

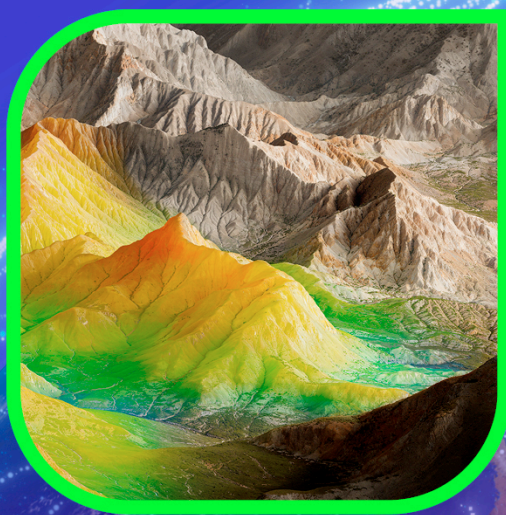
# NOTICE AND INFORMATION BROCHURE 2026

## Combined General Meeting

Viridien

Wednesday, June 3, 2026 at 10.30 a.m.

L'Apostrophe  
83 avenue Marceau  
75116 Paris  
France



**VIRIDIEN**

SEE THINGS DIFFERENTLY

# NOTICE TO THE COMBINED GENERAL MEETING OF VIRIDIEN SHAREHOLDERS

Wednesday, June 3, 2026 at 10.30 am (CET)

**L’Apostrophe**  
83 avenue Marceau  
75116 Paris - France

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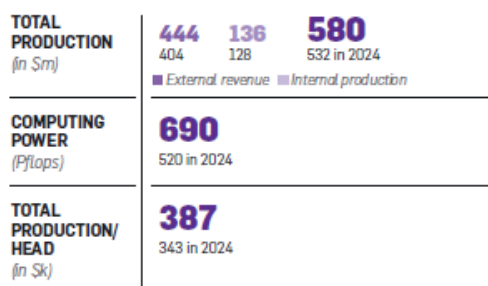
1. ACTIVITIES

# Activities

Viridien is an advanced technology, digital and Earth data company that pushes the boundaries of science to enable a more prosperous and sustainable future. Leveraging our ingenuity, ambition and deep scientific curiosity, we generate new insights, innovations and solutions that help address complex challenges related to natural resources, digital technologies, the energy transition and infrastructure. Through our expertise and advanced technologies, we support our clients in making informed, responsible and efficient decisions. Viridien employs approximately 3,200 people worldwide and is listed on the Euronext Paris stock exchange under the ticker VIRI.

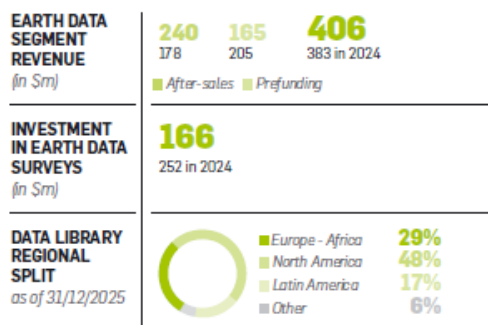
## 1 Geoscience

As recognized leaders in advanced subsurface imaging, our experts bring a collaborative approach to problem solving. Our global network of 22 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.



## 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 \$150-250 million per year in our surveys. At the end of 2025, we had over 1.4 million square kilometers of high-end offshore seismic data, in the most prolific basins around the world with 78% 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

Sensing & Monitoring offers a comprehensive portfolio of systems, sensors and sources for seismic acquisition, as well as a range of products and services dedicated to critical infrastructure monitoring and marine surveillance. Leveraging Serocel, a leading brand in the oil and gas sector, the business designs, manufactures and sells a broad range of geophysical equipment for both land and marine seismic data acquisition, including recording systems, software and sources. It also provides worldwide customer support services, including training and technical assistance. Serocel has a global presence and the widest installed base of seismic equipment worldwide.



## 2. KEY INDICATORS FOR 2025

# Indicators

as of 31/12/2025

## Key financial indicators

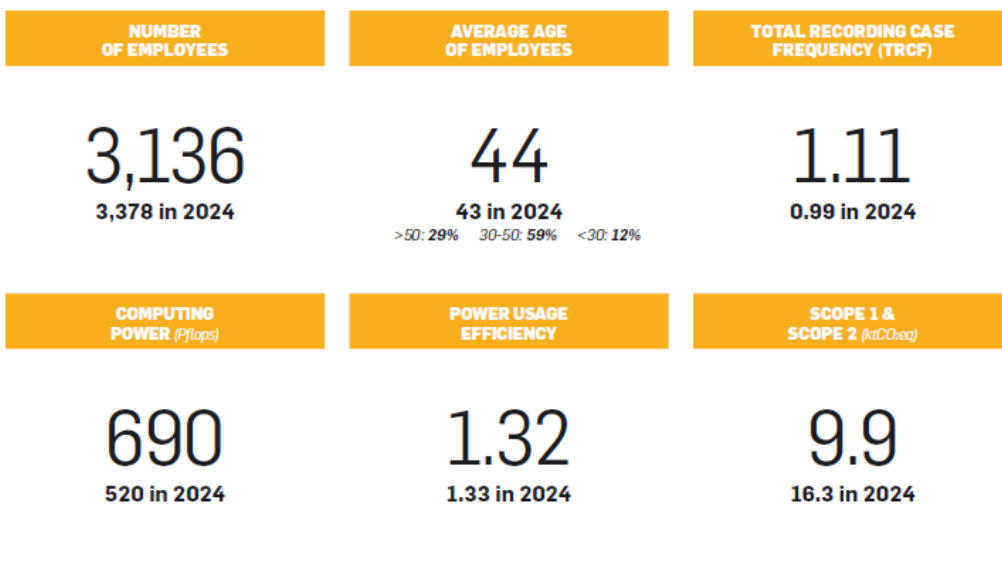
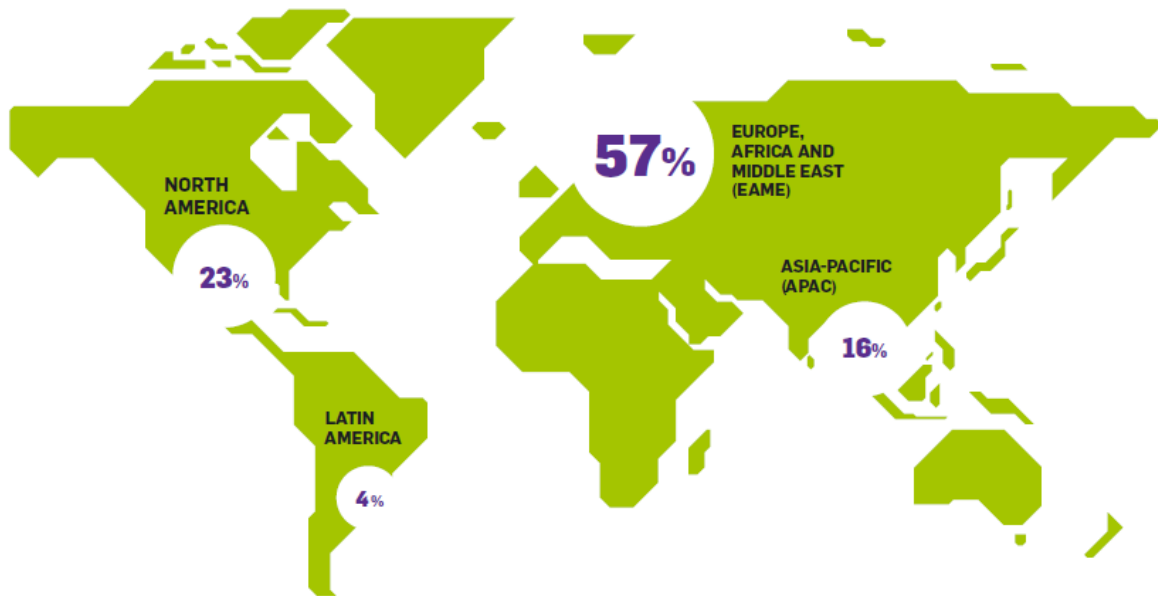
*(in millions of dollars)*

SEGMENT REVENUE		IFRS REVENUE
1,165		1,071
1,117 in 2024		1,211 in 2024
NET DEBT / ADJUSTED* SEGMENT EBITDAS	ADJUSTED* SEGMENT EBITDAS	IFRS EBITDA
1.6x	551	461
2.0x in 2024	455 in 2024	516 in 2024
NET CASH FLOW	ADJUSTED* SEGMENT OPERATING INCOME	IFRS OPERATING INCOME
107	240	237
56 in 2024	173 in 2024	143 in 2024

\* Adjusted indicators represent supplementary information adjusted for non-recurring charges and gains.

## Non-financial indicators

### HEADCOUNT BREAKDOWN PER REGION











3. GOVERNANCE

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.

			<p><b>8</b> DIRECTORS</p> <p><b>87.5%</b> are independent</p> <p><b>50%</b> are women</p>
<p><b>Sophie ZURQUIYAH*</b> Chair and CEO <i>End of term of office: GM 2026</i></p>	<p><b>Philippe SALLE</b> Vice-Chairman Lead Independent Director <i>End of term of office: GM 2029</i></p>	<p><b>Michael DALY</b> Director <i>End of term of office: GM 2029</i></p>	
			
<p><b>Anne-France LACLIDE-DROUIN</b> Director <i>End of term of office: GM 2029</i></p>	<p><b>Amélie OYARZABAL</b> Director <i>End of term of office: GM 2028</i></p>	<p><b>Colette LEWINER</b> Director <i>End of term of office: GM 2027</i></p>	
		<ul style="list-style-type: none"> <li><input type="checkbox"/> Independent Director</li> <li><input checked="" type="checkbox"/> Audit and Risk Management Committee</li> <li><input checked="" type="checkbox"/> Appointment, Remuneration and Governance Committee</li> <li><input checked="" type="checkbox"/> New Businesses and M&amp;A Committee</li> <li><input checked="" type="checkbox"/> Sustainability Committee</li> <li><input checked="" type="checkbox"/> Chair of the Committee</li> </ul> <p>* Director whose mandate is proposed for renewal at the 2026 General Meeting</p>	
<p><b>Mario RUSCEV</b> Director <i>End of term of office: GM 2027</i></p>	<p><b>Olivier JOUVE</b> Director <i>End of term of office: GM 2028</i></p>	<p><a href="http://www.viridiengroup.com">www.viridiengroup.com</a></p> <p>The functioning of the Board of Directors is governed by its Internal Regulations, which are available on the Company's website</p>	

