in charge of their share account, to find out whether or not the intermediary is connected to the VOTACCESS website and, if so, the conditions governing the use of the VOTACESS website.

- If the authorized intermediary is connected to the VOTACCESS website, shareholders should log on to the internal portal the authorized intermediary with their usual identification information. Shareholders should follow the on-screen instructions and vote or appoint or revoke a proxy.
- If the authorized intermediary is connected to the VOTACCESS website, the notification of the appointment and revocation of a proxy may also be made electronically, in accordance with the provisions of Article R.22-10-24 of the French Commercial Code, according to the following procedures:
  - Holders of bearer shares will have to send an email to the following address:

ct-mandataires-assemblees@uptevia.com.

- This email must contain a scanned copy of the Voting Form duly filled-in, dated and executed.
- Holders of bearer shares must also attach their participation certificate issued by their authorized intermediary.

Only notifications of appointment or revocation of proxies duly signed, completed and received no later than the day before the date of the General Meeting , i.e. **Tuesday, April 29, 2025 at 3pm CET**, can be taken into account.



If a proxy is granted to the Chairman or without specifying the identity of the agent, the Chairman of the General Meeting will vote in favor of the draft resolutions presented or approved by the Board of Directors and vote against the approval of all the remaining draft resolutions.

Any shareholder who has voted by post, sent a proxy or requested an admission card will no longer have the possibility to choose another way to participate in the General Meeting.

The VOTACCESS platform will be open from Friday April 11, 2025 at 10 am CET, until the day before the General Meeting, i.e <u>Tuesday, April 29, 2025 at 3 pm CET</u>.

### HOWEVER, IN ORDER TO AVOID ANY POSSIBLE OVERLOAD OF THE VOTACCESS SITE, SHAREHOLDERS ARE ADVISED NOT TO WAIT UNTIL THE DAY BEFORE THE MEETING TO VOTE.

Telephone assistance for registered shareholdersMonday to Friday, 9:00 a.m. to 6:00 p.m. (CET):From France: 0800 007 535From other countries: +33 1 49 37 82 36

#### Additional items to the agenda or draft resolutions

Requests for adding items to the Meeting's agenda or draft resolutions submitted by shareholders who fulfill the conditions set forth by Article R. 225-71 of the French Commercial Code must be sent by registered mail with acknowledgment of receipt to the Company's registered office at 27 avenue Carnot, 91300 Massy, France. The Company must receive the requests twenty-five (calendar) days prior to the date of the General Meeting, <u>i.e.</u> <u>Saturday, April 5, 2025</u> at the latest. Requests must be accompanied by a certificate of account registration in order to justify, on the date of the request, the possession or representation of the required fraction of the capital in accordance with the provisions of Article R. 225-71 of the French Commercial Code. The list of items added to the agenda and the draft resolutions presented by shareholders under these conditions will be published on the Company website (<u>https://www.viridiengroup.com/</u>), in accordance with Article R. 22-10-23 of the French Commercial Code. Requests for adding draft resolutions must be accompanied by the text of the draft resolutions and, if need be, a short summary of the justification, as well as the information provided for in 5° of Article R. 225-83 of the French Commercial Code if the draft resolution concerns the presentation of a candidate for the Board of Directors.

In addition, examination by the General Meeting of draft resolutions or agenda item is subject to the delivery, by the authors of the request, of a new statement of holdings evidencing the registration of the shares in the same account on the second business day preceding the General Meeting at 00:00 am, Paris time, <u>i.e. Monday, April</u> 28, 2025 at 00:00 am CET.

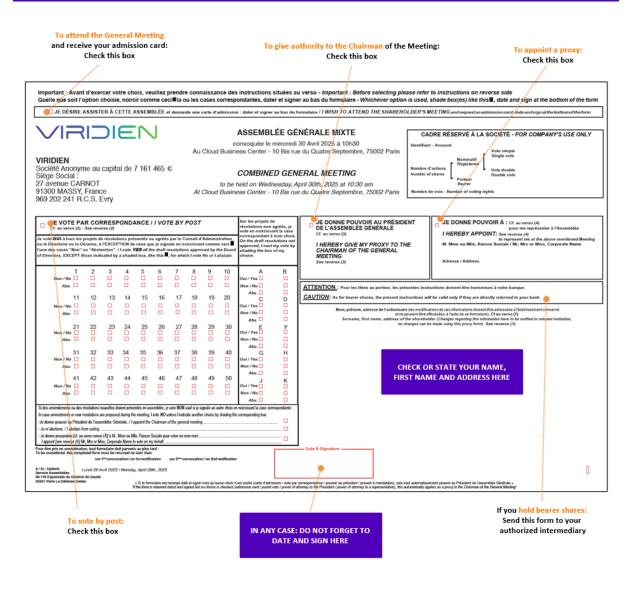
#### To get additional information

You can be provided with any document relating to the General Meeting:

- On the Company's website: <u>https://www.viridiengroup.com/</u>
- At the Company's registered office: Viridien, 27 avenue Carnot, 91300 Massy, France.



#### How to fill in the voting form



#### Written questions

In accordance with Article R. 225-84 of the French Commercial Code, any shareholder may submit written questions to the Board of Directors.

Such questions must be sent to the following address: Viridien, 27 avenue Carnot, 91300 Massy, France by registered letter with acknowledgment of receipt or by email to: <u>viridien.ag@viridiengroup.com</u>, together with a statement of holdings evidencing the registration of the shares.

This transmission must be carried out, as from the date on which the documents are made available to the shareholders and no later than the fourth business day preceding the General Meeting, i.e. **Thursday, April 24, 2025**.

The answer to a written question is deemed to have been given as soon as it appears on the Company's website in a section dedicated to written questions.



#### Live broadcast

In accordance with Article R. 22-10-29-1 of the French Commercial Code, the General Meeting will be broadcast live in its entirety in the 2025 Shareholders' Meeting section of the Company's website (<u>https://www.viridiengroup.com/investors/shareholders/general-meetings</u>). A recording of the Meeting will be available on the Company's website seven (7) working days after the date of the Meeting at the latest and for at least two years.

#### Consultation de documents mis à la disposition des actionnaires

In accordance with the law (Article R.22-10-23 of the French Commercial Code), all documents to be submitted to the General Meeting will be made available to shareholders, within the legal deadlines, at the company's registered office and on the Company's website (<u>https://www.viridiengroup.com/</u>).

From the date of the notice of meeting and up to and including the fifth day before the meeting, any shareholder may ask the Company to send her/him the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code.

Place where the General Meeting will be held

#### Wednesday, April 30, 2025 at 10.30 am (CET)



Cloud Business Center, 10 bis rue du Quatre Septembre, 75002 Paris, France

Metro : Lines 3, 8, 9 - Quatre Septembre, Richelieu-Drouot

**Bus :** Lines 29, 39, 20 – Richelieu, Quatre Septembre

**RER :** Line A – Auber

Car Park: Car Park Bourse

### 7. DIRECTORS WHOSE RENEWAL OR CO-OPTATION IS PRESENTED AT THIS COMBINED GENERAL MEETING (7<sup>TH</sup> TO 10<sup>TH</sup> RESOLUTIONS)

The terms of office as members of the Board of Directors of Mr. Philippe SALLE, Mrs. Anne-France LACLIDE-DROUIN et Mr. Michael DALY will expire at the end of this General Meeting called to approve the annual accounts closed on December 31, 2024.

Upon recommendation of the Remuneration, Appointment and Governance Committee, we propose to renew the term of office of Mr. Philippe SALLE (seventh resolution), Mrs. Anne-France LACLIDE-DROUIN (eighth resolution) and Mr. Michael DALY (ninth resolution) for a four-year term expiring at the end of the General Meeting to be held in 2029 to approve the financial statements for the previous financial year. The Board of Directors believes that the renewal of Mrs. Anne-France LACLIDE-DROUIN and Messrs. Philippe SALLE and Michael DALY will enable the continuation of the Group's transformation to which they have contributed since their appointment as director. Their respective expertise in finance, restructuring and geology, combined with their knowledge of the Company and its activity, will contribute to the value of the debates and the effective implementation of the transformation.

In addition, on October 31, 2024, upon recommendation of the Appointment, Remuneration and Governance Committee, the Board of Directors co-opted Mrs. Amélie OYARZABAL as new independent Director for the remainder of Mrs. Helen LEE BOUYGUES' term of office, i.e. until the Annual General Meeting called to be held in 2028 to approve the financial statements for the previous financial year. We recommend that you ratified her co-optation (tenth resolution).

These renewals and co-optation of Directors are proposed at this General Meeting under the 7<sup>th</sup> to the 10<sup>th</sup> resolutions and are supported by the Board of Directors as presented on page 36 and seq. of this Brochure.





#### Philippe SALLE

CHAIRMAN UNTIL APRIL 30, 2025

INDEPENDENT DIRECTOR

<b>Age:</b> 59	Nationality: French	Address : Viridien 27, avenue Carnot 91300 Massy, France	First appointment: 2018 (by co- optation) Last renewal: 2021 Expiry of the current term of office: 2025	Number of Viridien shares held on December 31, 2024: 2,830 shares
				,

Philippe SALLE is a graduate of the École des Mines of Paris (France) and holds an MBA from the Kellogg Graduate School of Management, Northwestern University (Chicago, USA).

Philippe SALLE began his career at Total in Indonesia before joining Accenture in 1990. He then joined McKinsey in 1995 and became senior manager in 1998. In 1999, he joined the Vedior group (which later became Randstad, a company listed on Euronext Amsterdam). He became Chairman and CEO of Vedior France in 2002; in 2003, he became a member of the Managing Board of Vedior NV and was then appointed President for South Europe in 2006 (France, Spain, Italy and Switzerland). From 2007 to 2011, he served first as Deputy CEO and then Chairman and CEO of the Geoservices group (sold to SLB in 2010, listed on the New York Stock Exchange), a technological company operating in the petroleum industry with 7,000 associates in 52 countries. From 2011 to 2015, he was Chairman and CEO of the Altran group. He then became Chairman and CEO of Elior where he remained until October 31, 2017. Since December 1, 2017, he has been Head of the Emeria group (formerly Foncia). On October 14<sup>th</sup>, 2024, he is appointed as Chairman of the Board of Directors of Atos Group and CEO of Atos from February 1<sup>st</sup>, 2025. He is a Knight of the French National Order of Merit and of the Legion of Honor and Commander of the Order of Merit of the Italian Republic.

#### **CURRENT POSITIONS**

#### WITHIN THE GROUP: WITHIN THE GROUP: • Chairman of the Board of Directors of Viridien None OUTSIDE OF THE GROUP: OUTSIDE OF THE GROUP: French companies: Director of Diot Siaci (France) • Chairman and CEO of Atos (a company listed on Euronext • Chairman of Emeria Holding (France) Paris) · Chairman of the Supervisory Board of Foncia Saturne • Director of Emeria (France) Chairman of Finellas • Director of Mister Temp group • Chairman of Hodpar • Co-manager of Emeria Germany Management GmbH • Director of CIC Banque Transatlantique (Germany) Foreign companies: • Chairman of the Board of Directors of Emeria Switzerland • Manager of Hodlux SARL (Luxembourg) (Switzerland) Chairman of Hodlon Limited (United Kingdom) • Chairman of LHG Square Limited (United Kingdom) • Director of Emeria Belux (Belgium) • Permanent representative of Emeria, Chairman of Emeria Europe • Chairman of the Supervisory Board of Efficity

• Chairman of the Supervisory Board of Efficity International

POSITIONS WHICH EXPIRED OVER THE LAST FIVE YEARS

- Member of the Supervisory Board of Tech-Way
- Director of Emeria Res Newco Limited (United Kingdom)
- Director of Emeria Res UK Limited (United Kingdom)





#### Michael DALY

INDEPENDENT DIRECTOR

Age:	Nationality:	Address :	First appointment:	Number of
71	British	Viridien	2015 (by co-optation)	Viridien shares
		27, avenue	Last renewal: 2021	held on
		Carnot	Expiry of the current term of	December 31,
		91300 Massy,	office: 2025	2024:
		France		345 shares

**ROLE IN BOARD COMMITTEES:** 

**Chairperson of the Sustainability Committee** 

Member of New Businesses and M&A Committee

Michael DALY is a graduate of The University College of Wales, Leeds University (Ph.D.) and Harvard Business School (PMD).

