

## ALBIOMA

SOCIÉTÉ ANONYME AU CAPITAL DE 1 242 519,01 €  
SIÈGE SOCIAL : TOUR OPUS 12, 77 ESPLANADE DU GÉNÉRAL DE GAULLE  
92081 PARIS LA DÉFENSE  
775 667 538 RCS NANTERRE

### *Preliminary notice of meeting for the Ordinary and Extraordinary General Meeting of 25 May 2022*

Shareholders in Albioma (the "Company") are hereby informed that a Combined Ordinary and Extraordinary General Meeting is being called for 3 p.m., Tuesday, 25 May 2021, at the auditorium of the Capital 8 conference centre located at 32 rue de Monceau, 75008 Paris, to discuss the following agenda and proposed resolutions.

#### *Agenda*

##### Ordinary meeting

- Approval of the annual financial statements for the financial year ended 31 December 2021
- Approval of the consolidated financial statements for the financial year ended 31 December 2021
- Appropriation of income and setting of the dividend for the financial year ended 31 December 2021
- Approval of the information relating to the remuneration of the corporate officers presented in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code for the financial year ended 31 December 2021
- Approval of the remuneration due or awarded to Frédéric Moyne, Chairman and Chief Executive Officer, for the financial year ended 31 December 2021
- Approval of the corporate officer remuneration policy as from 1 January 2022
- Setting the maximum amount of remuneration to be allocated to Directors
- Approval of the agreements governed by Article L. 225-38 of the French Commercial Code
- Reappointment of Mr. Pierre Bouchut as a Director
- Reappointment of PricewaterhouseCoopers Audit as principal Statutory Auditor and recording of the expiry of the term of office of the alternate Statutory Auditor Jean-Baptiste Deschryver
- Reappointment of Mazars as principal Statutory Auditor and recording of the expiry of the term of office of the alternate Statutory Auditor Simon Beillevaire
- Grant of authorisation to the Board of Directors to allow the Company to buy back its own shares under a share buyback programme

##### Extraordinary meeting

- Grant of authorisation to the Board of Directors to reduce the Company's capital by cancelling shares purchased by the Company within the framework of a share buyback programme
- Authorisation to the Board of Directors to decide to issue redeemable share subscription and/or purchase warrants ("BSAAR warrants") to employees and Chief Executive Officers (executive corporate officers) of the Company and its subsidiaries, with the waiver of preferential subscription rights
- Authorisation to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate or subsequent access to capital to members of company or group savings plans, with waiver of preferential subscription rights
- Amendment of the provisions of Article 30 of the Memorandum and Articles of Association relating to the requirement to appoint alternate Statutory Auditors

- Powers to carry out formalities

## *Resolutions put to the Ordinary General Meeting*

### First resolution – Approval of the annual financial statements for the financial year ended 31 December 2021

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the following:

- the management report of the Board of Directors for the financial year ended 31 December 2021 (included in the 2021 Universal Registration Document) and the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the annual financial statements for the financial year ended 31 December 2021,

approves the annual financial statements for the financial year ended 31 December 2021 as drawn up and presented to it, together with the transactions reflected in these financial statements and summarised in these reports, showing a net profit of €37,787 thousand,

and, pursuant to Article 223 *quater* of the French General Tax Code, notes the absence of any of the expenses and charges referred to in Article 39(4) of the French General Tax Code, which are non-deductible from taxable income for the financial year ended 31 December 2021.

### Second resolution – Approval of the consolidated financial statements for the financial year ended 31 December 2021

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the following:

- the management report of the Board of Directors for the financial year ended 31 December 2021 (included in the 2021 Universal Registration Document) and the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the consolidated financial statements for the financial year ended 31 December 2021,

approves the consolidated financial statements for the financial year ended 31 December 2021 as drawn up and presented to it, together with the transactions reflected in these financial statements and summarised in these reports, showing a net income, Group share, of €59,024 thousand.

