Text of the draft resolutions presented at the annual ordinary general meeting and the extraordinary general meeting of EUROFINS SCIENTIFIC SE on Thursday 24 April 2025.

EUROFINS SCIENTIFIC SE

Société Européenne

23, Val Fleuri, L-1526 Luxembourg

Registre de Commerce et des Sociétés de Luxembourg : B167775

(the "**Company**")

TEXT OF THE DRAFT RESOLUTIONS PRESENTED AT THE ANNUAL ORDINARY GENERAL MEETING AND AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY (RESPECTIVELY, THE "ANNUAL ORDINARY GENERAL MEETING" AND THE "EXTRAORDINARY GENERAL MEETING" AND, TOGETHER, THE "GENERAL MEETING") OF THURSDAY 24 APRIL 2025

I. ANNUAL ORDINARY GENERAL MEETING

FIRST RESOLUTION - Review of the management report prepared by the board of directors of the Company (the "*Board of Directors*"), including the group management report, the special report on the conflicts of interest and the special report on the share repurchase of its own shares by the Company for the financial year ended 31 December 2024, as foreseen by article 430-18 of the law of 10 August 1915 on commercial companies, as amended (the "*Company Law*")

The General Meeting **hears** the Eurofins annual report 2024 prepared by the Board of Directors (the "***Annual Report 2024***"), including the management report (the "***Management Report***"), the group management report and the section of the Management Report on the share repurchase of its own shares by the Company for the financial year ended 31 December 2024, as foreseen by article 430-18 of the Company Law, and **resolves** to acknowledge the Annual Report 2024 and its content.

The General Meeting further **hears** and **resolves** to acknowledge the special report on the conflicts of interest, presented as a standalone report.

SECOND RESOLUTION - Review of the special report on the transactions carried-out in the context of the authorized share capital established pursuant to the provisions of the article 8 Bis of the Company's articles of association (the "*Articles*") called "*Capital Autorisé*"

The General Meeting **hears** the special report of the Board of Directors on the transactions carried-out in the context of the authorized share capital established pursuant to the provisions of the article 8 Bis of the Articles called "*Capital Autorisé*", and **resolves** to acknowledge the special report of the Board of Directors on the transactions carried-out in the context of the authorized share capital established pursuant to the provisions of the aforementioned article 8 Bis of the Articles, included and consisting in paragraph 2.2.1 "*Share capital*" under the Corporate Governance section of the Annual Report 2024.

THIRD RESOLUTION - Review of the report of the statutory auditor (*réviseur d'entreprises agréé*) of the Company (the "*Statutory Auditor*") on the annual statutory accounts prepared in accordance with the laws and regulations of the Grand Duchy of Luxembourg, the consolidated financial statements

prepared in accordance with the international financial reporting standards (IFRS) for the financial year ended 31 December 2024, and on the performance of its mission

The General Meeting **hears** the report of the Statutory Auditor on the annual statutory accounts prepared in accordance with the laws and regulations of the Grand Duchy of Luxembourg, the consolidated financial statements prepared in accordance with the international financial reporting standards (IFRS) for the financial year ended 31 December 2024, and on the performance of its mission, and, to the extent necessary, **resolves** to approve the report of the Statutory Auditor.

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

The General Meeting, after review of the management report prepared by the Board of Directors, including the group management report, of the special report of the Board of Directors on the transactions carried-out in the context of the authorized share capital established pursuant to the provisions of the article 8 Bis of the Articles, and of the report of the Statutory Auditor (*réviseur d'entreprises agréé*) on the consolidated financial statements prepared in accordance with the international accounting standards IFRS, **approves** in their entirety the consolidated financial statements for the financial year ended 31 December 2024, as presented to it, as well as the transactions resulting from such accounts and reports, evidencing a consolidated net profit of 405.5 million Euros together with a balance-sheet total of 10,888.4 million Euros.

FIFTH RESOLUTION - Approval of the annual statutory accounts for the financial year ended 31 December 2024

The General Meeting, after review of the management report prepared by the Board of Directors and of the report of the Statutory Auditor (*réviseur d'entreprises agréé*), **approves** in their entirety the annual statutory accounts for the financial year ended 31 December 2024, that is the balance sheet, profit and loss account and the notes, prepared in accordance with the laws and regulations of the Grand Duchy of Luxembourg, as presented to it, as well as the transactions resulting from such accounts and reports, evidencing a net profit of 352.0 million Euros together with a balance-sheet total of 9,223.9 million Euros.