Michael DALY is a British geologist, oil and gas executive and academic. He joined the Geological Survey of Zambia in 1976, mapping the remote Muchinga Mountains of northeast Zambia. He began his business career with BP in 1986 as a research geologist. After a period of strategy work and exploration and production positions in Venezuela, the North Sea and London, he became President of BP's Middle East and S. Asia Exploration and Production business. In 2006, Michael DALY became BP's Global Exploration Chief and a Group Vice President. He served on BP's Group Executive team as Executive Vice President from 2010 until his retirement in 2014 after 28 years with the Company. He is a Visiting Professor in Earth Sciences at the University of Oxford where he leads a copper basin analysis group, and is a Director of Snowfox Discovery Ltd., a hydrogen exploration company. He was recently President of the Geological Society of London, a registered Charity.

#### **CURRENT POSITIONS**

#### POSITIONS WHICH EXPIRED OVER THE LAST FIVE YEARS

• Director of Viridien • [	Director of Tullow Oil (United Kingdom, a company listed
Chairperson of the Sustainability Committee of Viridien     on	the London Stock Exchange)
Member of New Businesses and M&A Committee of	President of the Geological Society of London (United
Viridien Kir	ngdom)
OUTSIDE OF THE GROUP: •	Director of Macro Advisory Partners (MAP)
Foreign companies (non-listed) and institutions: (U	nited Kingdom)
• Visiting Professor in Earth Sciences at the University of •	Director of Daly Advisory and Research Ltd. (United
Oxford (United Kingdom) Kir	ngdom)
<ul> <li>Director of Snowfox Discovery Ltd. (United Kingdom)</li> </ul>	





#### Anne-France LACLIDE-DROUIN

#### **INDEPENDENT DIRECTOR**

<b>Age:</b> 57	Nationality: French	Address : Viridien 27, avenue Carnot 91300 Massy, France	First appointment: 2017 Last renewal: 2021 Expiry of the current term of office: 2025	Number of Viridien shares held on December 31, 2024: 225 shares
		91300 Massy,		

#### ROLE IN BOARD COMMITTEES:

Chairperson of the Audit and Risk Management Committee

Member of the Sustainability Committee

Anne France LACLIDE-DROUIN is a graduate from the Institut commercial of Nancy (ICN) and Mannheim University. She also holds a *diplôme d'études supérieures comptables et financières*.

Anne France LACLIDE-DROUIN began her career at PricewaterhouseCoopers before occupying various positions in the Financial division of international groups in different sectors, such as the distribution sector, where she acquired international experience. In 2001, she became Financial Director of Guilbert, then Staples, AS Watson and GrandVision. Anne France LACLIDE-DROUIN has been CFO of Oberthur Technologies, comprising the responsibility of the Financial and Legal Functions of the Group, from 2013 to 2017 and of Consolis Holding SAS and a member of the Executive Committee of Consolis Group SAS, from 2017 to 2020. From 2021 to 2022, she has been Group CFO of RATP Dev. In 2023 and 2024, she was CFO and member of the Executive Committee of Ingenico.

#### CURRENT POSITIONS

#### POSITIONS WHICH EXPIRED OVER THE LAST FIVE YEARS

WITHIN THE GROUP:	WITHIN THE GROUP:
Director of Viridien	None
• Chairperson of the Audit and Risk Management Committee	OUTSIDE OF THE GROUP:
of Viridien	• Director and Chairwoman of the Audit Committee of
<ul> <li>Member of the Sustainability Committee of Viridien</li> </ul>	Solocal (France, a company listed on Euronext Paris)
OUTSIDE OF THE GROUP:	Chief Financial Officer and Compliance Director of RATP Dev
French companies:	(an affiliate of the RATP group) (France), some positions of
• Director and Chairwoman of the Audit Committee and the	Non-Independent Director within RATP Dev
CSR Committee of Believe (a company listed on Euronext	• Chief Financial Officer of Consolis Group SAS (France),
Paris)	member of the Executive Committee, General Manager of
	Compact (BC) Lux II S.C.A. (Luxembourg), some positions of
	Non-Independent Director within Consolis

• Chief Financial Officer and member of the Executive Committee of Ingenico





#### Amélie OYARZABAL

**INDEPENDENT DIRECTOR SINCE OCTOBER 31, 2024\*** 

<b>Age:</b> 57	Nationality: French	Viridien 27, avenue	First appointment: 2024 (by co-optation) Expiry of the current term of	Number of Viridien shares held on
		Carnot	office: 2028	December 31,
		91300 Massy, France		<b>2024:</b> 750 shares

**ROLE IN BOARD COMMITTEES:** 

Member of New Businesses and M&A Committee

Member of the Audit and Risk Management Committee

Amélie OYARZABAL graduated from Sciences Po, Paris and from the London School of Economics and Political Science (LSE).

Amélie OYARZABAL has more than 25 years of financial advisory experience. Partner at Lazard Frères for 16 years, Amélie OYARZABAL played leadership roles in launching Lazard's Beijing office and later in Chicago. In 2019, Amélie OYARZABAL joined Greenhill & Co., Inc. as a Managing Director to open the French office of Greenhill for which she is responsible.

#### **CURRENT POSITIONS**

WITHIN THE GROUP:

• Director of Viridien

Viridien

Viridien

#### POSITIONS WHICH EXPIRED OVER THE LAST FIVE YEARS

WITHIN THE GROUP: None • Member of New Businesses and M&A Committee of OUTSIDE OF THE GROUP: None • Member of the Audit and Risk Management Committee of

Foreign companies (non-listed):

OUTSIDE OF THE GROUP:

• Managing Director, Head of France of Greenhill & Co.

\* The co-optation of Amélie OYARZABAL will be submitted to the ratification by the 2025 General Meeting.

#### 8. AGENDA OF THE COMBINED GENERAL MEETING

#### Ordinary meeting:

- 1. Approval of the statutory financial statements for financial year ended December 31, 2024,
- 2. Allocation of earnings for financial year ended December 31, 2024,
- 3. Approval of the consolidated financial statements for financial year ended December 31, 2024,
- 4. Appointment of DELOITTE & ASSOCIES, in replacement of ERNST & YOUNG et Autres, as statutory auditor in charge of certifying financial statements,
- 5. Appointment of BDO PARIS, in replacement of MAZARS, as statutory auditor in charge of certifying financial statements,
- 6. Appointment of BDO PARIS, as statutory auditor in charge of certifying the sustainability information,
- 7. Renewal of the term of Mr. Philippe SALLE as Director,
- 8. Renewal of the term of Mrs. Anne-France LACLIDE-DROUIN as Director,
- 9. Renewal of the term of Mr. Michael DALY as Director,
- 10. Ratification of the co-optation of Mrs. Amélie OYARZABAL as Director,
- 11. Statutory auditors' special report on related party agreements Acknowledgement of the absence of any new agreement,
- 12. Approval of the information mentioned under part I of Article L. 22-10-9 of the French Commercial Code,
- 13. 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,
- 14. 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,
- 15. Approval of the remuneration policy of Directors,
- 16. Approval of the remuneration policy of the Chairman of the Board of Directors,
- 17. Approval of the remuneration policy of the Chief Executive Officer,
- 18. Approval of the remuneration of the Chairperson and Chief Executive Officer,
- 19. 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,

#### Extraordinary meeting:

- 20. 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,
- 21. 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,
- 22. 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,

- 23. 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,
- 24. 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,
- 25. Authorization to increase the issues approved under the twenty-second to the twenty-fourth resolutions of this General Meeting, suspension during a public offering period,
- 26. 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,
- 27. 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 et seq of the French Labour Code, suspension during a public offering period,
- 28. Amendment to Article 9.4 of the Articles of Association concerning written consultation of directors,
- 29. Powers for formalities.

The notice of meeting including the draft resolutions submitted to this Combined General Meeting was published in the French *Bulletin des Annonces Légales Obligatoires (BALO)* dated March 24, 2025, bulletin n° 36.

#### 9. DRAFT RESOLUTIONS SUBMITTED TO THE SHAREHOLDERS' APPROVAL

#### Ordinary meeting:

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

Upon presentation of the report of the Board of Directors and the report of the Statutory Auditors, the General Meeting hereby approves the financial statements for financial year ended December 31, 2024, as they are presented in such reports, and which show a net profit of 184,587,840.63 euros.

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

The General Meeting, on the proposal of the Board of Directors, resolves to allocate the entire result of the financial year ended December 31, 2024, i.e. the profit of 184,587,840.63 euros, to the Carry forward account which is increased from an amount of 243,962,251.75 euros to the amount of 428,550,092.38 euros.

Pursuant to the provisions of Article 243 bis of the French *Code Général des Impôts,* the General Meeting acknowledges that no dividends were distributed over the last three financial years.

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

Upon presentation of the report of the Board of Directors and the report of the Statutory Auditors, the General Meeting approves the consolidated financial statements for financial year ended December 31, 2024, as they are presented in such reports, and which show as of this date a profit (Group's part) of 49,813,374.56 dollars US.

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

Upon presentation of the report of the Board of Directors, the General Meeting resolves to appoint DELOITTE & ASSOCIES in replacement of ERNST & YOUNG et Autres, whose office expires at the end of this meeting, as statutory auditor in charge of the certification of financial statements for a period of six financial years, i.e. at the end of the annual ordinary general meeting to be held in 2031 and called to approve the financial statements ending December 31, 2030.

It indicated that it accepts these functions.

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

Upon presentation of the report of the Board of Directors, the General Meeting resolves to appoint BDO PARIS in replacement of MAZARS, whose office expires at the end of this Meeting, as statutory auditor in charge of the certification of financial statements, for a period of six financial years, i.e. at the end of the annual ordinary general meeting to be held in 2031 and called to approve the financial statements ending December 31, 2030.

It indicated that it accepts these functions.

### Sixth resolution – Appointment of BDO PARIS, as statutory auditor in charge of certifying sustainability information

Upon presentation of the report of the Board of Directors, the General Meeting resolves to appoint BDO PARIS in replacement of ERNST & YOUNG et Autres, whose term is terminating, as statutory auditor in charge of the certification of sustainability information, for a six-year period, i.e. at the end of the annual ordinary general meeting to be held in 2031 and called to approve the financial statements ending December 31, 2030.

It indicated that it accepts these functions.

#### Seventh resolution - Renewal of the term of Mr. Philippe SALLE as Director

The General Meeting resolves to renew Mr. Philippe SALLE as Director, for a four-year period expiring at the end of the ordinary general meeting to be held in 2029 to approve the financial statements of the previous financial year.

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

The General Meeting resolves to renew Mrs. Anne-France LACLIDE-DROUIN as Director, for a four-year period expiring at the end of the ordinary general meeting to be held in 2029 to approve the financial statements of the previous financial year.

#### Ninth resolution - Renewal of the term of Mr. Michael DALY as Director

The General Meeting resolves to renew Mr. Michael DALY as Director, for a four-year period expiring at the end of the ordinary general meeting to be held in 2029 to approve the financial statements of the previous financial year.

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

The Annual General Meeting ratifies the co-optation by the Board of Directors at its meeting on October 31, 2024, to the position of director of Mrs. Amélie OYARZABAL, in replacement of Mrs. Helen LEE BOUYGUES, who resigned.

Consequently, Mrs. Amélie OYARZABAL will exercise her functions for the duration of the remaining term of office of her predecessor, i.e. at the end of the ordinary general meeting to be held in 2028 to approve the financial statements of the previous financial year.

### Eleventh resolution - Statutory auditors' special report on related party agreements - Acknowledgment of the absence of any new agreement

The General Meeting, having reviewed the statutory auditors' special report on related party agreements, mentioning the absence of any new agreement of the type referred to in Article L. 225-38 of the French Commercial Code, hereby takes note of it purely and simply.

### Twelfth resolution - Approval of the information mentioned under part I of Article L.22-10-9 of the French Commercial Code

The General Meeting approves, in accordance with Article L.22-10-34, I of the French Commercial Code, the information referred to in Article L.22.10-9, I of the French Commercial Code, as presented in the Report on Corporate Governance included in the 2024 Universal Registration Document, section 4.2.2.



# 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

The General Meeting approves, in accordance with Article L.22-10-34, II of the French Commercial Code, the fixed, variable, and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mr. Philippe SALLE, Chairman of the Board of Directors, as presented in the Report on Corporate Governance included in the 2024 Universal Registration Document, section 4.2.3.A.

# Fourteenth 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 Mrs. Sophie ZURQUIYAH, Chief Executive Officer

The General Meeting approves, in accordance with Article L.22-10-34, II of the French Commercial Code, the fixed, variable, and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer, as presented in the Report on Corporate Governance included in the 2024 Universal Registration Document, section 4.2.3.B.