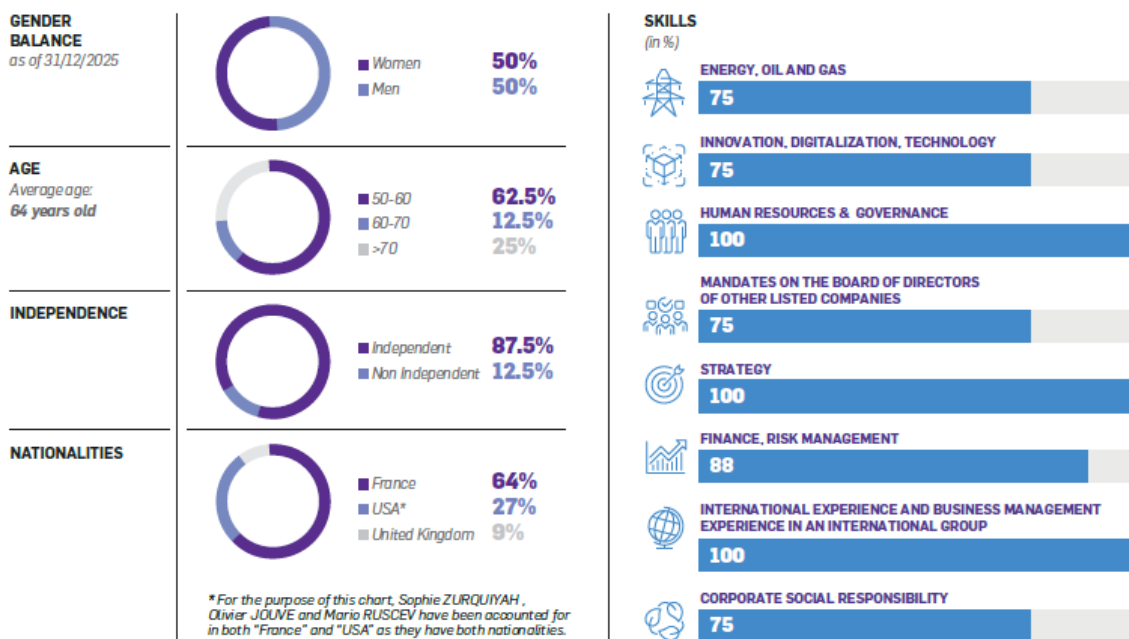
## Board committees to respond to the Group's strategic challenges

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.

	COMMITTEE AUDIT AND RISK MANAGEMENT	COMMITTEE APPOINTMENT, REMUNERATION AND GOVERNANCE	COMMITTEE SUSTAINABILITY	COMMITTEE NEW BUSINESSES AND M&A
MEETINGS	6	7	3	3
ATTENDANCE RATE	100%	96%	83%	100%
INDEPENDENCE RATE	100%	100%	100%	100%
MEMBERS	3	3	4	4

## 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.



## Executive Leadership Team

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

Sophie ZURQUIYAH	Chair and Chief Executive Officer <sup>(a)</sup>
Henning BERG	Chief Operating Officer <sup>(b)</sup>
Jérôme SERVE	Chief Financial Officer
Jérôme DENIGOT	Head of Sensing & Monitoring
Dechun LIN	Head of Earth Data
Peter WHITING	Head of Geoscience
Chris PAGE	Head of New Businesses Development
Anil VATTALAI	Head of HPC & Cloud Solutions
Eduardo COUTINHO	Chief Legal Officer
Hovey COX	Chief Marketing Officer
Emma MULLER	Chief Human Resources Officer
Emmanuel ODIN	Chief Sustainability Officer

(a) Sophie ZURQUIYAH will be Chair and Chief Executive Officer until June 3, 2026. After this date, she will be Chair of the Board of Directors, while Henning BERG will be appointed Chief Executive Officer and will replace Sophie ZURQUIYAH in the Executive Leadership Team (see evolution of corporate governance as presented in section 4.1.1.2. of this Document).

(b) Henning BERG was appointed Chief Operating Officer effective March 3, 2026 up until June 3, 2026, when he will assume the position of Chief Executive Officer.

## Statutory auditors

### Deloitte & Associés

Member of the *Compagnie nationale des Commissaires aux Comptes*

6 Place de la Pyramide, 92908 Paris La Défense Cedex

Represented by Emmanuel Rollin

Appointment date: April 30, 2025

Duration: until the end of the Ordinary General Meeting convened to approve the 2030 financial statements

### BDO Paris

Member of the *Compagnie nationale des Commissaires aux Comptes*

43-47 avenue de la Grande Armée, 75116 Paris

Represented by par Eric Picarle

Appointment date: April 30, 2025

Duration: until the end of the Ordinary General Meeting convened to approve the 2030 financial statements

## Auditor in charge of the assurance of sustainability information

### BDO Paris

Member of the *Compagnie nationale des Commissaires aux Comptes*

43-47 avenue de la Grande Armée, 75116 Paris

Represented by par Eric Picarle

Appointment date: April 30, 2025

Duration: until the end of the Ordinary General Meeting convened to approve the 2030 financial statements

## 4. SIGNIFICANT EVENTS 2025

# Viridien at a glance

## 2025 Key Highlights

### January

#### Viridien awarded three-year seismic processing contract in Oman

Viridien has been awarded a three-year contract by Petroleum Development Oman (PDO) to deliver advanced land seismic imaging services at its dedicated processing center in Muscat, extending a longstanding collaboration between the two companies.

### March

#### Sercel delivers multiple 528 land acquisition systems in India and Turkey

Sercel has delivered several next-generation 528™ land seismic acquisition systems for surveys in India and Turkey, confirming strong market adoption following its recent launch and building on the success of the 508XT.

### April

#### Viridien awarded seismic reimagining project in Algeria

Viridien has been awarded a contract by Groupement Hassi Bir Rekaiz (Sonatrach/PTTEP) to reimage two legacy 3D seismic datasets totaling 2,400 sq km in the Berkine Basin, enhancing subsurface imaging through the use of advanced technologies.



### June

#### Sercel launches Accel, the world's first onshore drop node solution

Sercel has introduced Accel, the industry's first onshore drop node solution, designed to accelerate deployment, improve operational efficiency and reduce HSE risks.

#### Viridien and TGS launch Laconia Phase III OBN program in the US Gulf

Viridien, in partnership with TGS, has commenced Phase III of the Laconia multi-client OBN program in the US Gulf, targeting complex subsalt reservoirs, with initial data delivery expected in early 2026.



### August

#### Sinopec deploys 65,000 Sercel nodes for large-scale survey in Mexico

Viridien has delivered a 65,000-node WING system to Sinopec for a 3D seismic survey covering approximately 3,000 sq km in Mexico, ensuring high-quality data acquisition in complex environments.

### September

#### Viridien and TGS launch Megabar Extension offshore Brazil

Viridien and TGS have initiated the Megabar Extension Phase I multi-client survey in the Barreirinhas Basin, a 5,300 sq km project targeting a high-potential frontier offshore area.

#### Viridien commences Utsira North OBN imaging in Norway

Viridien has commenced processing and imaging of the Utsira North OBN survey in the Norwegian North Sea, supporting exploration and development in a strategic offshore area.

#### Sercel supplies major land seismic equipment package in North Africa

Sercel has delivered 75,000 digital sensors and 24 Nomad 90 Neo vibrators to support large-scale seismic operations in North Africa, strengthening the operational capacity of local contractors in the region.



### October

#### Sercel awarded major 528 system contract by ONGC

Sercel has secured a major contract with ONGC to supply 24,000 channels of its 528 land acquisition system, supporting onshore exploration campaigns across India.

### December

#### Viridien launches seismic reimagining program offshore Angola

Viridien has initiated a 4,300 sq km multi-client seismic reimagining program over Block 22 offshore Angola to support an upcoming licensing round and enhance subsurface understanding.

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

<i>In €</i>	2021	2022	2023	2024	2025
<b>I. Financial position at year-end</b>					
a) Capital stock	7,116,639	7,123,573	7,136,762	7,161,465	7,184,962
b) Number of shares outstanding	711,663,925	712,357,321	713,676,258	7,161,465	7,184,962
c) Maximal number of shares resulting from convertible bonds (see note below)	-	-	-	-	-
d) Total Equity	520,894,173	671,349,382	765,307,584	949,895,424	1,236,268,170
<b>II. Earnings</b>					
a) Sales net of sales tax	29,013,250	21,636,719	25,445,846	34,929,218	40,965,644
b) Earnings before taxes, employee profit sharing, depreciation and reserves	(377,765,039)	650,685,707	32,194,322	(389,369,206)	(716,419,222)
c) Employee profit sharing	-	-	-	-	-
d) Income taxes	(3,744,126)	(3,420,749)	(8,453,760)	(285,390)	448,424
e) Income after taxes, employee profit sharing, depreciation and reserves	(291,183,172)	150,058,885	93,893,770	184,587,841	285,978,308
f) Dividends	-	-	-	-	-
<b>III. Earnings per share</b>					
a) Earnings after taxes and profit sharing but before depreciation and reserves	(0.53)	0.92	0.06	(54.33)	(99.77)
b) Earnings after taxes, depreciation and reserves	(0.41)	0.21	0.13	25.78	39.80
c) Net dividend per share	-	-	-	-	-
<b>IV. Personnel</b>					
a) Average number of employees	14	13	13	14	11
b) Total payroll	5,402,078	5,823,606	7,291,180	7,469,608	7,149,030
c) Employee benefits (social security, etc.)	2,222,716	2,381,661	2,827,345	2,663,720	2,835,094

## 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 fifth business day prior to the date of the General Meeting, i.e. **Wednesday, May 27, 2026 at 00:00 am 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 :**

- 1 Attend the General Meeting in person, or**
- 2 Vote by post, or**
- 3 Vote online, or**
- 4 Give a proxy to the Chairman of the General Meeting, or**
- 5 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:**

- For holders of shares in **pure registered form**:  
They will be able to access the voting site via their Shareholders' area at <https://www.investors.uptevia.com/>  
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

#### • **Postal request:**

- 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 and executed, by using the T envelope appended

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 <https://www.voteag.com/> : 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 VOTACCESS 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 VOTACCESS 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.

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.

**Postal requests for admission card must be received by Uptevia at the latest three days before the General Meeting, 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 certificate of participation proving their status as shareholders on the fifth business day prior to the Meeting.

**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 Monday, June 1<sup>st</sup>, 2026.**

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, May 28, 2026**.