SIXTH RESOLUTION - Allocation of the Company's net profit for the financial year ended 31 December 2024

The General Meeting **resolves**, as proposed by the Board of Directors, to allocate the results of the financial year ended 31 December 2024, being a net profit of EUR 351,978,754.16, as follows:

- for an amount of EUR 0.00
  to the legal reserve which amounts to EUR 192,981.18 which represents the limit of 10% of the Company's share capital;
- for an amount of EUR 115,788,709.80
  as dividend;
- the remainder for an amount of EUR 236,190,044.36
  to retained earnings which are brought from EUR 1,910,010,998.35 to EUR 2,146,201,042.71

FOR A TOTAL AMOUNT EQUAL TO THE NET PROFIT

Of EUR 351,978,754.16

The total gross dividend (before any withholding tax, if applicable) would therefore amount to EUR 115,788,709.80, representing a gross dividend of EUR 0.60 per share existing as of 31 December 2024.

The Annual General Meeting **decides**, on the proposal of the Board of Directors, that the payment of the gross dividend of EUR 0.60 per share existing as of 31 December 2024 will take place on 4 July 2025.

SEVENTH RESOLUTION - Discharge to be granted to the members of the Board of Directors for the execution of their mandate during the financial year ended 31 December 2024

The General Meeting **resolves**, by special vote, to grant discharge to the members of the Board of Directors for their management during the financial year ended 31 December 2024.

EIGHTH RESOLUTION - Discharge to be granted to Deloitte Audit, the Statutory Auditor, for the execution of its mandate during the financial year ended 31 December 2024

The General Meeting **resolves**, by special vote, to grant discharge to Deloitte Audit, the Statutory Auditor, for the execution of its mandate during the financial year ended 31 December 2024.

NINTH RESOLUTION - Review and consultative vote on the remuneration policy of the Company included in the remuneration report of the Company called "*Eurofins Group Remuneration Report 2024*" (the "*Remuneration Report*")

The General Meeting **hears** and resolves to **acknowledge** and, to the extent necessary, **approves** the "*Group Remuneration Policy*" contained in section 6.3 of the Remuneration Report *(the* "***Remuneration Policy***"*)*, by means of a consultative vote, in accordance with article 7 bis of the Law of 24 May 2011 on the exercise of certain rights of shareholders in listed companies, as amended (the "***2011 Law***").

TENTH RESOLUTION - Review and consultative vote on the other sections of the Remuneration Report, including the annual disclosures

The General Meeting **hears** and resolves to **acknowledge** and, to the extent necessary, **approves** the other sections including the annual disclosures of the Remuneration Report, by means of a consultative vote, in accordance with article 7 ter of the 2011 Law.

ELEVENTH RESOLUTION - Renewal of the mandate of Ms. Erica MONFARDINI as independent non-executive director for a period of two (2) years;

The General Meeting, after review of the management report prepared by the Board of Directors, and considering that the mandate of Ms. Erica MONFARDINI, independent non-executive director, expires at the end of this General Meeting, **resolves** to renew the mandate as independent non-executive director of the Company of:

- **Ms. Erica MONFARDINI**, born on 2 January 1971, in Milano (Italy), and residing professionally at 50, Rue d'Anvers, L-1130 Luxembourg, Grand Duchy of Luxembourg,

for a new term of two (2) years elapsing at the end of the annual ordinary general meeting to be held in 2027 to approve the annual statutory accounts for the financial year 2026.

TWELFTH RESOLUTION - Renewal of the mandate of Mr. Ivo RAUH as independent non-executive director for a period of two (2) years;

The General Meeting, after review of the management report prepared by the Board of Directors, and considering that the mandate of Mr. Ivo RAUH, independent non-executive director, expires at the end of this General Meeting, **resolves** to renew the mandate as independent non-executive director of the Company of:

- **Mr. Ivo RAUH**, born on 11 December 1959, in Cologne (Germany), and residing professionally at 23, Val Fleuri, L-1526 Luxembourg, Grand Duchy of Luxembourg,

for a new term of two (2) years elapsing at the end of the annual ordinary general meeting to be held in 2027 to approve the annual statutory accounts for the financial year 2026.