#### Fifteenth resolution - Approval of the remuneration policy of Directors

The General Meeting approves, in accordance with Article L.22-10-8 of the French Commercial Code, the remuneration policy applicable to the Directors, as presented in the Report on Corporate Governance included in the 2024 Universal Registration Document, section 4.2.1.2.d).

#### Sixteenth resolution - Approval of the remuneration policy of the Chairman of the Board of Directors

The General Meeting approves, in accordance with Article L.22-10-8 of the French Commercial Code, the remuneration policy applicable to the Chairman of the Board of Directors, as presented in the Report on Corporate Governance included in the 2024 Universal Registration Document, section 4.2.1.2.a).

#### Seventeenth resolution - Approval of the remuneration policy of the Chief Executive Officer

The General Meeting approves, in accordance with Article L.22-10-8 of the French Commercial Code, the remuneration policy applicable to the Chief Executive Officer as presented in the Report on Corporate Governance included in the 2024 Universal Registration Document, section 4.2.1.2.b).

#### Eighteenth resolution - Approval of the remuneration policy of the Chairperson and Chief Executive Officer

The General Meeting approves, in accordance with Article L.22-10-8 of the French Commercial Code, the remuneration policy applicable to the Chairperson and Chief Executive Officer as presented in the Report on Corporate Governance included in the 2024 Universal Registration Document, section 4.2.1.2.c).

### 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

The General Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors, for a period of eighteen months, pursuant to the provisions of Articles L.22-10-62 and L. 225-210 of the French Commercial Code, to purchase, on one or more occasions and at such times as it shall determine, Company shares up to a maximum number of shares that may not exceed 10% of the number of shares making up the share capital as of the date of this General Meeting, adjusted if necessary to take account of any capital increases or reductions, or reverse share split that may take place during the term of this share purchase program.



This authorization cancels the authorization given to the Board of Directors by the General Meeting of May 15, 2024 in its fourteenth ordinary resolution.

Acquisitions may be made in order to:

- ensure the facilitation of the secondary market or the liquidity of Viridien shares through a liquidity contract entered into with an investment service provider acting in compliance with the market practice admitted 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, minus the number of shares resold,
- retain purchased shares and subsequently remit them in exchange or as payment in the framework of merger, demerger, contribution of external growth transactions,
- cover stock option plans and/or performance share plans (or similar plans) to employees and/or corporate
  officers of the Group, including Economic Interest Groups and related companies as well as all allocations of
  shares under a company or group savings plan (or similar plan), under the company's profit-sharing scheme
  and/or all other forms of share allocation to employees and/or corporate officers of the Group, including
  Economic Interest Groups and related companies,
- cover securities giving entitlement to the allocation of shares in the Company within the framework of the regulations in force,
- cancel any shares acquired, in accordance with the authorization granted or to be granted by the Extraordinary General Meeting,
- generally, implement any market practice that may be admitted by the French Autorité des Marchés *Financiers* and, more generally, to carry out any other transaction in compliance with applicable regulations (in such a case, the Company will inform its shareholders by means of a press release).

These share purchases may be carried out by any means, including the acquisition of blocks of shares, and at such times as the Board of Directors may determine.

The Board may not, without the prior authorization of the General Meeting, use this authorization from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

The Company is not entitled to use optional mechanisms or derivative instruments.

The maximum purchase price per share shall be €250 (acquisition costs excluded). In case of operation on capital, in particular a share split or reverse share split or an allocation of free shares to shareholders, the abovementioned amount will be adjusted in the same proportions (multiplication coefficient equal to the ratio between the number of shares comprising the capital before the operation and the number of shares after the operation).

The maximum amount of the share purchase program shall be 179,036,500 euros.

The General Meeting grants full powers to the Board of Directors to carry out these transactions, to determine the terms and conditions thereof, to enter into all agreements and to carry out all formalities.

#### Extraordinary meeting:

### Twentieth resolution – Delegation of authority 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

The General Meeting, pursuant to Article L. 22-10-62 of the French Commercial Code, having reviewed the report of the Board of Directors and the report of the statutory auditors:

 Authorizes the Board of Directors to cancel, at its sole discretion, on one or more occasions, up to a maximum of 10% of the share capital calculated as of the date of the cancellation decision, less any shares cancelled during the previous 24 months, the treasury shares that the Company holds or may hold, in particular as a result of share buybacks carried out within the framework of Article L. 22-10-62 of the French Commercial Code, as well as to reduce the Company's share capital by the same amount, in accordance with the legal and regulatory provisions in force,

- 2) Resolves that the Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period,
- 3) Sets the period of validity of this authorization at twenty-four months from the date of this Meeting,
- 4) Grants all powers to the Board of Directors to carry out the operations necessary for such cancellations and the corresponding reductions in the share capital, to amend the Company's articles of association accordingly and to carry out all necessary formalities.

### 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

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after reviewing the report of the Board of Directors, and in accordance with the provisions of Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

- Hereby delegates to the Board of Directors its authority to decide to increase the share capital, on one or several occasions, at the time and terms determined by the Board, by incorporation into the capital of reserves, profits, premiums or other items whose capitalization will be allowed, by the issuance and allocation of shares or by an increase in the nominal amount of existing ordinary shares, or by the combination of these two processes.
- 2) Resolves that if the Board of Directors uses this delegation of authority, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, in the event of a capital increase in the form of a free allocation of shares, fractional rights will not be negotiable or transferable and the corresponding shares will be sold; the sums resulting from this sale will be allocated to the holders of the rights within the period provided for by the regulation.
- 3) Sets the period of validity of this delegation at twenty-six months, from the date of this Meeting.
- 4) Resolves that the amount of the capital increase under this resolution shall not exceed the nominal amount of 716,146.50 euros (i.e. for information purpose, 10% of the share capital as of December 31, 2024), not taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation procedures, the rights of the holders of securities or other rights giving access to the Company's capital.

The nominal amount of the capital increases carried out under this resolution shall be deducted from the maximum nominal amount of ordinary shares provided for in the twenty-second resolution of this General Meeting.

- 5) Resolves that the Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
- 6) Grants to the Board of Directors full powers to implement this resolution and, in general, to take all measures and carry out all formalities required for the successful completion of each capital increase, to record the completion thereof and to amend the articles of association accordingly.
- 7) Acknowledges that this delegation of authority supersedes, as from the date hereof, the unused portion, if any, of any previous delegation of authority for the same purpose.



# 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

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, in particular Articles L.225-129-2, L.228-92 and L.225-132 and seq. of the French Commercial Code:

- 1) Hereby delegates to the Board of Directors its authority to issue, free of charge or against payment, on one or several occasions, in proportion and on the time periods determined by the Board, on the French and/or international market, either in euros or in foreign currencies or in any other unit of account based on a set of currencies,
  - Ordinary shares,
  - and/or securities granting access to the capital and/or to debt securities.
- 2) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 3) Resolves to set the following limits on the amounts of the issues authorized in the event of use by the Board of Directors of the present delegation:

The aggregate nominal amount of ordinary shares that may be issued under this delegation may not exceed 3,580,732.50 euros (i.e., for information purposes, 50% of the share capital as of December 31, 2024), it being specified that the aggregate nominal amount of the ordinary shares that may be issued pursuant to the twenty-first, twenty-third, twenty-fourth, twenty-sixth and twenty-seventh resolutions submitted to this Meeting, shall be allocated on that limit.

This limit shall be increased, as the case may be, by the aggregate nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.

The aggregate nominal amount of debt securities issued under to this delegation may not exceed €50 million, it being specified that the aggregate nominal amount of debt securities issued by the Company pursuant to the twenty-third and twenty-fourth resolutions submitted to this Meeting shall be deducted from this ceiling.

- 4) If the Board of Directors uses this delegation of authority in connection with the issues referred to in 1) above:
  - a. decides that the issue(s) of ordinary shares or securities giving access to the capital shall be reserved in preference to shareholders who may subscribe on an irreducible basis,
  - b. decides that if the subscriptions on an irreducible basis, and where applicable on a reducible basis, have not absorbed the entire issue referred to in 1), the Board of Directors may use the following options:
    - to limit the amount of the issue to the amount of subscriptions, within the limits provided for by the regulation,
    - to freely allocate all or part of the unsubscribed securities,
    - to offer to the public all or part of the unsubscribed securities,
- 5) Resolves that the issues of warrants may be carried out by subscription offer, but also by free allocation to the holders of existing shares, it being specified that the Board of Directors shall have the power to decide that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold.
- 6) Resolves that the Board of Directors shall have the necessary powers, within the limits fixed above, in particular to set the terms and conditions of the issue(s) and determine the issue price, if any, acknowledge the completion of the resulting capital increases, amend the articles of association accordingly, allocate, on his own initiative, the issues costs to the premiums and, withhold from the amount of the capital



increases the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase and, more generally, to do whatever is necessary in this respect.

- 7) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
- 8) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

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

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, in particular L.225-129-2, L.225-136, L. 22-10-51, L.22-10-54 and L.228-92:

- Delegates to the Board of Directors its authority to issue, on one or several occasions, in proportion and on the time periods determined by the Board, on the French and/or international market, by way of a public offering other than the ones referred to under 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 based on a set of currencies:
  - Ordinary shares,
  - and/or securities granting access to the capital and/or to debt securities.

These securities may be issued in order to compensate shares which may be contributed to the Company in the course of a public exchange offer covered by the terms and conditions set in Article L.22-10-54 of the French Commercial Code.

- 2) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 3) The aggregate nominal amount of ordinary shares that may be issued under this delegation may not exceed 716,146.50 euros (i.e., for information purposes, 10% of the share capital as of December 31, 2024), it being specified that the aggregate nominal amount of the ordinary shares that may be issued pursuant to the twenty-fourth and twenty-sixth resolutions submitted to this Meeting, shall be allocated on that limit. In addition, the aggregate nominal amount of ordinary shares issued under this delegation shall be deducted from the maximum nominal amount of ordinary shares that may be issued under the twenty-second resolution of this Meeting.

This limit shall be increased, as the case may be, by the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.

The aggregate nominal amount of debt securities issued under to this delegation may not exceed  $\xi$ 50 million.

This amount is to be deducted from the ceiling on the nominal amount of debt securities set forth in the twenty-second resolution of this Meeting.

- 4) Resolves to cancel the shareholders' preferential subscription rights to the ordinary shares and to the securities giving access to the capital and/or to debt securities covered by this resolution, while allowing the Board of Directors to grant shareholders a priority right, in accordance with the law.
- 5) Resolves that the amount to be received by the Company for each ordinary share issued under this delegation of authority, after taking into account, in the event of the issue of stand-alone share warrants, the issue price of said warrants, shall be at least equal, at the choice of the Board of Directors:



- The average Company's share price on the Euronext Paris regulated market weighted by volumes during the last trading day preceding the date of fixing of the issue price, possibly reduced by a maximum discount of 10%,
- The volume-weighted average of the Company's share price on the Euronext Paris regulated market over the last three consecutive trading days preceding the start of the offer, possibly reduced by a maximum discount of 10%.
- 6) Resolves, in the event of the issue of securities as consideration for securities tendered in connection with a public exchange offer, that the Board of Directors shall have the necessary powers, under the conditions set out in Article L. 22-10-54 of the French Commercial Code and within the limits set out above, to draw up the list of securities tendered in exchange, to set the terms of issue, the exchange ratio and, if applicable, the amount of the cash balance to be paid, and to determine the terms and conditions of the issue.
- 7) Resolves that if the subscriptions have not absorbed the entire issue referred to in 1), the Board of Directors may use the following options:
  - to limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulation,
  - to freely allocate all or part of the unsubscribed securities.
- 8) Resolves that the Board of Directors shall have the necessary powers, within the limits fixed above, in particular to set the terms and conditions of the issue(s), if any, acknowledge the completion of the resulting capital increases, amend the articles of association accordingly, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase and, more generally, to do whatever is necessary in this respect.
- 9) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
- 10) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

## 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

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, in particular L.225-129-2, L.225-136 and L.228-92:

- Hereby delegates to the Board of Directors its authority to issue, on one or several occasions, in proportion and on the time periods determined by the Board, on the French and/or international market, by means of an offer referred to under 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 based on a set of currencies:
  - Ordinary shares,
  - and/or securities granting access to the capital and/or to debt securities.
- 2) Sets the period of validity of this delegation at twenty-six months from the date of this General Meeting.
- 3) The aggregate nominal amount of ordinary shares that may be issued under this authorization may not exceed 716,146.50 euros (i.e., for information purposes, 10% of the share capital as of December 31, 2024).

To this ceiling will be added, where applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other preservation procedures, the rights of the holders of rights or transferable securities giving access to the Company's capital.