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>).

**3 4 5** 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 <https://www.investors.uptevia.com/>:  
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 <https://www.voteag.com/>:  
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 VOTACCESS 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 VOTACCESS 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](mailto: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, June 2<sup>nd</sup>, 2026 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 Wednesday, May 13, 2026 at 10 am CET, until the day before the General Meeting, i.e. Tuesday, June 2<sup>nd</sup>, 2026 at 3 pm CET.**

**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 shareholders**

Monday to Friday, 9:00 a.m. to 6:00 pm (CET):

From France: 0800 007 535

From 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 **Viridien – Direction Juridique - 27 avenue Carnot - 91300 Massy - France**. The Company must receive the requests twenty-five (calendar) days prior to the date of the General Meeting, **i.e. Saturday, May 9, 2026** 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 (<https://www.viridiengroup.com/>), 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 fifth business day preceding the General Meeting at 00:00 am, Paris time, **i.e. Wednesday May 27, 2026 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: <https://www.viridiengroup.com/investors/shareholders/general-meetings>
- At the Company's registered office: Viridien, 27 avenue Carnot, 91300 Massy, France.

How to fill in the voting form

To attend the General Meeting and receive your admission card: Check this box

The documentation for the General Meeting is available on our website at the address indicated here

To give authority to the Chairman of the Meeting: Check this box

To appoint a proxy: Check this box

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side  
 Quelle que soit l'option choisie, noircir comme ceci  ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this , date and sign at the bottom of the form

**VIRIDIEN**  
 VIRIDIEN  
 Société Anonyme au capital de 7 191 480 €  
 Siège Social :  
 27 avenue CARNOT  
 91300 MASSY, France  
 969 202 241 R.C.S. Evry  
<https://www.viridiengroup.com/fr/investors/shareholders/general-meetings>

**ASSEMBLÉE GÉNÉRALE MIXTE**  
 convoquée le mercredi 3 juin 2026 à 10h30  
 À L'Apostrophe, 83 avenue Marceau, 75116 Paris

**COMBINED GENERAL MEETING**  
 to be held on Wednesday, June 3, 2026 at 10:30 am (CET)  
 At L'Apostrophe, 83 avenue Marceau, 75116 Paris, France

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account

Nombre d'actions / Number of shares

Porteur / Bearer

Nombre de voix - Number of voting rights

Hominiatif / Registered

Vote simple / Single vote

Vote double / Double vote

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci  l'une des cases "Non" ou "Abstention" / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this , for which I vote « No » or « I abstain ».

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. / On the draft resolutions not approved, I cast my vote by shading the box of my choice.

Non / No	1	2	3	4	5	6	7	8	9	10	Oui / Yes	A	B
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	11	12	13	14	15	16	17	18	19	20	Oui / Yes	C	D
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	21	22	23	24	25	26	27	28	29	30	Oui / Yes	E	F
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	31	32	33	34	35	36	37	38	39	40	Oui / Yes	G	H
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	41	42	43	44	45	46	47	48	49	50	Oui / Yes	J	K
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :  
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:  
 - Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the General Meeting.  
 - Je m'abstiens. / I abstain from voting.  
 - Je donne procuration [cf. au verso verso (4) à M. ou Mme, Raison Sociale pour voter en mon nom.  
 I appoint [see reverse (4)] M or Mrs, Corporate Name to vote on my behalf

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
 Cf. au verso (3)

**I HEREBY GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 See reverse (3)

**JE DONNE POUVOIR À** : Cf. au verso (4)

**I HEREBY APPOINT** : See reverse (4)

Mou Mme, Raison Sociale / Mr or Mrs, Corporate Name

Adresse / Address

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION :** As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Non, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)  
 Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

**CHECK OR STATE YOUR NAME, FIRST NAME AND ADDRESS HERE**

Pour être pris en considération, tout formulaire doit parvenir le plus tôt possible au siège social, sous pli fermé et non daté.  
 To be considered, this completed form must be returned as late as possible to the registered office, in a sealed envelope and undated.

à / to: UPTERVA  
 Services Assemblées  
 96191 Esplanade de la Défense  
 92031 Paris La Défense Cedex

Le 31 Juin 2026 / Monday, June 1, 2026

Date & Signature

To vote by post: Check this box

**IN ANY CASE: DO NOT FORGET TO DATE AND SIGN HERE**

If you hold bearer shares: Send this form to your authorized intermediary

Written questions

In accordance with Articles L. 225-108 and 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 – Direction Juridique – 27 avenue Carnot – 91300 Massy - France** by registered letter with acknowledgment of receipt or by email to: [viridien.ag@viridiengroup.com](mailto:viridien.ag@viridiengroup.com), 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, May 28, 2026**.

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 2026 Shareholders' Meeting section of the Company's website (<https://www.viridiengroup.com/investors/shareholders/general-meetings>). 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

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.

In addition, the information and documents referred to in Article R.22-10-23 of the French Commercial Code will be published on the Company's website (<https://www.viridiengroup.com/fr/investors/shareholders/general-meetings>), under the "General Meetings" section, no later than the twenty-first day preceding the Meeting, i.e., **Wednesday, May 13, 2026**.

To the extent that the above-mentioned documents and information will be posted on the Company's website and in accordance with Article R.225-88 of the French Commercial Code, the Company will not act on any requests for the mailing of documents that may be sent to it.

### Place where the General Meeting will be held

**Wednesday, June 3, 2026 at 10.30 am (CET)**

**at L'Apostrophe, 83 avenue Marceau, 75116 Paris, France**



#### Metro :

Lines 1, 2, 6 - Charles de Gaulle Etoile

Line 1 – George V

Line 6 – Kléber

#### RER :

Line A – Etoile

#### Car park :

Parking Quark – 77 avenue Marceau

## 7. DIRECTORS WHOSE RENEWAL OR APPOINTMENT IS PRESENTED AT THIS COMBINED GENERAL MEETING (4<sup>TH</sup> AND 5<sup>TH</sup> RESOLUTIONS)

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The term of office as member of the Board of Directors of Mrs. Sophie ZURQUIYAH will expire at the end of this General Meeting called to approve the annual accounts ending on December 31, 2025.

Upon recommendation of the Appointment, Remuneration and Governance Committee, we propose, in the fourth resolution, to renew the term of office of Mrs. Sophie ZURQUIYAH for a four-year term expiring at the end of the General Meeting to be held in 2030 and called to approve the financial statements for the previous financial year. The Board of Directors believes that the renewal of Mrs. Sophie ZURQUIYAH will maintain strategic continuity and guide Viridien's long-term vision. Since 2018, her leadership has repositioned Viridien as an asset-light, technology-driven company with a stronger financial foundation and a more diverse portfolio. Subject to the renewal of her term of office as Director, Mrs. Sophie ZURQUIYAH will retain Chair of the Board of Directors.

In addition, the Board also unanimously approved the appointment of Mr. Henning BERG as Group Chief Executive Officer effective June 3, 2026, following recommendation of the Appointment, Remuneration and Governance Committee, after a thorough selection process, coordinated by Mrs. Colette LEWINER, Committee Chair, and Mr. Philippe SALLE, Lead Director. The Board of Directors proposes the appointment of Mr. Henning BERG as a Director, in the fifth resolution, for a four-year term, until the end of the General Meeting to be held in 2030 to approve the financial statements for the previous financial year. Mr. Henning BERG would thus combine his directorship with the position of Chief Executive Officer of the Company. The terms of these two offices would be aligned. Mr. Henning BERG brings over 27 years of solid experience in the oil and gas services industry, where he held senior global leadership roles. His career combines deep operational expertise with strong exposure to technology, business development, and international management.

The Board of Directors believes that combining the function of Chief Executive Officer with that of Director contributes to an efficient governance, allowing the Chief Executive Officer to be fully involved in Board discussions. Thus, while sharing his operational vision as Chief Executive Officer, this combination also allows him to have the right to vote as a Director in the same way as her peers for the decisions taken collectively by the Board of Directors. Insofar as the vote of the Chief Executive Officer, who is also a Director, is not decisive in the event of a tie, the Board of Directors considers that there is no violation of the balance of powers.

These renewal and appointment of Directors are proposed at this General Meeting under the 4<sup>th</sup> and the 5<sup>th</sup> resolutions and are supported by the Board of Directors as presented on page 27 and seq. of this Brochure.



**Sophie ZURQUIYAH**

**Director and Chief Executive Officer** until April 30, 2025  
**Chair and Chief Executive Officer** since April 30, 2025  
 As from June 3, 2026: **Chair of the Board of Directors**

**Age:** 59  
**Nationality:** American and French  
**Address:** Viridien, 27 avenue Carnot  
 91300 Massy, France

**First appointment:** 2018  
**Last renewal:** 2022  
**Expiry of the current term of office:** 2026  
**Number of Viridien shares held on December 31, 2025:** 8,592 shares

**ROLE IN BOARD COMMITTEES:**

Interim Chair of the New Businesses and M&A Committee (until April 30, 2025)

Sophie ZURQUIYAH is a graduate of the École Centrale of Paris. She holds a Master's in Numerical Analysis from Pierre et Marie Curie University (Paris VI) and a Master's in Aerospace Engineering from the University of Colorado.

Sophie ZURQUIYAH started her career in 1991 in the oilfield services industry as a geophysical engineer at SLB in P&L and in positions covering R&D, Operations and Support, in France, the United States and Brazil. She was then appointed Chief Information Officer (CIO) and then President of SLB Data and Consulting Services that provided Processing, Interpretation and Consulting services. She was also Vice President of Sustaining Engineering, which included all support and improvements to commercial products, services and technologies worldwide. She joined Viridien (ex CGG) on February 4, 2013 as Senior Executive Vice President Geology, Geophysics & Reservoir (GGR) segment. Prior to her appointment as Chief Executive Officer of Viridien on April 26, 2018, Sophie ZURQUIYAH was Chief Operating Officer in charge of the GGR segment, Global Operational Excellence and Technology of Viridien.