THIRTEENTH RESOLUTION - Appointment of Mr. Gavin HILL as new independent non-executive director for an initial term of one (1) year;

The General Meeting, after review of the management report prepared by the Board of Directors, **resolves** to appoint as independent non-executive director of the Company:

- **Mr. Gavin HILL**, born on 14 February 1968, in London (United Kingdom), and residing professionally at 23, Val Fleuri, L-1526 Luxembourg, Grand Duchy of Luxembourg,

for an initial term of one (1) year elapsing at the end of the annual ordinary general meeting to be held in 2026 to approve the annual statutory accounts for the financial year 2025.

FOURTEENTH RESOLUTION - Renewal of the mandate of Deloitte Audit or appointment of a new statutory auditor (*réviseur d'entreprises agréé*) of the Company

The General Meeting, after review of the management report prepared by the Board of Directors, and considering that the mandate of Deloitte Audit, the Statutory Auditor, expires at the end of this General Meeting, **resolves** to renew the mandate as Statutory Auditor of Deloitte Audit, a private limited liability company (*société à responsabilité limitée*) having its registered office at 20, Boulevard de Kockelscheuer, L-1821 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés de Luxembourg*) under number B67895, for a duration of one (1) year elapsing at the end of the annual ordinary general meeting to be held in 2026 to approve the annual statutory accounts for the financial year 2025.

FIFTEENTH RESOLUTION - Determination of the attendance fees to be allocated to the directors of the Company for the financial year 2025

The General Meeting, after review of the management report prepared by the Board of Directors, **resolves** to set at the amount of EUR 600,000 the aggregate amount of attendance fees to be allocated to the directors of the Company for the financial year 2025, in accordance with the Remuneration Policy and the Remuneration Report.

SIXTEENTH RESOLUTION - Reporting of the transactions of the share capital carried-out by the Board of Directors in accordance with the share repurchase program adopted by the extraordinary general meeting held on 25 April 2024

The General Meeting, after review of the report of the Board of Directors prepared in accordance with article 430-18 of the Company Law, included and consisting in paragraph 2.3.9 "*Share Repurchase Program*" under the Corporate Governance section of the Annual Report 2024, **acknowledges** that in accordance with the share repurchase program adopted by the extraordinary general meeting held on 25 April 2024 and following:

(i) the approval of the Board of Directors during its meeting held on 20 October 2021, the Company entered into a liquidity contract with a provider of financial services effective on 1st November 2021, within the frame of which transactions have been executed during the year 2024. Under this agreement, a total number of 2,235,044 shares were purchased at an average price of EUR 53.46 per share and 2,210,116 shares were sold at an average price of EUR 53.55 per share; as of 31 December 2024, the Company owned 151,143 of its own shares under this liquidity contract; and

(ii) the approvals of the Board of Directors during its meetings held on respectively 20 October 2023, 22 July 2024 and 19 December 2024, the Company entered into mandate agreements with a financial services provider in order to repurchase the shares of the Company in the name and on behalf of the Company for the primary purpose of retaining such repurchased shares on the Company's balance sheet to hedge the Company's long-term incentive plans. They may also be cancelled or used to partially finance acquisitions. Under these agreements, transactions were executed during 2024 during which a total number of 5,850,000 shares were purchased at an average price of EUR 49.59 per share, of which 631,415 shares were used and delivered to the benefit of holders of stock options exercised and Restricted Stock Units ("***RSU***") vesting in 2024. As of 31 December 2023, the Company already held 829,643 of its own shares. As a result, the Company owned 6,048,228 of its own shares under this share repurchase program as of 31 December 2024.

In aggregate as of 31 December 2024, the Company owned a total of 6,199,371 of its own shares with a fair value of EUR 305.7 million and a net book value of EUR 305.4 million, representing a nominal value of EUR 61,993.71 and 3.21% of the Company's share capital.