This aggregate amount of ordinary shares shall be deducted from the maximum amount of ordinary shares that may be issued under the twenty-second and twenty-third resolutions of this Meeting.

The aggregate nominal amount of securities issued under to this delegation may not exceed €50 million.

This amount is to be deducted from the ceiling on the nominal amount of debt securities set forth in the twenty-second resolution of this Meeting.

- 4) Resolves to cancel the shareholders' preferential subscription rights to the ordinary shares and to the securities giving access to the capital and/or to debt securities covered by this resolution.
- 5) Resolves that the amount to be received by the Company for each ordinary share issued under this delegation of authority, after taking into account, in the event of the issue of stand-alone share warrants, the issue price of said warrants, shall be at least equal, at the choice of the Board of Directors:
  - The average Company's share price on the Euronext Paris regulated market, weighted by volumes during the last trading day preceding the date of fixing of the issue price, possibly reduced by a maximum discount of 10%,
  - The volume-weighted average of the Company's share price on the Euronext Paris regulated market over the last three consecutive trading days preceding the start of the offer, possibly reduced by a maximum discount of 10%.
- 6) Resolves that if the subscriptions have not absorbed the entire issue referred to in 1), the Board of Directors may use the following options:
  - to limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulations,
  - to freely allocate all or part of the unsubscribed securities,
- 7) Resolves that the Board of Directors shall have the necessary powers, within the limits fixed above, in particular to set the terms and conditions of the issue(s), if any, acknowledge the completion of the resulting capital increases, amend the articles of association accordingly, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase and, more generally, to do whatever is necessary in this respect.
- 8) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
- 9) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

### Twenty-fifth resolution - Authorization to increase the issues approved under the twenty-second to the twenty-fourth resolutions of this General Meeting

The General Meeting, having reviewed the report of the Board of Directors and the special report of the statutory auditors, resolves that, to issue ordinary shares or securities giving access to the capital under the twenty-second to the twenty-fourth resolutions the number of shares to be issued may be increased in accordance with the provisions of Articles L.225-135-1 and R.225-118 of the French Commercial Code and subject to the ceilings set by the Meeting.

Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.



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

The General Meeting, having reviewed the report of the Board of Directors, and the special report of the statutory auditors, in accordance with Articles L. 225-147, L. 22-10-53, and L. 228-92 of the French Commercial Code:

- 1) Authorizes the Board of Directors, on the basis of the report of the independent appraiser, to issue ordinary shares or securities giving access to ordinary shares as consideration for contributions in kind granted to the Company and consisting of shares or securities giving access to the capital, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.
- 2) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 3) Resolves that the aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 10% of the share capital as of this General Meeting, not taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation procedures, the rights of the holders of securities or other rights giving access to the Company's capital.

This amount shall be deducted from the maximum nominal amount of ordinary shares provided for in the twenty-second and twenty-third resolutions of this Meeting.

- 4) Delegates full powers to the Board of Directors to approve the valuation of the contributions, to decide on the resulting capital increase, to acknowledge the completion thereof, to allocate, where appropriate, all costs and duties incurred by the capital increase to the contribution premium, to deduct from the contribution premium the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase, and to amend the articles of association accordingly, and to do whatever is necessary in this respect.
- 5) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
- 6) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

# 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

The General Meeting, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and L. 3332-18 and seq. of the French Labor Code:

- Delegates its authority to the Board of Directors to increase the share capital on one or more occasions, at its sole discretion, by issuing ordinary shares or securities granting access to the Company's capital for the benefit of members of one or more company or group savings plans set up by the Company and/or the French or foreign companies affiliated with it under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.
- 2) Waives, in favor of the members of the Company Savings Plan, the shareholders' preferential subscription right to subscribe to newly issued shares and securities granting access to the share capital which may result from the issue authorized and delegated hereby.
- 3) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 4) Limits the maximum aggregate amount of the increase(s) in capital that may be completed by the use of this delegation to 2 % of the amount of share capital recorded on the date of the Board of Directors' decision. This amount is to be deducted from the maximum nominal amount of ordinary shares that

may be issued under the twenty-second resolution of this Meeting and from the overall ceiling set in the eighteenth resolution of the Combined General Meeting of May 15, 2024.

To this amount shall be added, as the case may be, the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.

- 5) Resolves that the price of the shares to be issued, pursuant to 1) of this delegation, may not be more than 20% lower than the average price of the share during the 20 trading days preceding the day of the decision fixing the opening date of the subscription, nor higher than this average.
- 6) Resolves, pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors shall be entitled to grant to the beneficiaries defined in the first paragraph above, free of charge, shares to be issued or already issued or other securities granting access to the Company's capital to be issued or already issued in respect of (i) the employer's contribution which may be paid in accordance with the regulations governing company or group savings plans, and/or (ii) where applicable, the discount, and may decide, in the event of the issue of new shares in respect of the discount and/or the employer's contribution, to incorporate in the capital the reserves, profits or premiums necessary to pay up the said shares;
- 7) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
- 8) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

The Board of Directors may or may not implement this delegation, take all necessary measures and carry out all formalities.

### Twenty-eighth resolution – Amendment to Article 9.4 of the Articles of Association concerning written consultation of directors

The General Meeting, having reviewed the report of the Board of Direct, resolves:

- To amend Article 9.4 of the Articles of Association to take account of the provisions of Article L. 225-37 of the French Commercial Code, as amended by Act no. 2024-537 of June 13, 2024,
- To amend Article 9.4 of the Articles of Association accordingly, with the rest of the Article remaining unchanged :

Old version	New version
4. Decisions falling within the scope of the Board of Directors' powers under Article L.225-37 of the French Commercial Code may be taken by written consultation of the directors.	4. At the initiative of the Chairperson of the Board of Directors, the decisions of the Board of Directors may also be taken by written consultation of the directors. In this case, at the request of the Chairperson of the Board of Directors, the members of the Board of Directors are asked to give their opinion on the decision(s) addressed to them, by any written means, including electronically, within 2 calendar days of the decision(s) being sent to them. Any member of the Board of Directors has 24 hours from the date of dispatch to object to the use of written consultation. In the event of opposition, the Chairperson

immediately informs the other directors and convenes a meeting of the Board of Directors. In the absence of a written reply to the Chairperson of the Board within the aforementioned time limit, and in accordance with the procedures set out in the request, directors will be deemed to be absent and not to have taken part in the decision. The decision can only be adopted if at least half the members of the Board have taken part in the written consultation, and by a majority of the members taking part in this consultation. The Chairperson of the Board is deemed to preside over the written consultation and therefore has the casting vote in the event of a tie. The Internal Regulations of the Board of Directors set out the other terms and conditions of the written consultation not defined by the legal and regulatory provisions in force or by these Articles of Association.

#### **Twenty-ninth resolution - Powers for formalities**

The General Meeting grants full powers to the bearer of a copy or an extract of these minutes to fulfill all legal registration or publicly formalities.

#### **10.** REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

### 1. APPROVAL OF THE STATUTORY ACCOUNTS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2024 (FIRST RESOLUTION)

We recommend that you approve the financial statements for the financial year ended December 31, 2024, which shows a net profit of 184,587,840.63 euros.

These 2024 financial statements and the related statutory auditors' report are included in section 6.2 of the 2024 Universal Registration Document (published on the Company's website (<u>www.viridiengroup.com</u>) and available upon request to the Company).

#### 2. ALLOCATION OF EARNINGS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2024 (SECOND RESOLUTION)

Our proposed allocation of the Company's result is in accordance with the law and our articles of association.

We propose to allocate the entire result of the financial year ended December 31, 2024, i.e. the net profit of 184,587,840.63 euros, to the Carry forward account which would be increased from an amount of 243,962,251.75 euros to the amount of 428,550,092.38 euros.

Pursuant to the provisions of Article 243 bis of the French *Code Général des Impôts*, the General Meeting acknowledges that no dividends were distributed over the last three financial years.

## 3. APPROVAL OF THE CONSOLIDATED ACCOUNTS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2024 (*THIRD RESOLUTION*)

We recommend that you approve the consolidated financial statements for the financial year ended December 31, 2024, which shows a profit (Group's part) of 49,813,374.56 dollars US.

The 2024 consolidated financial statements and the related statutory auditors' report are included in section 6.1 of the 2024 Universal Registration Document (published on the Company's website (<u>www.viridiengroup.com</u>) and available upon request to the Company).

## 4. MANDATES OF STATUTORY AUDITORS IN CHARGE OF CERTIFYING FINANCIAL STATEMENTS (FOURTH AND FIFTH RESOLUTIONS)

We remind you that the terms of office of ERNST & YOUNG et Autres and MAZARS as Statutory Auditors, in charge of the certification of the financial statements, expire at the close of this General Meeting called to approve the financial statements for the year ending December 31, 2024.

The Audit and Risk Management Committee has implemented a selection procedure for the appointment of new statutory auditors, in strict compliance with Article 16 of EU Regulation No. 537/2014 of the European Parliament and Council dated April 16, 2014. With the support of an internal selection committee, the committee carried out an independent and rigorous selection process, evaluating the candidates based on a detailed specification document that included specific selection criteria, as well as interviews with the various candidates. Following a thorough review of the candidates' files, the Audit and Risk Management Committee made two recommendations, each involving two co-auditors, with a motivated preference for:

- (i) DELOITTE & ASSOCIES, to replace ERNST & YOUNG et Autres, and
- (ii) BDO PARIS, to replace MAZARS.

The Audit and Risk Management Committee emphasized the high quality of all the preselected audit firms, which met the company's requirements in terms of audit approach, geographic coverage, and sector knowledge. However, DELOITTE & ASSOCIES and BDO PARIS were preferred for their pragmatic approach and their geographical organization tailored to the needs of the Group.



The Audit and Risk Management Committee has declared that it was not influenced by a third party in its decision, and that no contractual clause was imposed on it that had the effect of restricting its choice.

Following the recommendation and motivated preference of the Audit and Risk Management Committee, we ask that you appoint:

- (i) DELOITTE & ASSOCIES, in replacement of ERNST & YOUNG et Autres, and
- (ii) BDO PARIS, in replacement of MAZARS,

as statutory auditors of the Company in charge of the certification of the financial statements, for a period of six financial years, i.e. at the end of the annual ordinary general meeting to be held in 2031 and called to approve the financial statements ending December 31, 2030.

### 5. APPOINTMENT OF BDO PARIS AS STATUTORY AUDITOR IN CHARGE OF CERTIFYING THE SUSTAINABILITY INFORMATION (*SIXTH RESOLUTION*)

On proposition of the Board of Directors and joint recommendation of the Audit and Risk Management Committee and Sustainability Committee, we recommend that you approve the appointment of BDO PARIS, in replacement of ERNST & YOUNG et Autres whose term of office is expiring, as the Company's statutory auditor in charge of certifying the sustainability information, for period of six financial years, i.e. at the end of the annual ordinary general meeting to be held in 2031 and called to approve the financial statements ending December 31, 2030.

### 6. TERMS AS DIRECTORS (SEVENTH TO TENTH RESOLUTIONS)

We remind you that the terms of office as members of the Board of Directors of Mr. Philippe SALLE, Mrs. Anne-France LACLIDE-DROUIN and Mr. Michael DALY will expire at the end of this General Meeting called to approve the annual accounts closed on December 31, 2024.

Upon recommendation of the Remuneration, Appointment and Governance Committee, we propose to renew the term of office of Mr. Philippe SALLE (seventh resolution), Mrs. Anne-France LACLIDE-DROUIN (eighth resolution) and Mr. Michael DALY (ninth resolution) for a four-year term expiring at the end of the General Meeting to be held in 2029 to approve the financial statements for the previous financial year. The Board of Directors believes that the renewal of Mrs. Anne-France LACLIDE-DROUIN and Messrs. Philippe SALLE and Michael DALY will enable the continuation of the Group's transformation to which they have contributed since their appointment as director. Their respective expertise in finance, restructuring and geology, combined with their knowledge of the Company and its activity, will contribute to the value of the debates and the effective implementation of the transformation.

In addition, on October 31, 2024, upon recommendation of the Appointment, Remuneration and Governance Committee, the Board of Directors co-opted Mrs. Amélie OYARZABAL as new independent Director for the remainder of Mrs. Helen LEE BOUYGUES' term of office, i.e. until the Annual General Meeting called to be held in 2028 to approve the financial statements for the previous financial year. We recommend that you ratified her co-optation (tenth resolution).