CURRENT POSITIONS	POSITIONS WHICH EXPIRED OVER THE LAST FIVE YEARS
<p><b>Within the Group:</b></p> <ul style="list-style-type: none"> <li>- Chair and Chief Executive Officer of Viridien</li> <li>- Director of Viridien</li> </ul> <p><b>Outside of the Group:</b></p> <p><b>Foreign companies:</b></p> <ul style="list-style-type: none"> <li>- Director and Member of the Audit and Risk Management Committee of Technip FMC (USA, a company listed on New York Stock Exchange)</li> </ul>	<p><b>WITHIN THE GROUP:</b></p> <ul style="list-style-type: none"> <li>- None</li> </ul> <p><b>OUTSIDE OF THE GROUP:</b></p> <ul style="list-style-type: none"> <li>- Director of Bazean Corp. (USA)</li> <li>- Director and Member of the Audit and Risk Management Committee of Safran (France, a company listed on Euronext Paris)</li> </ul>



**Henning BERG**

**Candidate proposed to be appointed as a non-independent Director**

**Age:** 53  
**Nationality:** Norwegian  
**Address:** Viridien, 27 avenue Carnot  
 91300 Massy, France

Henning Berg holds two Master of Science degrees. His first MSc is in Thermal Energy and Fluid Mechanics from the Norwegian University of Science & Technology (NTNU) in Trondheim, completed in collaboration with the University of California, San Diego (USA). He holds a second MSc in Oil and Gas Management from the Edinburgh Business School, Heriot-Watt University (UK).

Henning BERG began his career in SLB in 1998 as a Field Engineer, later progressing to Operations Manager for Wireline in the North Sea. In 2004, he was appointed Wireline Business Development Manager, a role he held until 2006, when he became Vice President, Wireline Russia. In 2010, he became VP of WesternGeco for Europe, Africa and Russia. From 2011 to 2013, he led SLB's subsea strategy as Vice President of Subsea in Norway, before moving to the United States in 2013 to serve as President of Subsea Services. Between 2016 and 2020, Henning was CEO of the Subsea Integration Alliance, where he played a key role in the Framo Engineering acquisition and the creation of the OneSubsea JV. In 2020, he became Business Line Director of SLB's newly established Midstream business. In 2022, as Integration Manager for OneSubsea JV, he oversaw its integration with Aker Solutions and Subsea 7. He left SLB in 2025 to establish Henning Consulting and Investments LLC, while advising Subsea 7 on its merger and integration with Saipem.

CURRENT POSITIONS	POSITIONS WHICH EXPIRED OVER THE LAST FIVE YEARS
<p><b>WITHIN THE GROUP:</b></p> <ul style="list-style-type: none"> <li>- Chief Operating Officer of Viridien</li> </ul> <p><b>OUTSIDE OF THE GROUP:</b></p> <ul style="list-style-type: none"> <li>- None</li> </ul>	<p><b>WITHIN THE GROUP:</b></p> <ul style="list-style-type: none"> <li>- None</li> </ul> <p><b>OUTSIDE OF THE GROUP:</b></p> <ul style="list-style-type: none"> <li>- Integration Manager of OneSubsea JV (USA)</li> <li>- Midstream Business Line Director/President (USA)</li> <li>- CEO of Henning Consulting and Investments LLC</li> </ul>

## 8. AGENDA OF THE COMBINED GENERAL MEETING

### Ordinary meeting :

1. Approval of the statutory financial statements for financial year ended December 31, 2025,
2. Allocation of earnings for financial year ended December 31, 2025,
3. Approval of the consolidated financial statements for financial year ended December 31, 2025,
4. Renewal of the term of Mrs. Sophie ZURQUIYAH as Director,
5. Appointment of Mr. Henning BERG as Director,
6. Statutory auditors' special report on related party agreements – Acknowledgement of the absence of any new agreement,
7. Approval of the information mentioned under part I of Article L.22-10-9 of the French Commercial Code,
8. 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 until April 30, 2025,
9. 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 until April 30, 2025,
10. 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, Chair and Chief Executive Officer from April 30, 2025,
11. Approval of the remuneration policy of Directors,
12. Approval of the remuneration policy of the Chair and Chief Executive Officer,
13. Approval of the remuneration policy of the Chair of the Board of Directors,
14. Approval of the remuneration policy of the Chief Executive Officer,
15. 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 :

16. Authorization given to the Board of Directors to grant performance shares to certain employees and/or executive corporate officers of the Company and/or of companies related to it, waiver by the shareholders of their preferential subscription right, duration of the authority, ceiling, duration/length of the vesting period, in particular in the event of an incapacity and (if any) of a holding period, suspension during a public offer period,
17. Overall ceiling for the authorizations of issue in the sixteenth resolution of this General Meeting and in the twenty-seventh resolution of the General Meeting held on April 30, 2025,

### Ordinary meeting:

18. 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 April 17, 2026, bulletin n° 46.

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

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### Ordinary meeting :

#### **First resolution - Approval of the statutory financial statements for financial year ended December 31, 2025**

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, 2025, as they are presented in such reports, and which show a net profit of 285,978,307.58 euros.

#### **Second resolution - Allocation of earnings for financial year ended December 31, 2025**

The General Meeting, on the proposal of the Board of Directors, resolves to allocate the entire result of the financial year ended December 31, 2025, i.e. the profit of 285,978,307.58 euros, to the Carry forward account which is increased from an amount of 428,550,092.38 euros to the amount of 714,528,399.96 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, 2025**

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, 2025, as they are presented in such reports, and which show as of this date a profit (Group's part) of 71,120,515 US dollars.

#### **Fourth resolution - Renewal of the term of Mrs. Sophie ZURQUIYAH as Director**

The General Meeting resolves to renew the term of Mrs. Sophie ZURQUIYAH, as Director, for a four-years period expiring at the end of the annual ordinary general meeting to be held in 2030 and called to approve the financial statements of the previous financial year.

#### **Fifth resolution - Appointment of Mr. Henning BERG as Director**

The General Meeting resolves to appoint Mr. Henning BERG in addition to the members currently holding office, as Director, for a four-years period expiring at the end of the annual ordinary general meeting to be held in 2030 and called to approve the financial statements of the previous financial year.

#### **Sixth resolution – Statutory auditors' special report on related party agreements – Acknowledgement 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.

#### **Seventh 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 2025 Universal Registration Document, section 4.2.2.

**Eighth 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 until April 30, 2025**

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 until April 30, 2025, as presented in the Report on Corporate Governance included in the 2025 Universal Registration Document, section 4.2.3.A.

**Ninth resolution - Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid for the past financial year or granted in respect of the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer until April 30, 2025**

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 until April 30, 2025, as presented in the Report on Corporate Governance included in the 2025 Universal Registration Document, section 4.2.3.B.

**Tenth resolution - Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid for the past financial year or granted in respect of the same financial year, to Mrs. Sophie ZURQUIYAH, Chair and Chief Executive Officer from April 30, 2025**

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, Chair and Chief Executive Officer from April 30, 2025, as presented in the Report on Corporate Governance included in the 2025 Universal Registration Document, section 4.2.3.C.

**Eleventh 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 2025 Universal Registration Document, section 4.2.1.2.d).

**Twelfth resolution - Approval of the remuneration policy of the Chair 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 Chair and Chief Executive Officer as presented in the Report on Corporate Governance included in the 2025 Universal Registration Document, section 4.2.1.2.a).

**Thirteenth resolution - Approval of the remuneration policy of the Chair 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 Chair of the Board of Directors, as presented in the Report on Corporate Governance included in the 2025 Universal Registration Document, section 4.2.1.2.c).

**Fourteenth 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 2025 Universal Registration Document, section 4.2.1.2.b).

**Fifteenth 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 April 30, 2025 in its nineteenth 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 euros (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 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).

The maximum amount of the share purchase program shall be 179,624,000 euros.

The General Meeting grants full powers to the Board of Directors, with the ability to sub-delegate, 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 :****Sixteenth resolution – Authorization given to the Board of Directors to grant performance shares to certain employees and/or executive corporate officers of the Company and/or of companies related to it**

Having considered the Board of Directors' report and the Auditors' special report, the General Meeting, voting under the quorum and majority requirements for extraordinary general meetings, and in accordance with Articles L.225-197-1 et seq., L.22-10-59 and L.22-10-60 of the French Commercial Code:

- 1) Authorizes the Board of Directors, with the option to subdelegate such powers within the limits set by the legal and regulatory provisions, to allocate, free of charge, existing shares or shares to be issued ("performance shares"), in one or several times, to certain employees of the Company and/or of Companies or Economic Interest Group (GIE) related to it within the meaning of Article L.225-197-2 of the French Commercial Code, and/or executive corporate officers that fall under the conditions fixed by Article L.225-197-1 of the French Commercial Code, for a maximum percentage that cannot exceed 3% of the share capital of the Company on the date of the meeting of the Board of Directors deciding their allocation, i.e. 1.5% per year. Within the above-mentioned ceiling, the total amount of shares granted to Executive Company officers pursuant to this authorization may not exceed a percentage of 0.30% of the share capital of the Company on the date of the meeting of the Board of Directors deciding their allocation. 100% of the shares granted to executive corporate officers and members of the Executive Leadership Team under this authorization will be subject to the achievement of performance conditions. The shares granted to other beneficiaries (excluding executive corporate officers and members of the Executive Leadership Team), subject to presence condition only, by virtue of this authorization, may not represent more than 0.50% of the share capital of the Company on the date of the meeting of the Board of Directors deciding on their allocation. It is specified that the amounts thus defined do not include any adjustment that may be made in accordance with legal and regulatory conditions;
- 2) The Board of Directors shall decide, in compliance with legal requirements, whether to prohibit the transferring of the performance shares to be granted to executive corporate officers before the termination of their office, or set a minimum number of performance shares that they must hold as registered shares until the termination of their office;
- 3) Sets the minimum vesting period at the end of which the grant of performance shares is final as follows:
  - for executive corporate officers and employees members of the Executive Leadership Team: 3 (three) years as from their grant by the Board of Directors. This General Meeting gives full powers to the Board of Directors to set, if appropriate, a longer vesting period and / or a holding period;
  - for employees who are not members of the Executive Leadership Team: 2 (two) years as from their grant by the Board of Directors, it being specified that the Board of Directors shall, for each grant, set a minimum vesting period of 3 (three) years for at least 50% of the shares granted. This General Meeting gives full powers to the Board of Directors to set, if appropriate, a longer vesting period and / or a holding period;
- 4) Decides that in the event of the incapacity of a beneficiary falling into the second or third categories provided by Article L.341-4 of the French Social Security Code, the shares will be definitively acquired by him/her before the end of the remaining vesting period. The said shares shall be freely transferable as from their delivery. In addition, in the event of a beneficiary's death, his/her heirs may request the acquisition of the shares within a period of 6 (six) months as from the date of the death;
- 5) Duly records that in the event of a free allocation of new shares, the present authorization will entail, as and when the said shares are definitely granted, a capital increase through the capitalization of reserves, profits or share premiums in favor of the beneficiaries of the shares issued pursuant to this resolution, and the express waiver by the shareholders of their subscription right in favor of the beneficiaries of the shares that would be issued pursuant to this resolution;
- 6) Decides that the Board of Directors may not, except with the prior authorization of the General Meeting, use this delegation upon the filing by a third party of a proposed takeover bid for the Company's securities, until the end of the bid period;