SEVENTEENTH RESOLUTION - Approval of the authorisation to be given to the Board of Directors for the Company to repurchase its own shares under a new share repurchase program

The General Meeting, having considered the information contained in the description of the new share repurchase program (the "***2025 Repurchase Program***") **authorises** the Board of Directors to operate on the Company's shares in accordance with the conditions set out in article 430-15 of the Company Law and under the following conditions:

The 2025 Repurchase Program has the following purposes, within the limits of the applicable legal provisions:

(a) to cancel shares, up to a maximum of 10% of the shares composing the Company's share capital at the date of cancellation, subject to approval by the Company's extraordinary general meeting of the shareholders of the authorisation to the Board of Directors to reduce the Company's share capital accordingly;

(b) to enable the Company to allocate the shares acquired to the holders of securities giving access to the Company's share capital on the exercise of the rights attached to such securities, in accordance with applicable regulations;

(c) to enable the Company to allocate the shares acquired to employees and authorised corporate officers, directors or independent consultants of the Company or its direct and indirect subsidiaries and/or associated companies within the limits provided for by the Company Law, by the allocation of share purchase options, or by the allocation of RSUs, or in respect of their participation in the results of the Company's expansion or within the framework of a share ownership plan or a company or group savings plan within the limits provided for by the Company Law;

(d) to stimulate the share price under a liquidity contract with an independent investment services provider;

(e) to retain the acquired shares and subsequently tender them in exchange or as consideration for any future external growth transactions;

(f) to enable the Company to pay out dividends (or other distributions) in kind, among others, in part or in full with shares repurchased under the 2025 Repurchase Program; and

(g) to enable the Company to pay out dividends (or other distributions) in kind, among others, in part or in full with shares repurchased under the 2024 Repurchase Program prior to the General Meeting.

Shares may be acquired, sold, exchanged or transferred at any time, except during a public offer for the Company's shares, in accordance with the legal and regulatory provisions in force, on one or more occasions, by any means, on regulated markets, multilateral trading facilities, with systematic internalisers or over-the-counter, including by block purchases or sales, by public tender offer or public exchange offer, or by the use of options, mandates, commission agent contracts, derivative financial futures instruments and/or the implementation of option strategies, either directly or indirectly, with the involvement of an investment services provider.

Any trading in the Company's shares with a view to boosting the stock liquidity will necessarily be carried out under a liquidity contract entered into with an investment services provider and in accordance with the conditions laid down by the market practices accepted by the competent market authorities.

- The following caps must be respected:

  - the maximum number of shares that the Company may acquire shall not exceed the limit of 10% of the shares constituting the share capital of the Company as of the most recent date of the meeting of the Board of Directors deciding on the implementation of the 2025 Repurchase Program as approved by the annual ordinary general meeting of the shareholders of the Company (the "***Board of Directors Meeting Date***"), including the shares purchased under share repurchased authorisations previously granted by the general meeting of the shareholders of the Company and still held by the Company as of the Board of Directors Meeting Date; it is specified that if the shares were repurchased under a liquidity contract, the number of shares taken into account for the calculation of this 10% limit shall correspond to the number of shares purchased, less the number of shares resold during the duration of the authorisation;

  - the maximum amount meant for the repurchase of the Company’s shares may not exceed a sum corresponding to an amount equivalent to the value of 10% of the shares composing the share capital of the Company as of the Board of Directors Meeting Date;

  - the maximum number of own shares that the Company may hold directly or indirectly at any time may not have the effect of reducing the value of its net assets below the amount mentioned in paragraphs (1) and (2) of article 461-2 of the Company Law;

  - the minimum purchase price per share shall be equal to the nominal value of a share;

  - the maximum purchase price per share shall not exceed 110% of the purchase price of the share on the Euronext Paris market or any other regulated market on which the securities of the Company are traded, depending on the market on which the transactions are carried out; and

  - for off-market transactions, the maximum purchase price per share will be 110% of the reference price on the Euronext Paris market. The reference price will be deemed to be the average of the closing price during the thirty (30) consecutive days during which this market is open for trading preceding the three (3) trading days prior to the purchase date.

- Terms of the share repurchases will be as follows:

  1. Maximum volume

The securities that may be purchased cannot represent more than twenty-five percent (25%) of the average daily volume of shares that are traded on the regulated market where the purchase is made, in the same session. This average daily volume is calculated based on the average daily volume of the transactions carried out during the month preceding the one in which this repurchase program is made public and fixed on this basis for the authorised duration of the program. If the program does not refer to this volume, the average daily volume is calculated on the basis of the average daily volume of shares traded during the twenty (20) trading days preceding the day of the purchase.

This twenty-five percent (25%) ceiling may be raised to fifty percent (50%), provided that the Company:

a) informs beforehand the relevant regulatory and stock market authorities in advance of its intention to exceed this cap;

b) discloses in an adequate manner to the public this possibility of exceeding the cap;

c) carries out acquisitions or disposals of blocks outside the order book and at price conditions in accordance with European regulations, including in particular Regulation (EU) No. 596/2014 Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

2. <u>Price limit</u>

No shares may be purchased at a price higher than that of the last independent transaction or, if higher, of the highest current independent offer on the market where the purchase is made. If this market is not a regulated market, the price of the last independent transaction or of the highest current independent offer taken as a reference is that of the regulated market of the Member State where the purchase is made.