### 6.1 INDEPENDENCE AND GENDER BALANCE

The Board of Directors, following the Remuneration, Appointment and Governance Committee's recommendation, has qualified Mrs. Anne-France LACLIDE-DROUIN and Amélie OYARZABAL and Messrs. Philippe SALLE and Michael DALY as independent members in accordance with the independence criteria of the AFEP-MEDEF Code, which is adopted by the Company as its reference code for corporate governance. In this respect, it is specified that Mrs. Anne-France LACLIDE-DROUIN and Amélie OYARZABAL and Messrs. Philippe SALLE and Michael DALY do not have any business relationship with the Group.

If you approve the renewal of the term of office of Mrs. Anne-France LACLIDE-DROUIN and Messrs. Philippe SALLE and Michael DALY and the ratification of the co-optation of Mrs. Amélie OYARZABAL:





- The Board's independence rate, defined in accordance with the criteria of the AFEP-MEDEF Code, would be maintained at 87.5% (it being specified that the director representing the employees has not been included in this calculation). The Company will thus continue to comply with the recommendations of this Code regarding the proportion of independent members;
- The proportion of women on the Board would be 50% (it being specified that the director representing employees has not been included in this calculation), in accordance with the law.

Information on the composition of the Board and the assessment of the independence of the directors is provided in section 4.1.3.1 of the 2024 Universal Registration Document.

### 6.2 Skills, Experience, Competence and knowledge of the Group

Information regarding the skills and experience of the candidates and the reason for their candidatures is detailed hereinafter and in section 4.1.3.1 of the 2024 Universal Registration Document:

• Mr. Philippe SALLE

Mr. Philippe SALLE, 59 years old, French national, is an Independent Director of Viridien since 2018. As of December 31, 2024, he holds 2,830 shares of Viridien. Mr. Philippe SALLE is a graduate of the École des Mines of Paris (France) and holds an MBA from the Kellogg Graduate School of Management, Northwestern University (Chicago, USA). Mr. Philippe SALLE began his career at Total in Indonesia before joining Accenture in 1990. He then joined McKinsey in 1995 and became senior manager in 1998. In 1999, he joined the Vedior group (which later became Randstad, a company listed on Euronext Amsterdam). He became Chairman and CEO of Vedior France in 2002; in 2003, he became a member of the Managing Board of Vedior NV and was then appointed President for South Europe in 2006 (France, Spain, Italy and Switzerland). From 2007 to 2011, he served first as Deputy CEO and then Chairman and CEO of the Geoservices group (sold to SLB in 2010, listed on the New York Stock Exchange), a technological company operating in the petroleum industry with 7,000 associates in 52 countries. From 2011 to 2015, he was Chairman and CEO of the Altran group. He then became Chairman and CEO of Elior where he remained until October 31, 2017. Since December 1, 2017, he has been Head of the Emeria group (formerly Foncia). On October 14th, 2024, he is appointed as Chairman of the Board of Directors of Atos Group and CEO of Atos from February 1st, 2025. He is a Knight of the French National Order of Merit and of the Legion of Honor and Commander of the Order of Merit of the Italian Republic.

In addition to his directorship at Viridien, Mr. Philippe SALLE is Chairman and Chief Executive Officer of Atos, a company listed on Euronext Paris.

### • Mrs. Anne-France LACLIDE-DROUIN

Mrs. Anne-France LACLIDE-DROUIN, 57 years old, French national, is an independent Director of Viridine since 2017. As of December 31, 2024, she holds 225 shares of Viridien. Mrs. Anne-France LACLIDE-DROUIN is a graduate from the Institut commercial of Nancy (ICN) and Mannheim University. She also holds a diplôme d'études supérieures comptables et financières. Mrs. Anne-France LACLIDE-DROUIN began her career at PricewaterhouseCoopers before occupying various positions in the Financial division of international groups in different sectors, such as the distribution sector, where she acquired international experience. In 2001, she became Financial Director of Guilbert, then Staples, AS Watson and GrandVision. Mrs. Anne-France LACLIDE-DROUIN has been CFO of Oberthur Technologies, comprising the responsibility of the Financial and Legal Functions of the Group, from 2013 to 2017 and of Consolis Holding SAS and a member of the Executive Committee of Consolis Group SAS, from 2017 to 2020. From 2021 to 2022, she has been Group CFO of RATP Dev. In 2023 and 2024, she was CFO and member of the Executive Committee of Ingenico.

In addition to her directorship at Viridien, Mrs. Anne-France LACLIDE-DROUIN is a Director, Chairwoman of the Audit Committee and Chairwoman of the CSR Committee of Believe, a company listed on Euronext Paris.

### • Mr. Michael DALY

Mr. Michael DALY, 71 years old, British national, is an Independent Director of Viridien since 2015. As of December 31, 2024, he holds 345 shares of Viridien. Mr. Michael DALY is a graduate of The University College of Wales, Leeds University (Ph.D.) and Harvard Business School (PMD).Michael DALY is a British geologist, oil and gas executive and academic. He joined the Geological Survey of Zambia in 1976, mapping the remote Muchinga Mountains of northeast Zambia. He began his business career with BP in 1986 as a research geologist. After a period of strategy work and exploration and production positions in Venezuela, the North Sea and London, he became President of BP's Middle East and S. Asia Exploration and Production business. In 2006, Michael DALY became BP's Global Exploration Chief and a Group Vice President. He served on BP's Group Executive team as Executive Vice President from 2010 until his retirement in 2014 after 28 years with the company. He is a Visiting Professor in Earth Sciences at the University of Oxford where he leads a copper basin analysis group, and is a Director of Snowfox Discovery Ltd., a hydrogen exploration company. He was recently President of the Geological Society of London, a registered Charity.

#### Mrs. Amélie OYARZABAL

Mrs. Amélie OYARZABAL, 57 years old, French national, is an Independent Director of Viridien since October 31, 2024. As of December 31, 2024, he holds 750 shares of Viridien. Amélie OYARZABAL graduated from Sciences Po, Paris and from the London School of Economics and Political Science (LSE). Amélie OYARZABAL has more than 25 years of financial advisory experience. Partner at Lazard Frères for 16 years, Amélie OYARZABAL played leadership roles in launching Lazard's Beijing office and later in Chicago. In 2019, Amélie OYARZABAL joined Greenhill & Co., Inc. as a Managing Director to open the French office of Greenhill for which she is responsible.

#### 6.3 ATTENDANCE RATE

The individual attendance rates of all Board members are detailed in section 4.1.3.4 of the 2024 Universal Registration Document.

The attendance rates for Board and Committee meetings during the 2024 financial year of candidates for renewal are detailed below:

	Philippe SALLE	Anne-France LACLIDE-DROUIN	Michael DALY	Amélie OYARZABAL
Board of Directors	100%	100%	100%	100 %
Audit and Risk Management Committee	n.a.	100%	n.a.	100 %
Sustainability Committee	n.a.	100%	100%	100 %
New Businesses and M&A Committee	n.a.	n.a.	100%	n.a.

#### 6.4 NATIONALITIES AND AGE RATE OF THE BOARD OF DIRECTORS

If you approve the renewal of Mrs. Anne-France LACLIDE-DROUIN and Messrs. Philippe SALLE and Michael DALY and the ratification of the co-optation of Mrs. Amélie OYARZABAL:

- The average age of the members of the Board of Directors would be nearly 62 years;
- The internationalization rate of the Board of Directors would be 3 nationalities represented (France, USA and UK);

in accordance with the diversity objectives presented in section 4.1.3.1.d) of the 2024 Universal Registration Document.

### 7. STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS - ACKNOWLEDGMENT OF THE ABSENCE OF ANY NEW AGREEMENT (*ELEVENTH RESOLUTION*)

We ask you to acknowledge that there is no new agreement referred to in Articles L. 225-38 of the French Commercial Code.

No agreement has been concluded or authorized in the years prior to 2024 which remained in force during the last financial year.

The statutory auditors' special report on regulated agreements is included in section 4.1.4.4 of the 2024 Universal Registration Document.

### 8. SAY ON PAY (TWELFTH TO EIGHTEENTH RESOLUTIONS)

#### 8.1 SAY ON PAY EX POST

8.1.1 Approval of the information mentioned under part I of Article L.22-10-9 of the French *Commercial Code (twelfth resolution)* 

In accordance with Article L. 22-10-34 I of the French Commercial Code, we request that you approve the information referred to in I of Article L. 22-10-9 of the French *Commercial Code* contained in the 2024 Universal Registration Document under section 4.2.2.

This information includes all remuneration paid to corporate officers during the past financial year or granted pursuant to the same financial year. It also includes the equity ratios used to monitor the evolution of the compensation of corporate officers in relation to that of employees and the performance of Viridien.

8.1.2 Approval 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 (*thirteenth resolution*)

In accordance with Article L. 22-10-34 II of the French Commercial Code, we request that you approve the fixed, variable and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mr. Philippe SALLE, Chairman of the Board of Directors, as presented below.

These elements are in line with the remuneration policy for the Chairman of the Board of Directors for financial year 2024 adopted by the Combined General Meeting of Thursday, May 15, 2024 in its twelfth ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
Fixed remuneration	€170,000		In accordance with the 2024 remuneration policy applicable to the Chairman of the Board of Directors approved by the Shareholders' Meeting of May 15, 2024, Philippe Salle received a fixed annual remuneration of €170,000 for



Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
			his duties as Chairman of the Board of Directors (unchanged since 2018).
Annual variable remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any variable remuneration.
Deferred variable remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any deferred variable remuneration.
Multi-annual variable remuneration (cash)	Not applicable	Not applicable	Philippe SALLE does not receive any multi-annual variable remuneration.
Exceptional remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any exceptional remuneration.
Stock options, performance shares, and any other long- term remuneration element	Not applicable	Not applicable	Philippe SALLE does not receive any allocation of stock options or performance shares.
Remuneration allocated to Directors	€70,000 (allocated for 2023 and paid in 2024)	€70,000 (allocated for 2024 and to be paid in 2025)	In accordance with the 2024 remuneration policy applicable to the Board of Directors approved by the Shareholders' Meeting of May 15, 2024, Philippe SALLE will receive in 2025, for the year 2024 and for his term of office as Director, a variable portion amounting to €70,000 (considering his attendance rate over 90%).
Valuation of benefits of any kind	Not applicable	Not applicable	Philippe SALLE does not benefit from any benefit in kind.
Severance pay	Not applicable	Not applicable	Philippe SALLE is not entitled to any severance pay.
Non-compete indemnity	Not applicable	Not applicable	Philippe SALLE is not entitled to any non-compete indemnity.

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
General Benefits plan	Not applicable		For 2024, Philippe SALLE does not benefit from such plans.
Supplementary pension plan	Not applicable		Philippe SALLE does not benefit from a supplementary pension plan.

# 8.1.3 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 (fourteenth resolution)

in accordance with Article L.22-10-34, II of the French Commercial Code, we request that you approve the fixed, variable and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer, as presented below.

These elements are in line with the remuneration policy for the Chairman of the Board of Directors for financial year 2024 adopted by the Combined General Meeting of May 15, 2024 in its thirteenth ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
Fixed remuneration	€680,400	€680,400	
Annual variable remuneration (Payment of the annual variable remuneration is subject to approval by the 2025 General Meeting under the conditions provided for in Article L. 22-10-34, II of the French Commercial Code)	€775,656 (allocated for 2023 and paid in 2024)	€780,215 (allocated for 2024 and to be paid in 2025)	Sophie ZURQUIYAH receives a variable remuneration subject to fulfilling non- financial objectives (representing one third of variable remuneration) and financial objectives (representing two thirds of variable remuneration). The quantifiable financial criteria are based on fulfilling the Group's budgetary objectives, set by the Board of Directors. Her target amount is set to 100% of her fixed remuneration. The performance criteria and/or conditions were established by the Board meeting of March 6, 2024. <b>The financial objectives</b> are as follows: • Group Net Cash Flow (25%);

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
			<ul> <li>Free EBITDA (25%);</li> <li>Group Segment revenues (25%); and</li> <li>Operating income (25%).</li> <li>The non-financial objectives focused on:         <ul> <li>Group Strategic and Financial Plan Management (30%);</li> <li>Business, Organization, People and Operational Performance Management (40%);</li> <li>ESG/HSE (30%).</li> </ul> </li> <li>On the basis of fulfilling the above financial and non-financial conditions and the financial statements for the year 2024, and upon recommendation of the Appointment, Remuneration and Governance Committee, the Board of Directors, at its meeting of February 27, 2025, set this variable remuneration at €780,215.</li> <li>This payment corresponds to an overall fulfilment rate of 114.7% of the objectives (out of a possible maximum of 166.67%).</li> <li>This rate is applied to the target amount of variable remuneration (corresponding to 100% of the annual fixed remuneration of Sophie ZURQUIYAH). Payment of this remuneration will be subject to the approval by the 2025 General Meeting.</li> </ul>
Deferred variable remuneration	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any deferred variable remuneration.
Exceptional remuneration	Not applicable	Not applicable	Sophie ZURQUIYAH did not receive any exceptional remuneration in 2024.
Remuneration allocated to Directors	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any remuneration allocated to Directors.