- 7) Delegates full powers to the Board of Directors, with the option to sub-delegate within the limits set by the legal and regulatory provisions, to implement this authorization within the limits and under the conditions set out above, in order, including but not limited to:
- to determine the category or categories of beneficiaries of the grant(s), and to establish their identity;
  - to determine the length of the vesting period, and, in case of a holding period, the duration of the holding period applicable to the share grant(s), within the above-defined limits;
  - to set performance conditions and conditions to be met for the grant(s), it being specified that grants will have to be determined in accordance with the following performance conditions to be achieved over the acquisition period:
    - i) 30% of the grant is based on the relative evolution of the VIRIDIEN share price versus the evolution of a stock performance index composed of the median of a panel of peers' share prices. Achievement of 130% or above 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% will result in no shares vesting under this condition.
    - ii) 15% of the grant is based on the achievement of a Beyond the Core revenue's objective. For achievement of 100% of the target, 100% of the shares will vest under this condition. Achievement equal to or greater than 90% of the target and strictly less than 100% of the target will result in the vesting, on a linear basis, of between 50% and 100% (exclusive) of the shares under this condition. For achievement below 90% of the target, no shares will vest under this condition.
    - iii) 40% of the grant is based on Average net debt over Adjusted Segment EBITDAs ratio. For achievement of 100% of the target, 100% of the shares will vest under this condition. Achievement equal to or greater than 90% of the target and strictly less than 100% of the target will result in the vesting, on a linear basis, of between 50% and 100% (exclusive) of the shares under this condition. For achievement below 90% of the target, no shares will vest under this condition.
    - iv) 15% of the grant is based on the achievement of an environment, social and governance (ESG) objective scorecard. It includes governance criteria focused on safety, risk management, environmental responsibility, and sustainability. In case this objective is not achieved, no rights shall be acquired under this fourth condition;

The maximum vesting rate for each performance condition may not exceed 100%. Thus, the maximum vesting rate may not exceed 100% of the allocation.

- to decide the amount of the grant(s), the dates and the terms and conditions of each grant, and the date, which may be retroactive, from which the securities issued will rank for dividends;
- to adjust if appropriate during the vesting period, the number of shares related to any transactions affecting the Company's capital or the shareholders' equity in order to preserve the beneficiaries' rights;
- in the case of an issuance of new shares, to charge if appropriate any sums required for the liberation of the said shares against reserves, profits or share premiums;
- to note the completion of each capital increase, up to the amount of the shares effectively subscribed, to carry out the necessary administrative formalities and to make the corresponding amendments to the articles of association;
- at its sole discretion, after each increase, to charge the costs of the capital increase against the amount of the premiums related to it, and to deduct from this amount the required sums to bring the legal reserve up to one tenth of the new capital;

- determine and make all adjustments to take into account the impact of operations on the capital or equity of the Company, in particular in the event of a modification of the nominal value of the share, of a capital increase by incorporation of reserves ; free allocation of shares, share split or reverse share split, distribution of dividends, reserves or premiums or any other assets, depreciation of capital or any other operation relating to capital or equity and fix any other method enabling the preservation of the rights of the holders, where applicable;
  - generally speaking, to take all measures to carry out capital increases, under the legal and regulatory provisions, to conclude any agreements (in particular to ensure the successful completion of the issue), to require any authorization, to process any formalities, and to do what has to be done to bring the planned issues to a successful conclusion or postpone them;
- 8) Decides that this authorization is valid for twenty-six (26) months, as from the date of this General meeting, and duly notes that this authorization cancels as of today, the unused portion (if any) of any previous authorization with the same purpose.

In accordance with Article L. 225-197-4 of the French Commercial Code, the Board of Directors shall inform the General Meeting each year of the operations carried out pursuant to this resolution.

It is stated that the capital increases likely to be provided pursuant to this resolution will be deducted from the overall ceiling of the issue authorizations resulting from the seventeenth resolution of this General Meeting.

**Seventeenth resolution - Overall ceiling for the authorizations of issue in the sixteenth resolution of this General Meeting and in the twenty-seventh resolution of the General Meeting held on April 30, 2025**

The General Meeting, having considered the Board of Directors' report, subject to the approval of the sixteenth resolution of this General Meeting, resolves to fix at 4 % of the share capital of the Company on the day of this General Meeting, the ceiling of the aggregate nominal value of immediate or future share capital increases, pursuant to the sixteenth resolution of this General Meeting and to the twenty-seventh resolution of the General Meeting held on April 30, 2025, it being specified that may be added to this amount the nominal value of the capital increase required to preserve the rights of holders of shares or securities giving access to the Company's capital, in accordance with the law and, where applicable, any contractual provision providing for other methods of preservation.

**Ordinary meeting :**

**Eighteenth 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 publication formalities.

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

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### 1. APPROVAL OF THE STATUTORY ACCOUNTS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2025 (FIRST RESOLUTION)

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We recommend that you approve the financial statements for the financial year ended December 31, 2025, which shows a net profit of 285,978,307.58 euros.

These 2025 financial statements and the related statutory auditors' report are included in section 6.2 of the 2025 Universal Registration Document (published on the Company's website [www.viridiengroup.com](http://www.viridiengroup.com)).

### 2. ALLOCATION OF EARNINGS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2025 (SECOND RESOLUTION)

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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, 2025, i.e. the net profit of 285,978,307.58 euros, to the Carry forward account which would be increased from an amount of 428,550,092.38 euros to the amount of 714,528,399.96 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, 2025 (THIRD RESOLUTION)

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We recommend that you approve the consolidated financial statements for the financial year ended December 31, 2025, which shows a profit (Group's part) of 71,120,515 dollars US.

The 2025 consolidated financial statements and the related statutory auditors' report are included in section 6.1 of the 2025 Universal Registration Document (published on the Company's website [www.viridiengroup.com](http://www.viridiengroup.com)).

### 4. TERMS AS DIRECTORS (FOURTH AND FIFTH RESOLUTIONS)

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We remind you that the term of office as member of the Board of Directors of Mrs. Sophie ZURQUIYAH will expire at the end of this General Meeting called to approve the annual accounts ending on December 31, 2025.

Upon recommendation of the Appointment, Remuneration and Governance Committee, we propose, in the fourth resolution, to renew the term of office of Mrs. Sophie ZURQUIYAH for a four-year term expiring at the end of the General Meeting to be held in 2030 and called to approve the financial statements for the previous financial year. The Board of Directors believes that the renewal of Mrs. Sophie ZURQUIYAH will maintain strategic continuity and guide Viridien's long-term vision. Since 2018, her leadership has repositioned Viridien as an asset-light, technology-driven company with a stronger financial foundation and a more diverse portfolio. Subject to the renewal of her term of office as Director, Mrs. Sophie ZURQUIYAH will retain Chair of the Board of Directors.

In addition, the Board also unanimously approved the appointment of Mr. Henning BERG as Group Chief Executive Officer effective June 3, 2026, following recommendation of the Appointment, Remuneration and Governance Committee, after a thorough selection process, coordinated by Mrs. Colette LEWINER, Committee Chair, and Mr. Philippe SALLE, Lead Director. The Board of Directors proposes the appointment of Mr. Henning BERG as a Director, in the fifth resolution, for a four-year term, until the end of the General Meeting to be held in 2030 to approve the financial statements for the previous financial year. Mr. Henning BERG would thus combine his directorship with the position of Chief Executive Officer of the Company. The terms of these two offices would be aligned. Mr. Henning BERG brings over 27 years of solid experience in the oil and gas services industry, where he held senior global leadership roles. His career combines deep operational expertise with strong exposure to technology, business development, and international management.

The Board of Directors believes that combining the function of Chief Executive Officer with that of Director contributes to an efficient governance, allowing the Chief Executive Officer to be fully involved in Board discussions. Thus, while sharing his operational vision as Chief Executive Officer, this combination also allows him to have the right to vote as a Director in the same way as her peers for the decisions taken collectively by the Board of Directors. Insofar as the vote of the Chief Executive Officer, who is also a Director, is not decisive in the event of a tie, the Board of Directors considers that there is no violation of the balance of powers.

#### 4.1 INDEPENDENCE AND GENDER BALANCE

If you approve the renewal of the term of office of Mrs. Sophie ZURQUIYAH and the appointment of Mr. Henning BERG:

- The Board's independence rate, defined in accordance with the criteria of the AFEP-MEDEF Code, would be at 78%. 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 44%, in accordance with Article L.225-18-1 of the French Commercial Code.

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 2025 Universal Registration Document.

#### 4.2 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 2025 Universal Registration Document:

- **Mrs. Sophie ZURQUIYAH**

Mrs. Sophie ZURQUIYAH, 59 years old, French and American national, is a Director of Viridien since 2018. She combines her term of office as Director with that of Chief Executive Officer of the Company, and since April 30, 2025, she also served as Chair of the Board of Directors. Both terms of office are for four years, expiring at the end of the Ordinary General Meeting called to approve the financial statements as of December 31, 2025. The renewal of Sophie ZURQUIYAH's term is proposed to be renewed for a four-year term in accordance with article 8-4 of the Company's articles of association, i.e. until the end of the 2030 General Meeting to be convened to approve the financial statements for the previous financial year. As of December 31, 2025, she holds 8,592 shares of Viridien.

Mrs. Sophie ZURQUIYAH is a graduate of the École Centrale of Paris. She holds a Master's in Numerical Analysis from Pierre et Marie Curie University (Paris VI) and a Master's in Aerospace Engineering from the University of Colorado. Sophie ZURQUIYAH started her career in 1991 in the oilfield services industry as a geophysical engineer at SLB in P&L and in positions covering R&D, Operations and Support, in France, the United States and Brazil. She was then appointed Chief Information Officer (CIO) and then President of SLB Data and Consulting Services that provided Processing, Interpretation and Consulting services. She was also Vice President of Sustaining Engineering, which included all support and improvements to commercial products, services and technologies worldwide. She joined Viridien (ex CGG) on February 4, 2013 as Senior Executive Vice President Geology, Geophysic & Reservoir (GGR) segment. Prior to her appointment as Chief Executive Officer of Viridien on April 26, 2018, Sophie ZURQUIYAH was Chief Operating Officer in charge of the GGR segment, Global Operational Excellence and Technology of Viridien.