3. <u>Period of abstention (*période d'abstention*)</u>

The Company must refrain from carrying out the following transactions:

- selling own shares during the program period, except as part of hedging management and provided that the transactions are entrusted to an investment services provider acting independently;
- operations during "negative windows" periods (*périodes de "fenêtres negatives*"), namely:
  - between the date on which it becomes aware of inside information and the date of its publication;
  - during the thirty (30) days preceding and during the trading day following the dates of publication of its annual accounts and interim accounts and during the fifteen (15) days preceding and during the trading day following the dates of publication of its quarterly interim financial statements; and
- transactions involving securities for which the Company decides to delay disclosure of inside information.

These last two provisions do not apply in the context of a mandate entrusted to an investment services provider or a credit institution acting independently, and whose mandate was concluded outside of periods of "negative windows" (*périodes de "fenêtres negatives*") or periods during which the Company decided to defer the publication of privileged information.

In order to implement this resolution, the General Meeting **resolves** to grant full powers to the Board of Directors to:

- ensure that all formalities of publication of the description of the program relating to the 2025 Share Repurchase Program, to proceed with the launch of said program, and to carry out all declarations and formalities with any competent regulatory and stock exchange authority;
- place all stock orders, conclude all agreements for the purpose, in particular, of keeping the records of the purchases and sale of shares; and
- make all declarations and complete all other formalities and, in general, do what will be necessary.

The General Meeting further notes that this authorisation granted to the Board of Directors will supersede, with effect from the date of this General Meeting, any unused portion of any previous authorisation having the same purpose, i.e. any authorisation granted to the Board of Directors to repurchase some of the Company's shares.

This authorisation is granted for a period of five (5) years from the date of this General Meeting or until the date of its renewal by a decision of the General Meeting if this date of renewal is prior to the expiry of such 5-year period.

The Board of Directors will inform the next General Meeting of the transactions carried out under this authorisation.

<u>EIGHTEENTH RESOLUTION – Consultative non-binding vote on the opportunity for the Company to purchase certain properties or real estate companies currently owned, directly or indirectly, by Analytical Bioventures SCA, and leased to the Company and its subsidiaries as part of related party transactions</u>

The General Meeting **hears** and resolves to **acknowledge** the special report prepared by the Board of Directors of the Company with regard to 23 sites and campuses representing 110,700 square meters for an aggregate market value of around €190 million (balanced by an existing IFRS16 debt of about €60 million, so a net additional indebtedness of €130 million) (the "***Properties***") currently owned, directly or indirectly, by the related party Analytical Bioventures SCA ("***Analytical Bioventures***") and leased to the Company and its subsidiaries as part of related party transactions and resolves to **approve**, by means of a consultative non-binding vote, to proceed with the opportunity for the Company to purchase the Properties from Analytical Bioventures in one or more tranches over the course of the coming two to four years, should the Board of Directors decide that the risk weighted return is appropriate compared to other investments and while respecting the Company's target leverage range of 1.5x to 2.5x.

NINETEENTH RESOLUTION – Delegation of powers for the performance of the legal formalities

The General Meeting, after discussion, **grants all powers** to the holder of copies or extracts of these minutes to carry out any filing and publication formalities required by the laws and regulations in force and more generally to perform any legal formalities.

II. EXTRAORDINARY GENERAL MEETING

FIRST RESOLUTION - Approval of the authorisation to be given to the Board of Directors to cancel shares and to consequently reduce the issued share capital following any such decision to cancel shares repurchased under any existing or future share repurchase program

The General Meeting **resolves** to authorise the Board of Directors, for a period of five (5) years from the date hereof, to:

(i) cancel all the shares repurchased by the Company under any existing or future share repurchase program up to a maximum of ten percent (10%) of the Company's share capital and consequently reduce the Company issued share capital by an amount corresponding to the product of the number of treasury shares cancelled multiplied by one euro cent (0.01 EUR), i.e. the nominal value of each share in the Company, provided that the ten percent (10%) limit (a) applies to the number of shares issued at the time the Board of Directors implements the cancellation, and in any case, after the holding of this extraordinary general meeting on 24 April 2025 and (b) explicitly excludes any shares repurchased and cancelled prior to this date;