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
General benefits plan	Not applicable	€5,340	Sophie ZURQUIYAH benefits from the general compulsory benefits plan of the Group applicable to all employees. For 2024, the amount corresponding to the expense borne by the Company under this scheme represents €5,340 for Sophie ZURQUIYAH.
International medical insurance	Not applicable	€37,032	Sophie ZURQUIYAH benefits from an international medical insurance contract. For 2024, the amount corresponding to the expense borne by the Company under this contract is €37,032 (US\$40,218 converted in euros on the basis of an average conversation rate for the year 2024 of 0.9208). The cost of this international medical insurance is borne by Viridien SA.
Valuation of benefits in kind (company car)	Not applicable	€9,600	The Board of Directors, at its meeting of April 26, 2018, decided that for her duties as Chief Executive Officer, Sophie ZURQUIYAH would benefit from a company car, the reinstatement of which cannot give rise to a benefit in kind greater than an annual amount of €11,880.
Valuation of benefits in kind (unemployment insurance)	Not applicable	€12,693	Sophie ZURQUIYAH benefits from an individual unemployment insurance plan with the GSC. This guarantee provides for the payment of a maximum percentage of 13.3% of Sophie ZURQUIYAH's target remuneration in 2024 (i.e. €180,998) over a period of 12 months.
Multi-annual variable remuneration (cash)	Not applicable	Not applicable	No multi-annual variable remuneration plan was implemented by the Company during the 2024 financial year.
Stock options, performance shares,		Stock options: Not applicable	The Chief Executive Officer was not allocated any Stock Options in 2024.

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
and any other long- term remuneration element (Valuation according to the method used for the consolidated accounts for the 2024 financial year)		Performance shares: €450,000	<ul> <li>At its meeting of June 19, 2024, and on the basis of the 16th resolution of the General Meeting of May 15, 2024, the Board of Directors granted Sophie ZURQUIYAH 1,000,000 performance shares, i.e. 0.140% of the Company's share capital at the date of the grant.</li> <li>The acquisition of rights is subject to presence in June 2027 (i.e. three years from the date of grant) subject to the fulfilment of the following performance conditions, to be met over a three-year vesting period: <ul> <li>a performance condition based on the performance of Viridien's stock price compared to a selected peer group between 2024 and 2027, conditioning 30% of the allocation; Achievement equal to or above 130% of the median growth of the peer panel will result in 100% of the shares vesting under this condition. Growth equal to 100% and strictly below 130% of the median growth of the peer panel will result in 75% of the shares vesting linearly up to 100% under this condition. Achievement below 100% of the median growth of the peer panel will result in 0% of the shares vesting under this condition,</li> <li>a performance condition based on Beyond the Core growth in Revenue for the years 2024, 2025 and 2026, conditioning 20% of the allocation. In case this objective is not achieved, no rights shall be acquired under this condition,</li> </ul> </li> </ul>

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
			<ul> <li>the allocation; If the objective is not attained, no right is acquired under this condition,</li> <li>a performance condition based on the achievement of an environmental, social and governance objective conditioning 20% of the award; if the objective is not attained, no rights are acquired under this condition. An ESG scorecard has been defined including the following criteria and indicators: <ul> <li>Social (40%) including indicators of diversity and employee engagement,</li> <li>HSE (20%) and more precisely an indicator linked to the "Total recordable case frequency" (TRCF),</li> <li>Environmental (40%) including indicators related to carbon neutrality, energy use efficiency in data centers (PUE) and carbon intensity.</li> </ul> </li> <li>Other conditions applicable to this plan are set out in paragraph 4.2.2.1.B. of the 2024 Universal Registration Document.</li> </ul>
Supplementary pension plan	Not applicable	€13,910	<ul> <li>Sophie ZURQUIYAH benefits from a collective defined-contribution funded pension plan implemented for the Group's executives since January 1, 2005.</li> <li>The contribution is calculated with reference to the Annual Social Security Ceiling: <ul> <li>tranche A – up to 1 Annual Social Security Ceiling: 0.5% employee contribution and 1% employer contribution;</li> </ul> </li> </ul>

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
Contractual termination indemnity	No amount paid to Sophie ZURQUIYAH for the 2024 financial year	No amount allocated to Sophie ZURQUIYAH for the 2024 financial year	<ul> <li>tranche B – between 1 and 4 Annual Social Security Ceilings: 2% employee contribution and 3% employer contribution;</li> <li>tranche C – between 4 and 8 Annual Social Security Ceilings: 3.5% employee contribution and 5% employer contribution.</li> <li>The contribution base consists exclusively of the gross annual remuneration for the year declared, the base salary, the annual variable remuneration and the benefit in kind (company car). As a matter of principle, this base excludes any other remuneration element. For 2024, the amount corresponding to the expense borne by the Company under this plan represents €13,910 for Sophie ZURQUIYAH.</li> <li>For the duration of her term of office, Sophie ZURQUIYAH would benefit from a contractual termination indemnity in the event of termination of her corporate office.</li> <li>These benefits have the following characteristics:</li> <li>Sophie ZURQUIYAH benefits from a contractual termination indemnity in the event of revocation and non-renewal of her term of office within twelve months following a change of control, in the absence of any situation of failure characterized by the non-achievement of the performance conditions described below; No payment shall be made in the event of serious or gross misconduct regardless of the reason for leaving.</li> <li>The payment of the contractual termination indemnity will depend on the average achievement rate of the objectives relating to the annual variable portion of Sophie</li> </ul>

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
			ZURQUIYAH's remuneration for the last three financial years ended prior to the departure date, in accordance with the following rule:
			• If the average achievement rate is less than 80%, no contractual termination indemnity will be paid;
			<ul> <li>If the average achievement rate is equal to or greater than 80% and less than 90%, the contractual termination indemnity will be due at 50% of its amount;</li> </ul>
			<ul> <li>If the average achievement rate is equal to or greater than 90%, the contractual termination indemnity will be due on a straight-line basis between 90% and 100% of its amount.</li> </ul>
			This contractual termination indemnity will be equal to the difference between (i) a gross amount capped at 200% of the Annual Reference Remuneration and including all sums of any nature whatsoever, and on any basis whatsoever, to which Sophie ZURQUIYAH may be entitled as a result of the termination, and (ii) all sums to which she may be entitled as a result of the implementation of the non-compete commitment.
			The aggregate of the contractual termination indemnity and the non-compete indemnity may under no circumstances exceed 200% of the corporate officer's Annual Reference Remuneration. Should the combined amount of the two benefits be greater, the contractual termination indemnity would be reduced to the amount of this cap.
			The Annual Reference Remuneration consists exclusively of the annual fixed remuneration received during the twelve rolling months prior to the notice date, plus

Remuneration elements put to the vote	Amounts paid in 2024	Amount allocated for 2024 or Accounting valuation	Information
			the annual average of the variable remuneration due for the last three financial years ended prior to the departure date or beginning of the notice period, if applicable. It is specified that, the Board of Directors must acknowledge, prior to the payment of the special termination indemnity, (i) that the performance conditions described above have been met and (ii) that the contractual termination indemnity complies with the Corporate Governance Code in force at the date of the departure of the person concerned.
Non-compete commitment indemnity	No amount paid to Sophie ZURQUIYAH for the 2024 financial year	No amount allocated to Sophie ZURQUIYAH for the 2024 financial year	Sophie ZURQUIYAH has a non-compete commitment applicable to activities involving services for the acquisition, processing or interpretation of geophysical data, or the supply of equipment or products designed for the acquisition, processing or interpretation of geophysical data, and involving the contribution of the person concerned to projects or activities in the same field as those in which she participated within the Viridien group. In consideration for this commitment for a period of 18 months from the date of the termination of Sophie ZURQUIYAH's duties, she would receive remuneration corresponding to 100% of her Annual Reference Remuneration. The allowance will be paid in instalments and will not be payable when the person concerned claims his or her pension rights and, in any event, beyond the age of 65.

### 8.2 SAY ON PAY EX ANTE - REMUNERATION POLICY OF CORPORATE OFFICERS

Considering that the functions of Chairman of the Board of Directors and Chief Executive Officer will be combined as from April 30, 2025, the remuneration policies for the Chairman of the Board and for the Chief Executive Officer described below will cover the period from January 1, 2025 to April 30, 2025 inclusive. The remuneration policy for the Chairperson and Chief Executive Officer will apply from April 30, 2025 to December 31, 2025.



### 8.2.1 Approval of the remuneration policy of Directors (fifteenth resolution)

In accordance with Article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Directors, as presented in the 2024 Universal Registration Document, section 4.2.1.2.d).

### 8.2.2 Approval of the remuneration policy of the Chairman of the Board of Directors (*sixteenth resolution*)

In accordance with Article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Chairman of the Board of Directors, as presented in the 2024 Universal Registration Document, section 4.2.1.2 a).

### 8.2.3 Approval of the remuneration policy of the Chief Executive Officer (seventeenth resolution)

In accordance with Article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Chief Executive Officers, as presented in the 2024 Universal Registration Document, section 4.2.1.2.b).

### 8.2.4 Approval of the remuneration policy of the Chairperson and Chief Executive Officer (eighteenth resolution)

In accordance with Article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Chairperson and Chief Executive Officers, as presented in the 2024 Universal Registration Document, section 4.2.1.2.c).

### 9. DELEGATION OF AUTHORITY TO BUYBACK THE COMPANY'S SHARES (*NINETEENTH RESOLUTION*) AND TO CANCEL THESE SHARES (*TWENTIETH RESOLUTION*)

In the nineteenth resolution, we propose that you grant the Board of Directors, for a period of eighteen (18) months, pursuant to the provisions of Articles L. 22-10-62 and seq. and L. 225-210 and seq. of the French Commercial Code, to purchase, on one or more occasions and at such times as it shall determine, Company shares up to a maximum number of shares that may not exceed 10% of the number of shares making up the share capital as of the date of this General Meeting, adjusted if necessary to take account of any capital increases or reductions or reverse share split that may take place during the term of this share purchase program.

This authorization would cancel the authorization given to the Board of Directors by the General Meeting of May 15, 2024 in its fourteenth ordinary resolution.

Acquisitions would be made in order to:

- ensure the facilitation of the secondary market or the liquidity of Viridien shares through a liquidity contract entered into with an investment service provider acting in compliance with the market practice admitted 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, minus the number of shares resold;
- retain purchased shares and subsequently remit them in exchange or as payment in the framework of merger, demerger, contribution of external growth transactions;
- cover stock option plans and/or performance share plans (or similar plans) to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies as well as all allocations of shares under a company or group savings plan (or similar plan), under the Company's profit-sharing scheme and/or all other forms of share allocation to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies,



- cover securities giving entitlement to the allocation of shares in the Company within the framework of the regulations in force;
- cancel any shares acquired, in accordance with the authorization granted or to be granted by the Extraordinary General Meeting; and
- generally, to implement any market practice that may be admitted by the French Autorité des Marchés *Financiers* and, more generally, to carry out any other transaction in compliance with applicable regulations (in such a case, the Company will inform its shareholders by means of a press release).

These share purchases may be carried out by any means, including the acquisition of blocks of shares, and at such times as the Board of Directors may determine.

The Company does not intend to use optional mechanisms or derivative instruments.

The Board may not, without the prior authorization of the General Meeting, use this authorization from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

We propose that you set the maximum purchase price at 250 euros per share (acquisition costs excluded) and consequently the maximum amount of the share purchase program at 179,036,500 euros. In case of operation on capital, in particular a share split or reverse shares split or an allocation of free shares to shareholders, the above-mentioned amount will be adjusted in the same proportions (multiplication coefficient equal to the ratio between the number of shares comprising the capital before the operation and the number of shares after the operation).

As a consequence of the cancellation objective, we ask you, under the twentieth resolution, to authorize the Board of Directors, for a period of twenty-four months from the General Meeting, to cancel, at its sole discretion, on one or more occasions, up to a maximum of 10% of the share capital calculated as of the date of the cancellation decision, less any shares cancelled during the previous 24 months, the treasury shares that the Company holds or may hold, in particular as a result of the share buybacks carried out within the framework of Article L. 22-10-62 of the French Commercial Code, as well as to reduce the Company's share capital by the same amount, in accordance with the legal and regulatory provisions in force.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

The Board of Directors would therefore have the necessary powers to take the necessary action in such matters.

