

## Viridien

A French Limited Company with a share capital of € 7,194,159  
Registered office : 27 avenue Carnot, 91300 Massy, France  
Evry Trade and Companies Register 969 202 241

### EXTRACT FROM THE MINUTES OF THE COMBINED GENERAL MEETING HELD ON JUNE 3, 2026

On Wednesday, June 3, 2026, at 10:30 a.m., the shareholders of Viridien duly called by the Board of Directors of the Company, pursuant to the meeting notice published in the *Bulletin des Annonces Légales Obligatoires* of Paril 17, 2027 and the convening notice published in the *Bulletin des Annonces Légales Obligatoires* and the legal pages of "*Les Echos.fr*" of May 13, 2026 met in a Combined General Meeting at l'Apostrophe, 83 avenue Marceau, 75116 Paris, France.

The meeting was chaired by Mrs. Sophie ZURQUIYAH, Chair and Chief Executive Officer alongside Mr. Philippe SALLE, Vice-Chairman of the Board of Directors and Lead Independent Director of the Company.

Upon the Chair & CEO's proposal, in accordance with section R. 225-101 of the French Commercial Code, DNCA Finance represented by Mr. Boris RADONDY and AXA Investment Managers (Paris), represented by Mrs. Heloïse COURAULT, shareholders in attendance and representing the largest number of votes either themselves or as proxy, were appointed as scrutineers and accepted the function.

The bureau being regularly formed, Mr. Eduardo COUTINHO was appointed as secretary of the Meeting.

The Statutory Auditors Deloitte & Associés and BDO Paris, duly convened, are present and represented by Mr. Emmanuel ROLLIN, for Deloitte & Associés and Mr. Eric PICARLE, for BDO Paris.

Also attending were the following Board members: Mrs. Anne-France LACLIDE-DROUIN, Mrs. Colette LEWINER, Mrs. Amélie OYARZABAL, Mr. Michael DALY and Mr. Mario RUSCEV, as well as the following members of the Executive Committee: M. Henning BERG, Mrs. Emma MULLER, Mr. Emmanuel ODIN and Mr. Jérôme SERVE.

The Chair declared the Meeting open.

The attendance sheet, certified as accurate by the members of the bureau, showed that 1,295 shareholders holding 3,808,530 shares, representing 3,812,561 voting rights, i.e. 52.94% of all shares with voting rights and 52.83% of existing voting rights, i.e. more than one fifth of the share capital for the ordinary General Meeting and more than one fourth of the share capital for the extraordinary General Meeting, were present or represented or voted by post or online.

Consequently, the quorum was met. The Meeting was regularly formed and could validly deliberate.

The Chair put on the desk and made available to the members of the General Meeting all the documents required by law. He declared that the following documents were published on the Company's website and made available to the shareholders at the registered office in accordance with legal provisions:

- The 2025 Universal Registration Document;
- The "*Bulletin des Annonces Légales Obligatoires*" of April 17, 2026 containing the preliminary notice ("*avis de réunion*") of the General Meeting;

- The number of shares making up the share capital and the total number of voting rights as of April 17, 2026;
- The notice of meeting (“*avis de convocation*”) published in the “Bulletin des Annonces Légales Obligatoires” and on “Les Echos.fr” of May 13, 2026 ;
- The Notice and Information Brochure;
- The voting form;
- The statutory auditors’ report on the 2025 annual statutory financial statements;
- The statutory auditors’ report on the 2025 consolidated financial statements;
- The statutory auditors’ report on the related-party agreements;
- The statutory auditors’ report on sustainability information;
- Attestation on the highest compensations of the Company;
- The statutory auditors’ report on the 16<sup>th</sup> and 17<sup>th</sup> resolutions;
- The special report of the Board of Directors on the allocation of free shares during the 2025 financial year;
- The special report of the Board of Directors on the grant and exercise of stock options during the 2025 financial;
- The latest social report;
- The list of registered shareholders as of May 18, 2026
- The notice sent by mail on May 13, 2026 to the statutory auditors and the Social and Economic Committee.

The General Meeting was convened to rule on the following agenda:

**FALLING UNDER THE AUTHORITY OF AN ORDINARY GENERAL 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,

#### **FALLING UNDER THE AUTHORITY OF AN EXTRAORDINARY GENERAL 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 seventeenth resolution of the General Meeting held on April 30, 2025,

#### **FALLING UNDER THE AUTHORITY OF AN ORDINARY GENERAL MEETING**

18. Powers for formalities.

[...]

#### **RESOLUTIONS FALLING UNDER THE AUTHORITY OF AN ORDINARY GENERAL 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.

[...]

This resolution was passed by the required majority.

##### **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.

[...]

This resolution was passed by the required majority.

### **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 dollars US.

[...]

This resolution was passed by the required majority.

### **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.

[...]

This resolution was passed by the required majority.

### **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.

[...]

This resolution was passed by the required majority.

### **Sixth resolution**

#### **A 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.

[...]

This resolution was passed by the required majority.

### **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.

[...]

This resolution was passed by the required majority.

### **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.

[...]

This resolution was passed by the required majority.

### **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.

[...]

This resolution was passed by the required majority.

### **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.

[...]

This resolution was passed by the required majority.

#### **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).

[...]

This resolution was passed by the required majority.

#### **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).

[...]

This resolution was passed by the required majority.

#### **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).

[...]

This resolution was passed by the required majority.

#### **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).

[...]

This resolution was passed by the required majority.

#### **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.

[...]

This resolution was passed by the required majority.

## **RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL 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.

[...]

This resolution was passed by the required majority.

#### **Seventeenth resolution**

#### **Overall ceiling for the authorizations of issue in the sixteenth resolution of this General Meeting and in the seventeenth 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.

[...]

This resolution was passed by the required majority.

## **RESOLUTIONS FALLING UNDER THE AUTHORITY OF AN ORDINARY GENERAL 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 publicly formalities.

[...]

This resolution was passed by the required majority.

[...]

Extract certified true

/s/ Eduardo COUTINHO

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Eduardo COUTINHO, Group General Counsel and Secretary