In addition to her directorship at Viridien, Mrs. Sophie ZURQUIYAH is a Director of Technip FMC, a company listed on the New York Stock Exchange.

- **Mr. Henning BERG**

Mr. Henning BERG, 53 years old, Norwegian national, holds two Master of Science degrees. His first MSc is in Thermal Energy and Fluid Mechanics from the Norwegian University of Science & Technology (NTNU) in Trondheim, completed in collaboration with the University of California, San Diego (USA). He holds a second MSc in Oil and Gas Management from the Edinburgh Business School, Heriot-Watt University (UK).

Mr. Henning BERG began his career in SLB in 1998 as a Field Engineer, later progressing to Operations Manager for Wireline in the North Sea. In 2004, he was appointed Wireline Business Development Manager, a role he held until 2006, when he became Vice President, Wireline Russia. In 2010, he became VP of WesternGeco for Europe, Africa and Russia. From 2011 to 2013, he led SLB's subsea strategy as Vice President of Subsea in Norway, before moving to the United States in 2013 to serve as President of Subsea Services. Between 2016 and 2020, Mr. Henning BERG was CEO of the Subsea Integration Alliance, where he played a key role in the Framo Engineering acquisition and the creation of the OneSubsea JV. In 2020, he became Business Line Director of SLB's newly established Midstream business. In 2022, as Integration Manager for OneSubsea JV, he oversaw its integration with Aker Solutions and Subsea 7. He left SLB in 2025 to establish Henning Consulting and Investments LLC, while advising Subsea 7 on its merger and integration with Saipem.

#### 4.3 ATTENDANCE RATE

The individual attendance rates of all Board members are detailed in section 4.1.3.2 of the 2025 Universal Registration Document.

The attendance rates for Board and Committee meetings during the 2025 financial year of Mrs. Sophie ZURQUIYAH, candidate for renewal, are detailed below:

	Sophie ZURQUIYAH
<b>Board of Directors</b>	100%
<b>Interim Chair of the New Businesses and M&amp;A Committee until April 30, 2025</b>	100%

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

If you approve the renewal of Mrs. Sophie ZURQUIYAH as Director and the appointment of Mr. Henning BERG:

- The average age of the members of the Board of Directors would be nearly 63 years;
- The internationalization rate of the Board of Directors would be 4 nationalities represented (France, USA, Norway and UK);

in accordance with the diversity objectives presented in section 4.1.3.1.d) of the 2025 Universal Registration Document.

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

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

No agreement has been concluded or previously authorized which remained in force.

The statutory auditors' special report on regulated agreements is included in section 4.1.4.4 of the 2025 Universal Registration Document.

## 6. SAY ON PAY (SEVENTH TO FORTTEENTH RESOLUTIONS)

### 6.1 SAY ON PAY EX POST

Considering the temporary unification of the roles of Chair of the Board of Directors and Chief Executive Officer between April 30, 2025, and June 3, 2026, the compensation components of the Chairman of the Board of Directors, on the one hand, and Chief Executive Officer, on the other hand, described below cover the period from January 1, 2025, to April 30, 2025. The compensation components of unified role of Chair and Chief Executive Officer cover the period from April 30, 2025 to December 31, 2025.

#### 6.1.1 Approval of the information mentioned under part I of Article L.22-10-9 of the French Commercial Code (seventh 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 2025 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.

#### 6.1.2 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 until April 30, 2025 (eighth 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 until April 30, 2025, as presented below.

These elements are in line with the remuneration policy for the Chairman of the Board of Directors for financial year 2025 adopted by the Combined General Meeting of Wednesday April 30, 2025 in its sixteenth ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
<b>Fixed remuneration</b>	€56,668	€56,668	In accordance with the 2025 remuneration policy applicable to the Chairman of the Board of Directors approved by the Shareholders' Meeting of April 30, 2025, Philippe Salle received a fixed annual remuneration of €56,668 for his duties as Chairman of the Board of Directors (unchanged since 2018), This remuneration was prorated based on the period during which he served as Chairman of the Board between January 1, 2025 and April 30, 2025.
<b>Annual variable remuneration</b>	Not applicable	Not applicable	Philippe SALLE does not receive any variable remuneration.

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
<b>Deferred variable remuneration</b>	Not applicable	Not applicable	Philippe SALLE does not receive any deferred variable remuneration.
<b>Multi-annual variable remuneration (cash)</b>	Not applicable	Not applicable	Philippe SALLE does not receive any multi-annual variable remuneration.
<b>Exceptional remuneration</b>	Not applicable	Not applicable	Philippe SALLE does not receive any exceptional remuneration.
<b>Stock options, performance shares, and any other long-term remuneration element</b>	Not applicable	Not applicable	Philippe SALLE does not receive any allocation of stock options or performance shares.
<b>Remuneration allocated to Directors</b>	€70,000 (allocated for 2024 and paid in 2025)	€23,333 (allocated for 2025 and to be paid in 2026)	In accordance with the 2025 remuneration policy applicable to the Board of Directors approved by the Shareholders' Meeting of April 30, 2025, Philippe SALLE will receive in 2026, for the year 2025 and for his term of office as Chair, a variable portion amounting to €23,333 (considering his attendance rate over 90%).
<b>Valuation of benefits of any kind</b>	Not applicable	Not applicable	Philippe SALLE does not benefit from any benefit in kind.
<b>Severance pay</b>	Not applicable	Not applicable	Philippe SALLE is not entitled to any severance pay.
<b>Non-compete indemnity</b>	Not applicable	Not applicable	Philippe SALLE is not entitled to any non-compete indemnity.
<b>General Benefits plan</b>	Not applicable	Not applicable	For 2025, Philippe SALLE does not benefit from such plans.
<b>Supplementary pension plan</b>	Not applicable	Not applicable	Philippe SALLE does not benefit from a supplementary pension plan.

**6.1.3** [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 until April 30, 2025 \(\*ninth resolution\*\)](#)

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 until April 30, 2025, as presented below.

These elements are in line with the remuneration policy for the Chief Executive Officer of the Board of Directors for financial year 2025 adopted by the Combined General Meeting of April 30, 2025 in its seventeenth ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
<b>Fixed remuneration</b>	€226,800	€226,800	Fixed remuneration granted to Sophie ZURQUIYAH in her capacity as Chief Executive Officer for the period from January 1, 2025 to April 30, 2025.
<b>Annual variable remuneration</b> (Payment of the annual variable remuneration is subject to approval by the 2026 General Meeting under the conditions provided for in Article L. 22-10-34, II of the French Commercial Code)	€780,215 (allocated for 2024 and paid in 2025)	€293,964 (allocated for 2025 and to be paid in 2026)	<p>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).</p> <p>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.</p> <p>The performance criteria and/or conditions were established by the Board meeting of February 27, 2025. The <b>financial objectives</b> are as follows:</p> <ul style="list-style-type: none"> <li>– Group Net Cash Flow (30%);</li> <li>– Free EBITDA (30%);</li> <li>– Group Segment revenues (20%); and</li> <li>– Beyond the Core revenue (20%).</li> </ul> <p>The <b>non-financial objectives</b> focused on:</p> <ul style="list-style-type: none"> <li>– Group Strategic and Financial Plan Management (20%);</li> <li>– Business, Organization, People and Operational Performance Management (40%);</li> <li>– Debt refinancing (20%);</li> <li>– ESG/HSE (20%).</li> </ul> <p>On the basis of fulfilling the above financial and non-financial conditions and the financial statements for the year 2025, and upon recommendation of the Appointment, Remuneration and Governance Committee, the Board of Directors, at its meeting of February 26, 2026, set this variable remuneration at €293,964 for the time spent as Chief Executive Officer between January 1, 2025 and April 30, 2025.</p> <p>This payment corresponds to an overall fulfilment rate of 129.62% of the objectives (out of a possible maximum of 166.67%). 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 2026 General Meeting.</p>

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
<b>Deferred variable remuneration</b>	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any deferred variable remuneration.
<b>Exceptional remuneration</b>	Not applicable	Not applicable	Sophie ZURQUIYAH did not receive any exceptional remuneration in 2025.
<b>Remuneration allocated to Directors</b>	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any remuneration allocated to Directors.
<b>General benefits plan</b>	Not applicable	€2,282	<p>Sophie ZURQUIYAH benefits from the general compulsory benefits plan of the Group applicable to all employees.</p> <p>For the period from January 1, 2025 to April 30, 2025, in her capacity as Chief Executive Officer, the amount corresponding to the expense borne by the Company under this scheme amounted to €2,282.</p>
<b>International medical insurance</b>	Not applicable	€11,409	<p>Sophie ZURQUIYAH benefits from an international medical insurance contract.</p> <p>The cost of this policy amounted to €11,409 for the period from January 1, 2025 to April 30, 2025, in her capacity as Chief Executive Officer (i.e., US\$13,406 converted into euros based on an exchange rate of 0.8511 as of December 31, 2025). The cost of this international medical insurance is borne by Viridien SA.</p>
<b>Valuation of benefits in kind (company car)</b>	Not applicable	€2,290	<p>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.</p> <p>The amount of the benefit in kind was valued at €2,290 for the period from January 1, 2025 to April 30, 2025, in her capacity as Chief Executive Officer.</p>
<b>Valuation of benefits in kind (unemployment insurance)</b>	Not applicable	€4,298	<p>Sophie ZURQUIYAH benefits from an individual unemployment insurance plan with the GSC.</p> <p>This guarantee provides for the payment of a maximum percentage of 14.19% of Sophie ZURQUIYAH's target remuneration in 2025 (i.e. €207,240) over a period of 12 months.</p> <p>The amount of the benefit in kind was valued at €4,298 for the period from January 1, 2025 to April 30, 2025, in her capacity as Chief Executive Officer.</p>

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
<b>Multi-annual variable remuneration (cash)</b>	Not applicable	Not applicable	No multi-annual variable remuneration plan was implemented by the Company during the 2025 financial year.
<b>Stock options, performance shares, and any other long-term remuneration element</b> (Valuation according to the method used for the consolidated accounts for the 2025 financial year)		Stock options: Not applicable	The Chief Executive Officer was not allocated any Stock Options in 2025.
		Performance shares: Not applicable	As the grant is usually made each year in June, the long-term incentive instruments related to 2025 were granted and vested in respect of Sophie ZURQUIYAH's mandate as Chair and Chief Executive Officer.
<b>Supplementary pension plan</b>	Not applicable	€4,710	<p>Sophie ZURQUIYAH benefits from a collective defined-contribution funded pension plan implemented for the Group's executives since January 1, 2005.</p> <p>The contribution is calculated with reference to the annual social security ceiling:</p> <ul style="list-style-type: none"> <li>– tranche A – up to 1 annual social security ceiling: 0.5% employee contribution and 1% employer contribution;</li> <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> </ul> <p>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.</p> <p>For the period from January 1, 2025 to April 30, 2025, in her capacity as Chief Executive Officer, the amount corresponding to the expense borne by the Company under this scheme amounted to €4,710 for Sophie ZURQUIYAH.</p>
<b>Contractual termination indemnity</b>	No amount paid to Sophie ZURQUIYAH for the 2025 financial year	No amount allocated to Sophie ZURQUIYAH for the 2025 financial year	<p>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.</p> <p>These benefits have the following characteristics:</p>