### 10. FINANCIAL DELEGATIONS (TWENTY-FIRST TO TWENTY-SEVENTH RESOLUTIONS)

The Board of Directors wishes to have the necessary delegations to proceed, if it deems is useful, with any share issuances that may be necessary in the context of the development of the Company's activities.

Therefore, you are asked to renew the financial delegations that are expiring, under the twenty-first to twentyseventh resolutions. On the status of the current delegations, you will find the table of current delegations and authorizations granted by the General Meeting to the Board of Directors and the status of their use in the 2024 Universal Registration Document in paragraph 7.3.4.

In addition, considering the delegations likely to generate a cash capital increase eventually, you are invited to decide on a delegation of authority for the purpose of increasing the capital to the members of a company savings plan within the framework of the twenty-seventh resolution, in accordance with the regulation in force.

These delegations would supersede, as of the date of the General Meeting, any unused portion of any previous delegation with the same purpose.

### **10.1** DELEGATION OF AUTHORITY TO INCREASE THE SHARE CAPITAL THROUGH THE INCORPORATION OF RESERVES, PROFITS AND/OR PREMIUMS (*TWENTY-FIRST RESOLUTION*)

The delegation of such authority expires this year and has not been used.



We ask you to authorize the Board of Directors, for a further period of twenty-six months, to decide to increase the share capital, on one or more occasions, at the time and terms as it shall determine, by incorporation into the capital of reserves, profits, premiums or other items whose capitalization will be allowed, by the issuance and allocation of shares or by an increase in the nominal amount of existing ordinary shares, or by a combination of these two processes.

The amount of the capital increase under this resolution would not exceed the nominal amount of 716,146.50 euros (i.e. for information purpose, 10% of the share capital as of December 31, 2024), not taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation procedures, the rights of the holders of securities or other rights giving access to the Company's capital.

The nominal amount of the capital increases carried out under this resolution would be deducted from the maximum nominal amount of ordinary shares provided for in the twenty-second resolution of this General Meeting (delegation of authority to increase the share capital with preferential subscription rights).

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

The Board of Directors would have full powers to implement this resolution and, in general, to take all measures and carry out all formalities required for the successful completion of each capital increase, to record the completion thereof and to amend the articles of association accordingly.

### 10.2 DELEGATION OF AUTHORITY TO ISSUE SHARES WITH AND WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

Delegations of such authority expire this year and have not been used.

It is proposed to renew the delegations of authority in order to carry out capital increases by contribution in cash with or without preferential subscription right.

The purpose of these delegations is to grant the Board of Directors full latitude to proceed at the times of its choice, for a period of 26 months, with the issue of:

- ordinary shares,
- and/or securities granting access to capital of the Company and/or debt securities.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

## 10.2.1 Delegation of authority to issue shares and/or securities granting access to capital of the Company and/or debt securities, with preferential subscription right (twenty-second resolution)

Under this delegation, the issues would be carried out with shareholders' preferential subscription rights.

We propose that you set the maximum overall nominal amount of ordinary shares that may be issued under this delegation at 3,580,732.50 euros (representing approximately 50% of the existing share capital as of December 31, 2024). This ceiling would be deducted from the overall nominal amount of ordinary shares that may be issued pursuant to the following resolutions of this General Meeting:

- twenty-first resolution: delegation of authority to increase the share capital through the incorporation of reserves, profits or premiums,
- twenty-third resolution: delegation of authority to increase the share capital without preferential subscription right through public offer, and/or as consideration for securities in a public exchange offer,
- twenty-fourth resolution: delegation of authority to increase the share capital without preferential subscription right by private placement,



- twenty-sixth resolution: delegation of authority to increase the share capital in order to remunerate contributions in kind,
- twenty-seventh resolution: delegation of authority to increase the share capital without preferential subscription right to the members of a company savings plan.

We propose that you set the maximum nominal amount of debt securities on the Company that may be issued under this delegation at 50 million euros. This ceiling would be deducted from the nominal amount of debt securities on the Company likely to be issued pursuant to the following resolutions of this General Meeting:

- twenty-third resolution: delegation of authority to increase the share capital without preferential subscription right through public offer, and/or as consideration for securities in a public exchange offer,
- twenty-fourth resolution: delegation of authority to increase the share capital without preferential subscription right by private placement,

If the Board of Directors uses this delegation of authority in connection with the issues referred to above, the issue(s) of ordinary shares or securities giving access to the capital shall be reserved in preference to shareholders who may subscribe on an irreducible basis.

If the subscriptions on an irreducible basis, and where applicable on a reducible basis, have not absorbed the entire issue, the Board of Directors may use the following options:

- to limit the amount of the issue to the amount of subscriptions, within the limits provided for by the regulation,
- to freely allocate all or part of the unsubscribed securities,
- to offer to the public all or part of the unsubscribed securities,

The issues of warrants may be carried out by subscription offer, but also by free allocation to the holders of existing shares, it being specified that the Board of Directors would have the power to decide that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold

This delegation would be granted for a period of twenty-six months from the date of this Meeting.

#### 10.2.2 Delegations without preferential subscription right

## 10.2.2.1 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 (twenty-third resolution)

Under this delegation, the issues would be carried out through a public offer (other than the ones referred to under 1 of Article L. 411-2 of the French Monetary and Financial Code) and/or in the course of a public exchange offer.

The preferential subscription right of shareholders to ordinary shares and securities giving access to the capital and/or to debt securities would be deleted with the option for the Board of Directors to grant shareholders the possibility of subscribing in priority, in accordance with the law.

The total nominal amount of ordinary shares that may be issued under this delegation may not exceed 716,146.50 euros (representing approximately 10% of the share capital as of December 31, 2024). This ceiling would be deducted from the nominal amount of ordinary shares of the Company likely to be issued pursuant to the following resolutions of this General Meeting:

- twenty-fourth resolution: delegation of authority to increase the share capital without preferential subscription right by private placement, and
- twenty-sixth resolution: delegation of authority to increase the share capital in order to remunerate contributions in kind.

In addition, the aggregate nominal amount of ordinary shares that may be issued under this delegation shall be deducted from the maximum nominal amount of ordinary shares that may be issued under the twenty-



second resolution of this General Meeting (delegation of authority to issue shares with preferential subscription right).

The aggregate nominal amount of debt securities issued under to this delegation may not exceed 50 million euros. This amount is to be deducted from the ceiling on the nominal amount of debt securities set forth in the twenty-second resolution of this Meeting (delegation of authority to increase share capital of with preferential subscription right).

The amount due, or to be due to the Company for each of the ordinary shares issued under this delegation of authority, after taking into account, in the event of the issue of independent stock warrants, the price of issue of said warrants, would be at least equal, at the discretion of the Board of Directors:

- to the average Company's share price on the Euronext Paris regulated market, weighted by volumes during the last trading day preceding the date of fixing of the issue price, possibly reduced by a maximum discount of 10%,
- to the volume-weighted average of the Company's share price on the Euronext Paris regulated market over the last three consecutive trading days preceding the date the start of the offer, possibly reduced by a maximum discount of 10%.

The Board of Directors will therefore set an issue price in accordance with the terms described above, which correspond to the rules applicable in this matter before the reform introduced by Law No. 2024-537 of June 13, 2024.

Indeed, until this reform, the provisions of the French Commercial Code (R. 22-10-32 C.com) required that the price of shares in such an issuance should be at least equal to the weighted average price of the shares during the three last trading sessions preceding the launch of the public offer, possibly reduced by a maximum discount of 10%.

Furthermore, in accordance with the nineteenth resolution of the General Meeting held on May 4, 2023, the Board of Directors had the option to derogate from the legal price rule mentioned above and set the issue price of shares at least equal to the average price of the Company's shares on the Euronext Paris regulated market, weighted by volumes during the last trading session preceding the price determination, potentially reduced by a maximum discount of 10%.

These provisions are no longer applicable since the law n°2024-537 of June 13, 2024, which abolished the legal price rule (and thus its derogation). Consequently, the Board of Directors has decided to submit to this General Meeting a delegation that expressly reflects the previously applicable price rules.

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

If the subscriptions have not absorbed the entire issue, the Board of Directors may use the following options:

- to limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulation,
- to freely allocate all or part of the unsubscribed securities.

This delegation would be granted for a period of twenty-six months from the date of this Meeting.

# 10.2.2.2 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 (private placement) (twenty-fourth resolution)

Under this delegation, the issues would be carried out through an offer referred to in 1 of Article L. 411-2 of the Monetary and Financial Code (private placement).



The preferential subscription right of shareholders to ordinary shares and securities giving access to the capital and/or to debt securities would be deleted.

The total nominal amount of ordinary shares that may be issued under this delegation may not exceed 716,146.50 euros (representing approximately 10% of the existing share capital as of December 31, 2024). This amount would be deducted from the maximum nominal amount of ordinary shares that may be issued pursuant to the following resolutions of this Meeting:

- twenty-second resolution: delegation of authority to increase the share capital with preferential subscription right, and
- twenty-third resolution: delegation of authority to increase the share capital without preferential subscription right through public offer, and/or as consideration for securities in a public exchange offer.

The aggregate nominal amount of debt securities issued under to this delegation may not exceed 50 million euros. This amount is to be deducted from the ceiling on the nominal amount of debt securities set forth in the twenty-second resolution of this General Meeting (delegation of authority to increase share capital of with preferential subscription right).

The amount due, or to be due to the Company for each of the ordinary shares issued under this delegation of authority, after taking into account, in the event of the issue of independent stock warrants, the price of issue of said warrants, would be at least equal, at the discretion of the Board of Directors:

- to the average Company's share price on the Euronext Paris regulated market, weighted by volumes during the last trading day preceding the date of fixing of the issue price, possibly reduced by a maximum discount of 10%,
- to the volume-weighted average of the Company's share price on the Euronext Paris regulated market over the last three consecutive trading days preceding the start of the offer, possibly reduced by a maximum discount of 10%.

The Board of Directors will therefore set an issue price in accordance with the terms described above, which correspond to the rules applicable in this matter before the reform introduced by Law No. 2024-537 of June 13, 2024.

Indeed, until this reform, the provisions of the French Commercial Code (R. 22-10-32 C.com) required that the price of shares in such an issuance should be at least equal to the weighted average price of the shares during the three last trading sessions preceding the launch of the public offer, possibly reduced by a maximum discount of 10%.

Furthermore, in accordance with the nineteenth resolution of the General Meeting held on May 4, 2023, the Board of Directors had the option to derogate from the legal price rule mentioned above and set the issue price of shares at least equal to the average price of the Company's shares on the Euronext Paris regulated market, weighted by volumes during the last trading session preceding the price determination, potentially reduced by a maximum discount of 10%.

These provisions are no longer applicable since the law n°2024-537 of June 13, 2024, which abolished the legal price rule (and thus its derogation). Consequently, the Board of Directors has decided to submit to this General Meeting a delegation that expressly reflects the previously applicable price rules.

If the subscriptions have not absorbed the entire issue, the Board of Directors may use the following options:

- to limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulation,
- to freely allocate all or part of the unsubscribed securities.

This delegation would be granted for a period of twenty-six months from the date of this Meeting.

#### 10.2.2.3 Authorization to increase the amount of issues (twenty-fifth resolution)

We propose, under the delegations with and without subscription right above (twenty-second to twenty-fourth resolutions), to grant the Board of Directors the ability to increase, under the conditions provided for by Articles

L. 225-135-1 and R. 225-118 of the French Commercial Code, and within the limits of the ceilings set by the General Meeting, the number of shares provided for in the initial issue.

Thus, the number of securities could be increased within 30 days of the closing of the subscription within the limit of 15% of the initial issue and at the same price as the initial issue, within the limit of the ceilings set by the General Meeting.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

**10.3** 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 (*TWENTY-SIXTH RESOLUTION*)

To facilitate external growth operations, we kindly ask you to authorize the Board of Directors to issue ordinary shares or securities giving access to ordinary shares as consideration for contributions in kind granted to the Company and consisting of shares or securities giving access to the capital, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.

This delegation would be granted for twenty-six months.

The aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 10% of the share capital as of this General Meeting, not taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation procedures, the rights of the holders of securities or other rights giving access to the Company's capital.