### Third resolution – Appropriation of income and setting of the dividend for the financial year ended 31 December 2021

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the management report of the Board of Directors for the financial year ended 31 December 2021 (included in the 2021 Universal Registration Document) and the report of the Board of Directors for the General Meeting,

resolves, as recommended by the Board of Directors, to appropriate the profit for the financial year ended 31 December 2021 as set out below:

*In euros*

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#### **Source of amounts to be appropriated**

Net income for the year	37,786,994.44
Retained earnings brought forward	113,866,679.63
<b>Total</b>	<b>151,653,674.07</b>
<b>Appropriation</b>	
To the legal reserve	1,579.03
To payment of a dividend of €0.84 per share	26,586,241.92
To retained earnings	125,065,853.12
<b>Total</b>	<b>151,653,674.07</b>

notes that:

- these amounts are calculated on the basis of the number of shares comprising the capital and the number of treasury shares held as at 31 December 2021, and may be adjusted to take into account the number of shares comprising the capital and the number of treasury shares held on the ex-dividend date,
- the distributable profit corresponding to the dividend not paid on treasury shares will be reposted as retained earnings,
- these amounts are calculated without the extra 10% dividend payable on eligible shares for the financial year ended 31 December 2021, and may be adjusted to take into account the actual number of shares eligible for this extra dividend on the ex-dividend date,

sets, accordingly, the dividend payable on each share with dividend rights at €0.84,

sets the ex-dividend date at 9 June 2022 and resolves that the dividend will be paid on 8 July 2022,

notes that this dividend is eligible for the 40% tax relief pursuant to Article 158(3)(2) of the French General Tax Code, when opted for and in accordance with the terms and conditions laid down by applicable laws and regulations,

and notes that the following dividends have been distributed in respect of the last three financial years:

<b>Financial year</b>	<b>Dividend per share (in euros)</b>	<b>Total dividend (in euros)</b>	<b>Relief pursuant to Article 158 (3) (2°) of the French Tax Code</b>
2018	0.65	20,015,667	40%
2019	0.70	21,824,746	40%
2020	0.80	25,351,551	40%

**Fourth resolution — Approval of the information relating to corporate officer remuneration presented in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code for the financial year ended 31 December 2021**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting and the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code for the financial year ended 31 December 2021,

approves the information relating to corporate officer remuneration presented in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, set out in Section 2.4 of the 2021 Universal Registration Document.

### **Fifth resolution — Approval of the remuneration due or awarded to Frédéric Moyne, Chairman and Chief Executive Officer, for the financial year ended 31 December 2021**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting and the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code for the financial year ended 31 December 2021,

approves the remuneration due or awarded for the financial year ended 31 December 2021 to Frédéric Moyne in respect of his duties as Chairman and Chief Executive Officer, as presented in Section 2.4 of the 2021 Universal Registration Document and as reiterated in the report by the Board of Directors to the General Meeting set out in Section 7.2 of the said Universal Registration Document.

### **Sixth resolution — Approval of the corporate officer remuneration policy as from 1 January 2022**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting and the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code for the financial year ended 31 December 2021,

approves the corporate officer remuneration policy as presented in the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code for the financial year ended 31 December 2021, as set out in Section 2.4 of the 2021 Universal Registration Document and summarised in the report of the Board of Directors for the General Meeting set out in Section 7.2 of said Universal Registration Document.

### **Seventh resolution — Setting the maximum amount of remuneration to be allocated to Directors**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

resolves to set the maximum total amount of remuneration allocated to Directors in respect of their duties at €250,000 for the current financial year and subsequent financial years, until the General Meeting decides otherwise.

### **Eighth resolution — Approval of the agreements governed by Article L. 225-38 of the French Commercial Code**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the special report of the Statutory Auditors on the agreements and commitments governed by Article L. 225-38 of the French Commercial Code,

notes the fact that no agreements governed by Article L. 225-38 of the French Commercial Code and not yet approved by the General Meeting were authorised by the Board of Directors during the financial year ended 31 December 2021.