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
			<p>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.</p> <p>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 ZURQUIYAH’s remuneration for the last three financial years ended prior to the departure date, in accordance with the following rule:</p> <ul style="list-style-type: none"> <li>– if the average achievement rate is less than 80%, no contractual termination indemnity will be paid;</li> <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> <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> <p>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.</p> <p>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.</p> <p>The Annual Reference Remuneration consists exclusively of the annual fixed remuneration received during the twelve rolling months prior to the notice date, plus the annual average of the variable</p>

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
			<p>remuneration due for the last three financial years ended prior to the departure date or beginning of the notice period, if applicable.</p> <p>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 AFEP-MEDEF code in force at the date of the departure of the person concerned.</p>
<p><b>Non-compete commitment indemnity</b></p>	<p>No amount paid to Sophie ZURQUIYAH for the 2025 financial year</p>	<p>No amount allocated to Sophie ZURQUIYAH for the 2025 financial year</p>	<p>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.</p> <p>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.</p> <p>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.</p>

6.1.4 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, Chair and Chief Executive Officer from April 30, 2025 (*tenth 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, Chair and Chief Executive Officer from April 30, 2025, as presented below.

These elements are in line with the remuneration policy for the Chair and Chief Executive Officer of the Board of Directors for financial year 2025 adopted by the Combined General Meeting of April 30, 2025 in its eighteenth ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
<b>Fixed remuneration</b>	€503,600	€503,600	Fixed remuneration granted to Sophie ZURQUIYAH in her capacity as Chair and Chief Executive Officer for the period from April 30, 2025 to December 31, 2025.
<b>Annual variable remuneration</b> (Payment of the annual variable remuneration is subject to approval by the 2026 General Meeting under the conditions provided for in Article L. 22-10-34, II of the French Commercial Code)	Not applicable	€652,736 (allocated for 2025 and to be paid in 2026)	<p>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).</p> <p>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.</p> <p>The performance criteria and/or conditions were established by the Board meeting of February 27, 2025. The <b>financial objectives</b> are as follows:</p> <ul style="list-style-type: none"> <li>– Group Net Cash Flow (30%);</li> <li>– Free EBITDA (30%);</li> <li>– Group Segment revenues (20%); and</li> <li>– Beyond the Core revenue (20%).</li> </ul> <p>The <b>non-financial objectives</b> focused on:</p> <ul style="list-style-type: none"> <li>– Group Strategic and Financial Plan Management (20%);</li> <li>– Business, Organization, People and Operational Performance Management (40%);</li> <li>– Debt refinancing (20%);</li> <li>– ESG/HSE (20%).</li> </ul> <p>On the basis of fulfilling the above financial and non-financial conditions and the financial statements for the year 2025, and upon recommendation of the</p>

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
			<p>Appointment, Remuneration and Governance Committee, the Board of Directors, at its meeting of February 26, 2026, set this variable remuneration at €652,736 for the time spent as Chair and Chief Executive Officer between April 30, 2025 and December 31, 2025.</p> <p>This payment corresponds to an overall fulfilment rate of 129.62% of the objectives (out of a possible maximum of 166.67%). 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 2026 General Meeting.</p>
<b>Deferred variable remuneration</b>	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any deferred variable remuneration.
<b>Exceptional remuneration</b>	Not applicable	Not applicable	Sophie ZURQUIYAH did not receive any exceptional remuneration in 2025.
<b>Remuneration allocated to Directors</b>	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any remuneration allocated to Directors.
<b>General benefits plan</b>	Not applicable	€4,565	<p>Sophie ZURQUIYAH benefits from the general compulsory benefits plan of the Group applicable to all employees.</p> <p>For the period from April 30, 2025 to December 31, 2025, in her capacity as Chair and Chief Executive Officer, the amount corresponding to the expense borne by the Company under this scheme amounted to €4,565.</p>
<b>International medical insurance</b>	Not applicable	€22,819	<p>Sophie ZURQUIYAH benefits from an international medical insurance contract.</p> <p>The cost of this policy amounted to €22,819 for the period from April 30, 2025 to December 31, 2025, in her capacity as Chair and Chief Executive Officer (i.e., US\$26,812 converted into euros based on an exchange rate of 0.8511 as of December 31, 2025). The cost of this international medical insurance is borne by Viridien SA.</p>
<b>Valuation of benefits in kind (company car)</b>	Not applicable	€3,974	The Board of Directors, at its meeting of February 25, 2025, decided that for her duties as Chair and Chief Executive Officer, Sophie ZURQUIYAH would benefit from a company car, the reinstatement of which cannot

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
			<p>give rise to a benefit in kind greater than an annual amount of €11,880.</p> <p>The amount of the valued benefit totals €3,974 for the period from April 30, 2025 to December 31, 2025, in her capacity as Chair and Chief Executive Officer.</p>
<b>Valuation of benefits in kind (unemployment insurance)</b>	Not applicable	€8,596	<p>Sophie ZURQUIYAH benefits from an individual unemployment insurance plan with the GSC. This guarantee provides for the payment of a maximum percentage of 14.19% of Sophie ZURQUIYAH's target remuneration in 2025 (i.e. €207,240) over a period of 12 months.</p> <p>The amount of the benefit in kind was valued at €8,596 for the period from April 30, 2025 to December 31, 2025, in her capacity as Chair and Chief Executive Officer.</p>
<b>Multi-annual variable remuneration (cash)</b>	Not applicable	Not applicable	No multi-annual variable remuneration plan was implemented by the Company during the 2025 financial year.
<b>Stock options, performance shares, and any other long-term remuneration element</b> (Valuation according to the method used for the consolidated accounts for the 2025 financial year)		Stock options: Not applicable	The Chair and Chief Executive Officer was not allocated any Stock Options in 2025.
		Performance shares: €577,320	<p>At its meeting of June 18, 2025, and on the basis of the 16th resolution of the General Meeting of May 15, 2024, the Board of Directors granted Sophie ZURQUIYAH 10,000 performance shares, i.e. 0.140% of the Company's share capital at the date of the grant.</p> <p>The acquisition of rights is subject to presence in June 2028 (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:</p> <ul style="list-style-type: none"> <li>– a performance condition based on the performance of Viridien's stock price compared to a selected peer group between 2025 and 2028, 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> </ul>

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
			<ul style="list-style-type: none"> <li>– a performance condition based on Beyond the Core growth in Revenue for the years 2025, 2026 and 2027, conditioning 20% of the allocation. In case this objective is not achieved, no rights shall be acquired under this condition;</li> <li>– a performance condition based on the achievement of an average net debt to EBITDAs ratio target for the full year 2027, conditioning 30% of 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 style="list-style-type: none"> <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> </ul> <p>Other conditions applicable to this plan are set out in paragraph 4.2.2.1.C. of the 2025 Universal Registration Document.</p>
<b>Supplementary pension plan</b>	Not applicable	€9,420	<p>Sophie ZURQUIYAH benefits from a collective defined-contribution funded pension plan implemented for the Group’s executives since January 1, 2005.</p> <p>The contribution is calculated with reference to the annual social security ceiling:</p> <ul style="list-style-type: none"> <li>– tranche A – up to 1 annual social security ceiling: 0.5% employee contribution and 1% employer contribution;</li> <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> </ul> <p>The contribution base consists exclusively of the gross annual remuneration for the year declared, the base salary, the annual variable remuneration and the</p>

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
			benefit in kind (company car). As a matter of principle, this base excludes any other remuneration element. For the period from April 30, 2025 to December 31, 2025, in her capacity as Chair and Chief Executive Officer, the amount corresponding to the expense borne by the Company under this scheme amounted to €9,420 for Sophie ZURQUIYAH.
<b>Contractual termination indemnity</b>	No amount paid to Sophie ZURQUIYAH for the 2025 financial year	No amount allocated to Sophie ZURQUIYAH for the 2025 financial year	<p>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.</p> <p>These benefits have the following characteristics:            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.</p> <p>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 ZURQUIYAH’s remuneration for the last three financial years ended prior to the departure date, in accordance with the following rule:</p> <ul style="list-style-type: none"> <li>– if the average achievement rate is less than 80%, no contractual termination indemnity will be paid;</li> <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> <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> <p>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</p>

Remuneration elements put to the vote	Amounts paid in 2025	Amount allocated for 2025 or Accounting valuation	Information
			<p>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.</p> <p>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.</p> <p>The Annual Reference Remuneration consists exclusively of the annual fixed remuneration received during the twelve rolling months prior to the notice date, plus 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.</p> <p>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 AFEP-MEDEF code in force at the date of the departure of the person concerned.</p>
<b>Non-compete commitment indemnity</b>	No amount paid to Sophie ZURQUIYAH for the 2025 financial year	No amount allocated to Sophie ZURQUIYAH for the 2025 financial year	<p>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.</p> <p>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.</p> <p>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.</p>

## 6.2 SAY ON PAY EX ANTE – REMUNERATION POLICY OF CORPORATE OFFICERS

Considering that the functions of Chair of the Board of Directors and Chief Executive Officer will be dissociated as from June 3, 2026, the remuneration policies for the Chair and Chief Executive Officer described below will cover the period from January 1, 2026 to June 3, 2026 inclusive. The remuneration policies for the Chair of the Board and for the Chief Executive Officer will apply as from June 3, 2026 to December 31, 2026.

### 6.2.1 Approval of the remuneration policy of Directors (*eleventh 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 2025 Universal Registration Document, section 4.2.1.2.d).

### 6.2.2 Approval of the remuneration policy of the Chair and Chief Executive Officer (*twelfth 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 Chair and Chief Executive Officer, as presented in the 2025 Universal Registration Document, section 4.2.1.2.a).

### 6.2.3 Approval of the remuneration policy of the Chair of the Board of Directors (*thirteenth 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 Chair of the Board of Directors, as presented in the 2025 Universal Registration Document, section 4.2.1.2.c).