(ii) amend article 7 of the Articles accordingly in order to reflect the aforementioned cancellations and reductions in the Company's issued share capital;

(iii) reduce or cancel the Company's statutory compulsory reserves; and

(iv) give instructions and delegate powers to the Board of Directors or its delegate(s) and authorise them to implement the cancellation of the number of treasury shares determined by the Board of Directors and the corresponding reduction in the share capital and related measures on one or more occasions, as the Board of Directors deems appropriate, to have the reductions in the share capital and the cancellations of treasury shares recorded in one or more notarial deeds and to amend the Articles accordingly.

SECOND RESOLUTION – Amendment of article 21 of the Articles in order to implement an automatic adjustment mechanism in relation to voting rights associated to beneficiary units (*parts bénéficiaires*)

The General Meeting resolves to approve the implementation of an automatic adjustment mechanism in relation to voting rights associated to beneficiary units (*parts bénéficiaires*) by amending article 21 of the Articles as follows:

“***ARTICLE 21– GENERAL MEETING VOTING RIGHTS***

As long as all Company’s shares have the same nominal value, each share shall give the right to one vote.

If there exist shares with different nominal values in accordance with Article 450-1(5) of the Company Law, each share shall carry the right to a number of votes proportionate to the nominal portion of the share capital it represents by counting for one vote the share representing the lowest proportion. Fractions of votes shall not be taken into account, except in the cases provided for in Article 450-4 of the Company Law.

Subject to the last paragraph of this Article 21, holders of class A, B or C beneficiary units shall also enjoy a voting right on the basis of one vote per beneficiary unit of each class they hold in the General Meeting under the conditions laid down in Article 12 Bis.

The owners of Company’s shares who are not domiciled in the Grand-Duchy of Luxembourg may be registered and represented at the Meeting by any intermediary subject to the appointment of such representative in writing and to the notification of the appointment to the Company also in writing, either by post, or by electronic means, at the postal or electronic address indicated in the convening notice of the General Meeting. The voting right attached to beneficiary units shall be equivalent to the voting right attached to the Company’s shares.

Are considered as present for the purpose of calculating the quorum and majority, the shareholders who participate in the Meeting via videoconference or any other means of telecommunication that enable them to be identified and for which the nature and conditions of application are determined by the applicable Laws.

In case of division of share ownership, the voting right in Meetings shall be exercised either by the usufructuary, or by the bare-owner, depending on the decisions to be taken. The voting right in extraordinary general Meetings shall belong to the bare-owner; the voting right in ordinary general Meetings shall be shared between the bare-owner and the usufructuary depending on whether the resolutions relate to the allocation of profits (usufructuary) or on other matters (bare-owner). In case of disagreement, the Company shall suspend the voting rights attached to the related corporate rights as long as the disagreement persists.

If and for so long as the cumulative voting rights attached to the beneficiary units exceed the cumulative voting rights attached to the shares issued by the Company, voting rights attached to each beneficiary unit will be adjusted pro rata in accordance with the following adjustment formula:

$$v'_{BU} = 1 \times (\frac{V_S}{V_{BU}})$$

where :

$\boldsymbol{V_{BU}}$ *means the cumulative voting rights attached to class A, B or C beneficiary units issued by the Company under the conditions set out in Article 12 bis;*

$\boldsymbol{V_S}$ *means the cumulative voting rights attached to the shares issued by the Company; and*

$\boldsymbol{v'_{BU}}$ *means the adjusted voting right attached to each beneficiary unit.*

If, following the adjustment, the total number of cumulative voting rights attached to the beneficiary units held by a beneficiary units holder corresponds to a number containing decimals, it is rounded down to the nearest whole number.

This adjustment is determined with effect from the Record Date and is recorded by the officers in the minutes of the General Meeting.”

<u>THIRD RESOLUTION - Delegation of powers for the performance of the legal formalities</u>

The General Meeting, after discussion, **grants all powers** to the holder of copies or extracts of these minutes to carry out any filing and publication formalities required by the laws and regulations in force and more generally to perform any legal formalities and specifically to the members of the Board of Directors or any other person appointed by it to represent the Company before a notary in order to record in a notarial deed the decisions taken by the Extraordinary General Meeting which require such recording.