### Ninth resolution – Reappointment of Mr. Pierre Bouchut as a Director

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

notes that Mr. Pierre Bouchut's term of office as a Director will expire at the close of this General Meeting,

and accordingly resolves to reappoint Mr. Pierre Bouchut as a Director for a four-year term of office to expire at the close of the General Meeting to be called in 2026 to approve the financial statements for the financial year ending 31 December 2025.

### Tenth resolution — Reappointment of PricewaterhouseCoopers Audit as principal Statutory Auditor and recording of the expiry of the term of office of the alternate Statutory Auditor Jean-Baptiste Deschryver

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

notes that PricewaterhouseCoopers Audit's term of office as principal Statutory Auditor will expire at the close of this General Meeting,

and resolves, accordingly, to reappoint PricewaterhouseCoopers Audit as principal Statutory Auditor for a six-year term of office expiring at the close of the General Meeting to be called in 2028 to approve the financial statements for the financial year ending 31 December 2027,

also notes that Jean-Baptiste Deschryver's term of office as alternate Statutory Auditor will expire at the close of this General Meeting, and resolves not to reappoint him.

### Eleventh resolution — Reappointment of Mazars as principal Statutory Auditor and recording of the expiry of the term of office of the alternate Statutory Auditor Simon Beillevaire

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

notes that Mazars' term of office as principal Statutory Auditor will expire at the close of this General Meeting,

and resolves, accordingly, to reappoint Mazars as principal Statutory Auditor for a six-year term of office expiring at the close of the General Meeting to be called in 2028 to approve the financial statements for the financial year ending 31 December 2027,

also notes that Simon Beillevaire's term of office as alternate Statutory Auditor will expire at the close of this General Meeting, and resolves not to reappoint him.

### Twelfth resolution — Grant of authorisation to the Board of Directors to allow the Company to buy back its own shares within the framework of a share buyback programme

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

resolves to authorise the Board of Directors, in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, Articles 241-1 to 241-6 of the French Financial Markets Authority's (AMF)

General Regulation and EC Regulation no. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, to purchase or arrange for the purchase of the Company's shares, resolves that the objectives of such share purchases will be as follows:

- to ensure liquidity and foster the market for the Company's shares through the intermediary of an investment services provider acting completely independently under a market-making agreement and in accordance with a code of conduct recognised by the AMF,
- to implement all allotments of bonus shares under a company or group savings plan in accordance with Articles L. 3332-1 et seq. of the French Labour Code, or in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code, all stock option plans for the purchase of Company shares in accordance with Articles L. 225-177 et seq. of the French Commercial Code, and all allotments, allocations or sales of shares, in particular under any scheme to share in the Company's profits, and to carry out any hedging transactions in connection therewith, in accordance with the terms and conditions laid down by applicable laws and regulations and at the times chosen by the Board of Directors or the person to whom the Board of Directors has delegated authority,
- to deliver shares when rights attached to securities giving immediate or subsequent access, by any means, to the Company's shares are exercised, and to carry out any hedging transactions in connection with the Company's obligations related to such securities, under the terms and conditions laid down by applicable laws and regulations and at the times chosen by the Board of Directors or the person to whom the Board of Directors has delegated authority,
- cancellation of some or all of the shares bought back by means of a capital reduction;
- to keep the shares with a view to their subsequent delivery as payment or in exchange within the framework of acquisitions, in accordance with applicable laws and regulations,
- to implement any other market practices accepted or recognised by the law or the AMF and, more generally, to achieve any other objective allowed by applicable regulations,

resolves that this authorisation may be implemented subject to the following terms and conditions:

- the maximum number of shares that can be purchased may not exceed 10% of the number of shares comprising the capital on the date of purchase, and purchases made by the Company pursuant to this authorisation may not, under any circumstances, result in it directly or indirectly holding more than 10% of the shares comprising the share capital,
- the number of shares that can be purchased by the Company in order to keep them and subsequently deliver them as payment or in exchange within the framework of a merger, spin-off or contribution may not exceed 5% of the shares comprising the capital on the date of purchase,
- the aggregate purchases, net of costs, may not exceed €35 million.
- the maximum purchase price per share must not exceed €60, and in the event of capital transactions such as the capitalisation of reserves followed by the issue and allotment of shares and/or a stock split or reverse stock split operation, this maximum purchase price will be adjusted accordingly by applying a factor corresponding to the ratio between the number of shares comprising the capital before the relevant transaction and the number of shares after the transaction,

resolves that the purchase, sale or transfer of the shares may be carried out, in compliance with applicable regulations, by any means, in particular on the market or off the market, in particular over-the-counter, including through block trades or a public offering. There is no limit on the proportion of securities subject to block trading, and block trades may account for the entire share buyback programme. However, trading in options or derivatives is prohibited,

notes that the shares purchased and kept by the Company shall be stripped of their voting rights, and that no dividend will be paid thereon,

resolves to grant this authorisation for a period of 18 months, with effect from the date of this General Meeting,

resolves that this authorisation cancels and supersedes the unused part of the authorisation granted in the eleventh resolution adopted at the General Meeting held on 25 May 2021,

resolves that in the event of a public offering for the Company's securities, this authorisation will be suspended automatically during the offer period.

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this share buyback programme and, more specifically, to place any orders on the market, sign any agreements, including agreements relating to registers of share purchases and sales, draw up any documents, including in particular information documents, carry out all formalities and file all statements, including the allocation or reallocation of shares purchased on the basis of the various objectives, and, more generally, do whatever is necessary and appropriate.

### *Resolutions put to the Extraordinary General Meeting*

Thirteenth resolution — Grant of authorisation to the Board of Directors to reduce the Company's capital by cancelling shares purchased by the Company within the framework of a share buyback programme

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the thirteenth resolution,

resolves to authorise the Board of Directors, in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, to reduce the capital in one or several transactions, in the proportions and at the times decided by it, by cancelling all or part of the shares acquired within the framework of any authorised share buyback programme, within a limit of 10% of the capital per 24-month period,

resolves to grant this authorisation for a period of 18 months, with effect from the date of this General Meeting,

resolves that this authorisation invalidates the unused part of any previous authorisation for the same purpose,

and grants full powers to the Board of Directors, with the power to sub-delegate pursuant to applicable laws and regulations, in order to reduce the capital by cancelling shares, and in particular to set the final amount of the capital reduction, define the terms and conditions and record completion, charge the difference between the carrying amount of the cancelled shares and their par value to any available reserves or premium accounts, amend the Memorandum and Articles of Association accordingly, carry out all formalities and file all statements and, more generally, do whatever is necessary and appropriate.

Fourteenth resolution — Delegation of authority to the Board of Directors to decide to issue redeemable share subscription and/or purchase warrants ("BSAAR warrants") to employees and Chief Executive Officers of the Company and its subsidiaries, with the waiver of preferential subscription rights

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the fourteenth resolution,

in accordance with the provisions of Articles L. 228-91 et seq., Articles L. 225-129 et seq. and Article L. 225-138 of the French Commercial Code,

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, its authority to decide one or more issues, in the proportions and at the times it deems fit, of redeemable share subscription and/or purchase warrants ('BSAAR warrants'), to be subscribed for in cash or by the set-off of liquid and payable receivables,

resolves that the maximum nominal amount of the capital increases resulting from this delegation may not exceed 3.5% of the capital on the date on which the issue is decided, on the understanding that this amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect the rights of holders of securities giving access to capital, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment,

resolves to waive the shareholders' preferential subscription rights to the redeemable share subscription and/or purchase warrants to be issued pursuant to this delegation of authority, and to reserve this right for employees and Chief Executive Officers (namely on the date of filing of the 2021 Universal Registration Document, the Chairman and Chief Executive Officer) of the Company and of its French and foreign subsidiaries, tasks the Board of Directors with drawing up the list of those who are authorised to subscribe for said warrants along with the maximum number of warrants for which each person may subscribe,

resolves that the Board of Directors:

- will determine the total number of redeemable share subscription and/or purchase warrants to be issued, the issue procedures, the terms and conditions of the issue agreement and, more generally, all their characteristics including in particular the subscription price, which will be determined on the basis of the instrument's market value, the calculation of which will be confirmed by a report by an independent expert. The subscription price will be based on a number of parameters affecting the value of the warrants on their issue date, including in particular the warrant exercise price, the lock-in period and the exercise period, the threshold at which the redemption option may be triggered, the redemption period, the interest rate, the dividend policy, the price and the volatility of the Company share;
- will determine the BSAAR warrant exercise price, on the understanding that each warrant will entitle its holder to subscribe for (or, if the Company so decides, to purchase) one Company share at a predetermined price, which will correspond to 120% of the average closing price of the Company's shares over the 20 trading days prior to the date of the issue decision,

records that under this delegation, shareholders will be automatically deemed to have waived, in favour of the holders of the BSAAR warrants issued, their preferential subscription rights in respect of shares in the Company to which said holders may be entitled by exercising said warrants,

resolves to grant this delegation for a period of 18 months, with effect from the date of this General Meeting,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations,

resolves that in the event of a public offering for the Company's securities, this delegation will be suspended automatically during the offer period,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation, and in particular to:

- determine the minimum and maximum number of warrants available to each beneficiary,
- set the lock-in period for the warrants,
- determine the final number of warrants to be issued at the end of the subscription period,



- set the time periods during which the warrants will entitle their holders to purchase or subscribe for Company shares, and the percentages that can be purchased or subscribed for,
- determine the number of shares to be issued, their issue price and the date from which dividend and other rights will accrue,
- determine the process for exercising the redemption option and in particular the threshold at which it may be triggered, the redemption period and the redemption price,
- record, once or more than once, with the power to sub-delegate, completion of any capital increase that may result from the exercise of the warrants and amend the Memorandum and Articles of Association accordingly,
- unilaterally decide to allocate the cost of the capital increase against the amount of the relevant premiums and deduct the sums required to fund the statutory reserve from this amount, and
- make any adjustments necessary to take account of the impact of transactions involving the Company's capital, including in particular changes to the nominal value of shares, capitalisation of reserves, the award of bonus shares, or any other transaction involving the shareholders' equity or the capital, and determine the terms and procedures that may be introduced to protect the rights of warrant holders,
- amend the warrant issue agreement if it considers this necessary (subject to the consent of the warrant holders when necessary),
- and take such steps as are appropriate and enter into any agreements for the purpose of implementing this delegation, in particular to ensure the successful completion of the planned issues, record completion and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities relevant for the issue, listing and servicing of the securities issued under this delegation as well as the exercise of the rights attached thereto and request any and all permissions that prove necessary.

### Fifteenth resolution — Delegation of authority to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate or subsequent access to capital to members of company or group savings plans, with waiver of preferential subscription rights

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the fifteenth resolution,

in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 et seq. of the French Commercial Code and Article L. 3332-1 et seq. of the French Labour Code, delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, its authority to decide to issue shares and/or securities giving access to capital, immediately or in the future, to members of company or group savings plans established jointly by the Company and French or foreign related companies in accordance with the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code,

resolves to waive the preferential subscription rights granted to shareholders in respect of the securities to be issued under this delegation in favour of the beneficiaries defined above,

resolves that the issue price of new shares or securities giving access to capital will be determined in accordance with the provisions of Articles L. 3332-18 et seq. of the French Labour Code and may not be less than 70% of the average price of the Company's shares on Euronext Paris in the 20 trading days prior to the date of the Board of Directors' decision setting the date on which the subscription period opens (or 60% of the same average price when the lock-in period provided in

the plan pursuant to Articles L. 3332-19 and L. 3332-21 of the French Labour Code is ten years or more), said average being calculated at the Board of Directors' discretion, using either the first quoted prices, the closing prices or the volume-weighted average prices during the period.