### 6.2.4 Approval of the remuneration policy of the Chief Executive Officer (*fourteenth 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 Officer, as presented in the 2025 Universal Registration Document, section 4.2.1.2.b).

## 7. DELEGATION OF AUTHORITY TO BUYBACK THE COMPANY'S SHARES (*FIFTEENTH RESOLUTION*)

In the fifteenth resolution, we propose that you grant the Board of Directors, with the power to subdelegate, for a period of eighteen (18) months, pursuant to the provisions of Articles L.22-10-62 et seq. and L.225-210 et 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 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 April 30, 2025 in its nineteenth 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 179,624,000 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).

## **8. AUTHORIZATION FOR ALLOCATION OF PERFORMANCE SHARES AND OVERALL CEILING (SIXTEENTH AND SEVENTEENTH RESOLUTIONS)**

The purpose of the sixteenth resolution is to authorize the Board of Directors to allocate performance shares to certain employees of the Group and/or to the executive corporate officers of the Company and/or of companies related to it.

The long-term remuneration instruments implemented by the Company contribute to the objective of the remuneration policy by rewarding executives' loyalty and by linking Executive Corporate Officer remuneration to shareholder interests and more globally to the Company's social purpose. This policy enables the Company to reward long-term value creation for the Company, ensuring its sustainability. However, these plans are not reserved solely for the Group's managers; they may also benefit to employees who have contributed to the Group's performance or who have strong potential for development within the Group. As a result, the long-term remuneration policy addresses the objectives to attract and retain talent included in the Group remuneration policy.

These allocations are usually made on an annual basis, in the first semester, after the publication of the financial statements of the preceding fiscal year. The terms and conditions of these allocations are determined by the Board of Directors (which is composed of a majority of independent Directors) upon proposal of the Appointment, Remuneration and Governance Committee (the Chairman of the Committee as well as a majority of its members are independent Directors).

It is specified that these authorizations may not be used from the time a third-party files a proposed public offer for the Company's shares until the end of the offer period.

This authorization would supersede, as from the date of the General Meeting, any unused portion of any previous authorization for the same purpose.

### **8.1 ALLOCATION OF PERFORMANCE SHARES TO CERTAIN EMPLOYEES AND/OR TO EXECUTIVE CORPORATE OFFICERS OF THE COMPANY AND/OR OF COMPANIES RELATED TO IT (SIXTEENTH RESOLUTION)**

The sixteenth resolution aims at authorizing the Board of Directors to implement performance shares plans pursuant to Articles L. 225-197-1 and seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code, to the

benefit of certain employees of the Company and/or of the companies affiliated to the Company within the meaning of Article L. 225-197-2 of the French Commercial Code.

The terms of the authorization are summarized as follows:

- Duration of the authorization: 26 (twenty-six) months from the date of this General Meeting
- Limits:
  - Global limit: 3.0% of the share capital as of the date of the meeting of the Board of Directors deciding their allocation, i.e. 1.50% per year, distributed as follows:
    - Sub-limit applicable to free allocations of shares to executive corporate officers: 0.30% of the share capital as of the date of the meeting of the Board of Directors deciding their allocation, i.e..0.15% per year.

100% of the shares granted to executive corporate officers and members of the Executive Leadership Team under this authorization will be subject to the achievement of performance conditions.

  - Free allocations of shares subject to performance conditions to employees and members of the Executive Leadership Team: 2.20% of the share capital as of the date of the meeting of the Board of Directors deciding their allocation, i.e. 1.10% per year.
  - Free allocations of shares subject to the condition of single presence 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, i.e. 0.25% per year.

It is specified that any capital increases that may result from this resolution would be deducted from the overall ceiling on issuance authorization set forth in the seventeenth resolution of this General Meeting.

- Minimum acquisition period:
  - For executive corporate officers and members of the Executive Leadership Team: minimum 3 (three) years as from the date of the allocation.
  - For employees not being members of the Executive Leadership Team: minimum 2 (two) years as from the date of the allocation, however a minimum 3-year period should apply for at least 50% of the shares granted at each allocation.

The Board of Directors would be allowed to set a longer acquisition period.

- Conservation period: to be decided by the Board of Directors
- Acquisition conditions:
  - Presence condition within the Group at the time of final allocation
  - Performance conditions, to be satisfied during the acquisition period:
    - i. 30% of the grant is based on the relative evolution of the VIRIDIEN share price versus the evolution of a stock performance index composed of the median of a panel of peers' share prices. Achievement of 130% or above 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 strictly below 100% will result in no shares vesting under this condition.
    - ii. 15% of the grant is based on the achievement of a Beyond the Core revenue's objective. For achievement of 100% of the target, 100% of the shares will vest under this condition. Achievement equal to or greater than 90% of the target and strictly less than 100% of the target will result in the vesting, on a linear basis, of between 50% and 100% (exclusive) of the shares under this condition. For achievement below 90% of the target, no shares will vest under this condition.

- iii. 40% of the grant is based on Average net debt over Adjusted Segment EBITDAs ratio. For achievement of 100% of the target, 100% of the shares will vest under this condition. Achievement equal to or greater than 90% of the target and strictly less than 100% of the target will result in the vesting, on a linear basis, of between 50% and 100% (exclusive) of the shares under this condition. For achievement below 90% of the target, no shares will vest under this condition.
- iv. 15% of the grant is based on the achievement of an environment, social and governance (ESG) objective scorecard. It includes governance criteria focused on safety, risk management, environmental responsibility, and sustainability. In case this objective is not achieved, no rights shall be acquired under this fourth condition;

The maximum vesting rate for each performance condition may not exceed 100%. Thus, the maximum vesting rate may not exceed 100% of the allocation.

The description of allocations of performance shares in favor of corporate officers (*"mandataires sociaux"*) is detailed in section 4.2.2.1.B and 4.2.2.1.C of the 2025 Universal Registration Document.

## **8.2 OVERALL CEILING FOR THE AUTHORIZATIONS OF ISSUE IN THE SIXTEENTH RESOLUTION OF THIS GENERAL MEETING AND IN THE TWENTY-SEVENTH RESOLUTION OF THE GENERAL MEETING HELD ON APRIL 30, 2025 (SEVENTEENTH RESOLUTION)**

We propose, subject to the approval of the sixteenth resolution, that you fix at 4% of the share capital on the Company on the date of this General Meeting, the ceiling of the aggregate nominal value of immediate or future share capital increases, pursuant to the sixteenth resolution of this General Meeting and to the twenty-seventh resolution of the General Meeting held on April 30, 2025. It is specified that this amount may be increased by the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions setting forth other preservation measures, the rights of holders of rights or securities giving access to the Company's capital.

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

## **THE BOARD OF DIRECTORS**

**11. APPENDIX 1 – TABLE SUMMARIZING THE STATUS OF USE OF THE DELEGATIONS AND FINANCIAL AUTHORIZATIONS IN FORCE DURING 2025**

	Resolution nb - GM	Period	Maximum authorized amount	Use in 2025
<b>SHARE CAPITAL INCREASE</b>				
By incorporation of reserves, profits, premiums or other	21 <sup>st</sup> – GM April 30, 2025	26 months	€716,146.50 <sup>(a)</sup> , or for information purposes 10% of the Company's share capital as of December 31, 2024	None
With preferential subscription right	22 <sup>th</sup> – GM April 30, 2025	26 months	€3,580,732.50 <sup>(b)</sup> , or for information purposes 50% of the Company's share capital as of December 31, 2024	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	23 <sup>rd</sup> – GM April 30, 2025	26 months	€716,146.50 <sup>(a)</sup> , or for information purposes 10% of the Company's share capital as of December 31, 2024	None
Without preferential subscription right by private placement	24 <sup>th</sup> – GM April 30, 2025	26 months	€716,146.50 <sup>(a)</sup> , or for information purposes 10% of the Company's share capital as of December 31, 2024	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	25 <sup>th</sup> – GM April 30, 2025	26 months	Up to the ceiling of the delegation used and to 15% of the initial offering amount	None
In consideration of contributions in kind	26 <sup>th</sup> – GM April 30, 2025	26 months	10% <sup>(a)</sup> of the Company's share capital as of the date of the General Meeting	None
Increase of capital, reserving the subscription of the shares to be issued to members of a company savings plan ( <i>plan d'épargne entreprise</i> ) <sup>(c)</sup>	27 <sup>th</sup> – GM April 30, 2025	26 months	2% of the Company's share capital as of the date of the General Meeting	None
<b>CAPITAL REDUCTION</b>				
Share cancellation *	20 <sup>th</sup> – GM April 30, 2025	24 months	10 % of the share capital as of the date of the cancellation decision	None

	Resolution nb - GM	Period	Maximum authorized amount	Use in 2025
<b>SHARE BUY-BACK PROGRAM</b>				
Share repurchase *	19 <sup>th</sup> – GM April 30, 2025	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: €179,036,500	None
<b>PERFORMANCE SHARES</b>				
Performance shares : Allocation to senior executive officers and employees	16 <sup>th</sup> – GM May 15, 2024	26 months	2 % of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation , as follow: – 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 ; – 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.	June 18, 2025: allocation of 68,405 <sup>(d)</sup> free shares, i.e. 0.955% of the share capital on April 30, 2025

(a) To be deducted from the aggregate ceiling of €3,580,732.50 set forth in the 22<sup>nd</sup> resolution of the General Meeting held on April 30, 2025 (see (b) below).

(b) Aggregate ceiling for 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.

(d) This number includes, on one hand, the allocation of 59,885 performance shares and, on the other hand, the allocation of 8,520 shares subject to a condition of presence only, for the benefit of employees (excluding the Chair and Chief Executive Officer and members of the Executive Leadership Team).

\* Renewal proposed at the 2026 General Meeting

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

	Resolution nb	Period	Maximum authorized amount
<b>SHARE BUY-BACK PROGRAM</b>			
Share repurchase	15 <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: €179,624,000
<b>PERFORMANCE SHARES</b>			
Performance shares : Allocation to the certain employees and/or to executive corporate officers	16 <sup>th</sup>	26 months	3 % of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation <sup>(a)</sup> , as follows: <ul style="list-style-type: none"> <li>• Free allocations of shares <u>subject to the performance condition</u>: 2.50% 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 2.20% 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>

(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 16<sup>th</sup> resolution of this General Meeting and to the 27<sup>th</sup> resolution of the General Meeting held on April 30, 2025 would be set at 4% of the share capital on the Company on the date of this General Meeting (17<sup>th</sup> resolution).

**For any question or information regarding  
this General Meeting, please contact us:**

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