This amount would be deducted from the maximum nominal amount of ordinary shares that may be issued pursuant to the following resolutions of this Meeting:

- twenty-second resolution: delegation of authority to increase the share capital with preferential subscription right, and
- twenty-third resolution: delegation of authority to increase the share capital without preferential subscription right through public offer, and/or as consideration for securities in a public exchange offer.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

## **10.4** DELEGATION TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES AND/OR SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL OF THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT, TO THE MEMBERS OF A COMPANY SAVINGS PLAN (*TWENTY-SEVENTH RESOLUTION*)

We submit this resolution to your vote in order to comply with the provisions of Article L. 225-129-6 of the French Commercial Code, under the terms of which the Extraordinary Shareholders' Meeting is called upon to vote on delegations of authority likely to generate immediate or future increases in the share capital in cash, and must therefore also vote on a delegation of authority in favor of the members of a company savings plan.

Under this delegation, it is proposed to delegate to the Board of Directors the authority toto increase the share capital on one or more occasions, at its sole discretion, by issuing ordinary shares or securities granting access to the Company's capital for the benefit of members of one or more company or group savings plans set up by the Company and/or the French or foreign companies affiliated with it under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.

Pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors shall be entitled to grant to the beneficiaries defined in the first paragraph above, free of charge, shares to be issued or already issued or other securities granting access to the Company's capital to be issued or already issued in

respect of (i) the employer's contribution which may be paid in accordance with the regulations governing company or group savings plans, and/or (ii) where applicable, the discount, and may decide, in the event of the issue of new shares in respect of the discount and/or the employer's contribution, to incorporate in the capital the reserves, profits or premiums necessary to pay up the said shares.

In accordance with the law, the General Meeting would cancel shareholders' preferential subscription rights to the shares and securities that may be issued pursuant to this delegation.

The maximum aggregate amount of the increase(s) in capital that may be completed by the use of this delegation to 2 % of the amount of share capital recorded on the date of the Board of Directors' decision. This amount would to be deducted from the maximum nominal amount of ordinary shares that may be issued under the twenty-second resolution of this General Meeting (delegation of authority to increase the share capital with preferential subscription right) and from the overall ceiling set in the eighteenth resolution of the General Meeting of May 15, 2024.

To this amount shall be added, as the case may be, the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.

This delegation would be granted for twenty-six (26) months.

It is specified that the price of the shares to be issued, pursuant to this delegation, may not be more than 20% lower than the average price of the share during the twenty (20) trading days preceding the day of the decision fixing the opening date of the subscription, nor higher than this average.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

### 11. AMENDMENT TO ARTICLE 9.4 OF THE ARTICLES OF ASSOCIATION (TWENTY-EIGHTH RESOLUTION)

Law no. 2024-537 of June 13, 2024, aiming to increase the financing of companies and the attractiveness of France, includes a number of measures modifying the decision-making procedures of the Board of Directors.

From now on, subject to the condition that any member of the Board may object to the use of this option, the Articles of Association may stipulate that Board decisions may be taken by written consultation, whereas previously this option was limited to a restricted number of decisions, depending on their nature.

In order to take into account the new provisions of Article L.225-37 of the French Commercial Code, as amended by Law no. 2024-537, authorizing written consultation of Directors, we submit for your approval a proposed amendment to Article 9.4 of the Articles of Association as follows:

Previous wording	New wording
4. Decisions falling under the authority of the Board of Directors pursuant to Article L. 225- 37 of the French Commercial Code may be taken by written consultation of the Directors.	4. At the initiative of the Chairman of the Board of Directors, the decisions of the Board of Directors may also be taken by written consultation of the Directors. In this case, at the request of the Chairman of the Board, the members of the Board of Directors are asked to give their opinion on the decision(s) addressed to them, by any written means, including electronically, within 2 calendar days of the decision(s) being sent to them. Any member of the Board of Directors has 24 hours from the date of dispatch to object to the use of written consultation. In the event of opposition, the Chairman immediately informs the other directors and convenes a meeting of the Board of Directors. In the absence of a written reply to the Chairman of the Board within the aforementioned time limit, and



the Board have taken part in the written consultation, and by a majority of the members taking part in this consultation. The Chairman of the Board is deemed to preside over the written consultation and therefore has the casting vote in the event of a tie. The Internal rules and Regulations of the Board of Directors set out the other terms and conditions of the written consultation not defined by the legal and regulatory provisions in force or by these Articles of Association.
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The written consultation of directors would offer some flexibility in the Board's operations; however, its use should be limited to topics that have been previously discussed by the Board and require a formal written decision afterward, and/or to topics that do not prompt debate and can be addressed through supporting documents, such as, but not limited to, parent company guarantees.

The Board of Directors invites you to approve by your vote the text of the resolutions as proposed.

THE BOARD OF DIRECTORS



### **11. REQUEST FOR ADDITIONAL DOCUMENTS**

To be sent to Viridien

Legal Department

27 avenue Carnot, 91300 Massy

I, the undersigned:

(First and Last Name)

(Address)

Owner of \_\_\_\_\_\_ shares(s):

- under registered form,

- under the bearer form or under the registered form but through an accredited financial intermediary<sup>1</sup>

request the Company Viridien to send me, in view of the Combined General Meeting to be held on Wednesday, April 30, 2025, the documents listed in section R.225-83 of the French Commercial Code.

These documents are also available on the Company's website (<u>www.viridiengroup.com</u>).

\_\_\_\_\_, on \_\_\_ / \_\_\_ / 2025

<sup>&</sup>lt;sup>1</sup> Indication of the bank, the financial institution or the on-line broker, etc. account-keeper (the shareholder has to attest of such quality by sending a statement of holdings delivered by the authorized financial intermediary).

### **12.** Appendix 1 – Table summarizing the status of use of the delegations and financial authorizations in force during **2024**

	Resolution nb - GM	Period	Maximum authorized amount	Use in 2024	
SHARE CAPIAL INCREASI	Ξ				
By incorporation of reserves, profits, premiums or other *	15 <sup>th</sup> – GM May 4, 2023	26 months	€712,357.32 <sup>(a)</sup> , or for information purposes 10% of the Company's share capital as of December 31 <sup>st</sup> , 2022	None	
With preferential subscription right *	16 <sup>th</sup> – GM May 4, 2023	26 months	€3,561,786.61 <sup>(b)</sup> , or for information purposes 10% of the Company's share capital as of December $31^{st}$ , 2022	None	
Without preferential subscription right, within the scope of public offerings and/or as remuneration for securities in the course of a public exchange offer *	17 <sup>th</sup> – GM May 4, 2023	26 months	€712,357.32 <sup>(a)</sup> , or for information purposes 10% of the Company's share capital as of December 31 <sup>st</sup> , 2022	None	
Without preferential subscription right by private placement *	18 <sup>th</sup> – GM May 4, 2023	26 months	€712,357.32 <sup>(a) (c)</sup> , or for information purposes 10% of the Company's share capital as of December 31 <sup>st</sup> , 2022	None	
Increase of the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right *	20 <sup>th</sup> – GM May 4, 2023	26 months	Up to the ceiling of the delegation used and to 15% of the initial offering amount	None	
Subscription reserved to members of a company savings plan ( <i>plan d'épargne</i> <i>entreprise</i> )* <sup>(d)</sup>	17 <sup>th</sup> – GM May 15, 2024	26 months	2 % of the Company's share capital as of the date of the General Meeting	None	
In consideration of contributions in kind *	21 <sup>st</sup> – GM May 4, 2023	26 months	10 $\%^{\rm (a)(c)}$ of the Company's share capital as of the date of the General Meeting	None	
CAPITAL REDUCTION					
Share cancellation *	14 <sup>th</sup> – GM May 4, 2023	26 months	10 % of the share capital as of the date of the cancellation decision	None	

### Appendix 1 – Table summarizing the status of use of the delegations and financial authorizations in force during 2024

	Resolution nb - GM	Period	Maximum authorized amount	Use in 2024
REVERSE SHARE SPLIT				
Reverse share split	15 <sup>th</sup> – GM May 15, 2024	12 months	1 new ordinary share with a nominal value of €1 for 100 ordinary shares held with a nominal value of €0.01	Reverse share split effective on July 31, 2024
SHARE BUY-BACK PROG	RAM			
Share repurchase *	14 <sup>th</sup> – GM May 15, 2024	18 months	10% of the share capital as of the date of the General Meeting	None
			Maximum purchase price of €4.02 per share	
			Maximum amount of the operation: €286,897,853	
PERFORMANCE SHARES				
Performance shares : Allocation to senior executive officers and employees	16 <sup>th</sup> – GM May 15, 2024	26 months	<ul> <li>2 % of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation, as follow:</li> <li>– Free allocations of shares <u>subject to the performance condition</u>: 1.50% of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation, distributed as follows:(i) sub-limit of 0.30% for allocation to the executive corporate officers and (ii) sub-limit of 1.20% for allocation to employees that are not executive corporate officers;</li> <li>– Free allocations of shares <u>subject to the condition of single presence</u> to employees that are neither executive corporate officers nor members of the Executive Leadership Team: 0.50% of the share capital as of the date of the meeting of the Board of Directors deciding their allocation.</li> </ul>	June 19, 2024 : allocation of 6,732,100 <sup>(e)</sup> free shares, i.e. 0.943 % of the share capital on May 15, 2024

(a) To be deducted from the aggregate ceiling of €3,561,786.61 set forth in the 16<sup>th</sup> resolution of the General Meeting held on May 4, 2023 (see (b) below).

- (b) Aggregate ceiling for share capital increases, any operations considered, with the exception of stock-options and performance shares allocations.
- (c) To be deducted from the ceiling of 712,357.32 euros set in the 17<sup>th</sup> resolution of the General Meeting of May 4, 2023.
- (d) Category of persons under Article L. 225-138 of the French Commercial Code.
- (e) This number includes, on the one hand, the allocation of 4,961,700 performance shares and, on the other hand, the allocation of 1,770,400 shares subject to a condition of presence only, for the benefit of employees (excluding the Chief Executive Officer and members of the Management Committee). Number of shares allocated prior to the share reverse split of July 31, 2024.
- \* Renewal proposed at the 2025 General Meeting.



### **13.** APPENDIX **2** – TABLE SUMMARIZING THE DELEGATIONS AND FINANCIAL AUTHORIZATIONS PROPOSED TO THIS COMBINED GENERAL MEETING

	Resolution nb	Period	Maximum authorized amount
SHARE BUY-BACK PROGRAM			
Share repurchase	19 <sup>th</sup>	18 months	10 % of the share capital as of the date of the General Meeting
			Maximum purchase price of €250 per share
			Maximum amount of the operation: €176,036,500
CAPITAL REDUCTION			
Share cancellation	20 <sup>th</sup>	24 months	10 % of the share capital as of the date of the cancellation decision
AUGMENTATION DE CAPITAL			
By incorporation of reserves, profits, premiums or other	21 <sup>st</sup>	26 months	€716,146.50 <sup>(a)</sup> , or for information purposes 10% of the Company's share capital as of December 31 <sup>st</sup> , 2024
With preferential subscription right	22 <sup>nd</sup>	26 months	€3,580,732.50 <sup>(b)</sup> , or for information purposes 50% of the Company's share capital as of December 31 <sup>st</sup> , 2024
Without preferential subscription right, within the scope of public offerings and/or as remuneration for securities in the course of a public exchange offer	23 <sup>rd</sup>	26 months	€716,146.50 <sup>(a)</sup> , or for information purposes 10% of the Company's share capital as of December 31 <sup>st</sup> , 2024
Without preferential subscription right by private placement	24 <sup>th</sup>	26 months	€716,146.50 <sup>(a)</sup> , or for information purposes 10% of the Company's share capital as of December 31 <sup>st</sup> , 2024
Increase of the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right	25 <sup>th</sup>	26 months	Up to 15% of the initial offering amount
In consideration of contributions in kind	26 <sup>th</sup>	26 months	10 % <sup>(a)</sup> of the Company's share capital as of the date of the General Meeting
Subscription reserved to members of a company savings plan (plan d'épargne entreprise) <sup>(c)</sup>	27 <sup>th</sup>	26 months	2 % of the Company's share capital on the date of the Board of Directors' decision

(a) The ceiling of the aggregate nominal value of immediate or future share capital increases that may be implemented under the authority delegated to the Board of Directors pursuant to the 21st, 23rd, 24th, 26th and 27th resolutions would be set at €3,580,732.50 euros (22nd resolution).

(b) Aggregate ceiling for the share capital increases, any operations considered, with the exception of stock-options and performance shares allocations.

(c) Category of persons under Article L. 225-138 of the French Commercial Code.



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