and expressly authorises the Board of Directors to reduce or cancel the above-mentioned discount, within the limits of applicable laws and regulations, in particular in order to take into account, where applicable, the legal, accounting, fiscal and employment framework of the countries in which the beneficiaries reside,

resolves that the maximum nominal amount of the capital increases that may be carried out under this delegation may not exceed 1.5% of the Company's capital on the date on which the issue is decided,

- it being specified that this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to capital,
- it being further specified that this nominal amount will be applied against:
  - the aggregate cap of capital increases set by the sixteenth resolution of the General Meeting of 25 May 2021 or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,
  - the aggregate sub-cap of capital increases set by the eighteenth resolution of the General Meeting of 25 May 2021 or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,

resolves, pursuant to the provisions of Article L. 3332-21 of the French Labour Code, that the Board of Directors may decide to allot existing or future shares or other securities giving access to the Company's capital to the beneficiaries defined above, free of charge, by way of:

- the employer's contribution that may be paid under the rules governing company or group savings plans, and/or
- if applicable, the discount,

and also resolves that if the beneficiaries described above do not subscribe for the entire capital increase within the allotted time, the capital will only be increased by the amount of the shares subscribed for and the remaining shares may be reoffered to said beneficiaries within the framework of an increase to be carried out at a later date,

resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations,

resolves that in the event of a public offering for the Company's securities, this delegation will be suspended automatically during the offer period,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation, and in particular to:

- decide that subscriptions may be made directly or through employee mutual funds or other vehicles or entities allowed under applicable laws and regulations,
- establish the criteria applicable to companies, in order to allow their employees to benefit from the capital increases carried out under this delegation and draw up a list of said companies,
- determine the dates, terms and conditions and procedures for the issues carried out under this delegation, in particular the subscription price, fix the dates on which the subscription period

opens and closes, the dates on which dividend and other rights accrue, the arrangements for paying up shares in the Company and grant extra time for payment thereof,

- unilaterally decide to allocate the cost of the capital increase against the amount of the relevant premiums and deduct the sums required to fund the statutory reserve from this amount, and
- take such steps as are appropriate and enter into any agreements for the purpose of implementing this delegation, in particular to ensure the successful completion of the planned issues, record their completion in the amount of the shares subscribed for and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and servicing of the securities issued under this delegation as well as the exercise of the rights attached thereto and request any and all permissions that prove necessary for the carrying out and successful completion of these issues.

### Sixteenth resolution – Amendment of the provisions of Article 30 of the Memorandum and Articles of Association relating to the requirement to appoint alternate Statutory Auditors

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

resolves to amend Article 30 of the Memorandum and Articles of Association, which will read as follows:

*"The General Meeting appoints two principal Statutory Auditors and, where so required by legislation and regulation, two alternate Statutory Auditors to fulfil the duties required of Statutory Auditors by law and under these Memorandum and Articles of Association.*

*The Statutory Auditors shall be appointed for six financial years. They may be reappointed.*

*The principal Statutory Auditors shall be invited to the meeting at which the Board of Directors approves the financial statements for the previous financial year, and to all shareholders' meetings.*

*The principal Statutory Auditors are entitled to remuneration set in accordance with applicable regulations. "*

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to the applicable laws and regulations, to amend the Memorandum and Articles of Association and carry out all resulting steps and formalities.

### Seventeenth resolution – Powers to carry out formalities

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

grants full powers to holders of the original, copies or extracts of the minutes of this General Meeting to carry out all public notice, filing and other formalities required under applicable laws and regulations.

### *Steps to be taken to participate in the General Meeting*

Any shareholder may attend a General Meeting regardless of the number of shares they hold. Any shareholder may be represented at a General Meeting by any natural person or legal entity of their choice (Article L. 225-106 of the French Commercial Code).

In accordance with Article R. 225-85 of the French Commercial Code, entitlement to participate in the General Meeting is based on the registration of shares in the name of the shareholder or the intermediary registered as acting on the shareholder's behalf (as per Article L. 228-1 (7) of the

French Commercial Code) at midnight, Paris time, two business days prior to the General Meeting (namely 23 May 2022), either in the share ledger kept by the Company (or its agent) or in the register of bearer shares kept by the authorised intermediary.

The registration of shares in the register of bearer shares kept by the financial intermediaries is evidenced by an ownership certificate issued by the latter (or electronically, as applicable) in the manner provided for in Articles R. 225-85 and R. 225-61 of the French Commercial Code, accompanying:

- the postal voting form;
- the voting proxy form;
- the request for an admission card prepared in the shareholder's name or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to any shareholder wishing to attend the General Meeting in person who has not received his/her admission card by midnight, Paris time, two business days prior to the General Meeting (namely 23 May 2022).

## *How to participate in the General Meeting*

### Request an admission card by post

Shareholders wishing to attend the General Meeting in person may request an admission card by post.

#### **For registered shareholders**

Send your request for an admission card to BNP Paribas Securities Services, Service Assemblées Générales, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France, or go directly to the dedicated desk on the day of the General Meeting (don't forget to bring along identification).

#### **For bearer shareholders**

Ask the authorised intermediary who manages their securities account for an admission card.

### Request an admission card online

Shareholders wishing to attend the General Meeting in person may also ask for an admission card online as follows.

#### **For registered shareholders**

Your request must be done online using the secure Votaccess platform, accessible from the Planetshares website:

<https://planetshares.bnpparibas.com>

Holders of directly registered shares can log on to the Planetshares website using their usual access codes.

Holders of registered shares held in an administered account should log on to the Planetshares website using the ID found on the top right of their paper voting form. Any shareholder who doesn't have his/her ID and/or password can contact this dedicated number: +33 (0)1 57 43 02 30.

Once logged in, registered shareholders should follow the on-screen instructions to access the Votaccess website and request an admission card.

#### **For bearer shareholders**

Bearer shareholders must find out if their custodian has access to the Votaccess website and, if so, whether said access is subject to specific terms and conditions of use. If the shareholder's custodian has access to the Votaccess website, the shareholder should log on to their custodian's website using their usual login credentials. They should then click on the icon appearing on the line relating to their

Albioma shares and follow the on-screen instructions to access the Votaccess website and request an admission card.

## Voting or appointing a proxy by post

Shareholders who are not attending the General Meeting in person and who wish to vote by post or by granting a proxy to the Chair of the General Meeting or another person should proceed as follows, it being noted that where the proxy form does not name the proxyholder the Chair of the General Meeting will cast a vote in favour of the proposed resolutions tabled or recommended by the Board of Directors and a vote against all other proposed resolutions.

### **For registered shareholders**

Send the combined postal voting or proxy form, sent out with the meeting notice, to the following address: BNP Paribas Securities Services, Service Assemblées Générales, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France.

### **For bearer shareholders**

Ask for this combined postal voting or proxy form from the intermediary managing their shares as from the date on which the Meeting is called. The completed form should be returned to the custodian who will add an ownership certificate and forward it to BNP Paribas Securities Services, Service Assemblées Générales, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France.

To be accepted, postal voting forms must be received by the Company or the *Service Assemblées Générales* department at BNP Paribas Securities Services, at the latest three days prior to the Meeting (namely 21 May 2022).

## Voting or appointing a proxy online

Shareholders may also provide voting instructions via the Votaccess platform in the following manner.

### **For registered shareholders**

Holders of directly registered shares and holders of registered shares held in an administered account who wish to vote online can access the Votaccess platform from the Planetshares website:

<https://planetshares.bnpparibas.com>

Holders of directly registered shares can log on to the Planetshares website using their usual access codes.

Holders of registered shares held in an administered account should log on to the Planetshares website using the ID found on the top right of their paper voting form. Any shareholder who doesn't have his/her ID and/or password can contact this dedicated number: +33 (0)1 57 43 02 30.

Once logged in, registered shareholders should follow the on-screen instructions to access the Votaccess platform and vote.

### **For bearer shareholders**

Bearer shareholders must find out if their custodian has access to the Votaccess platform and, if so, whether said access is subject to specific terms and conditions of use.

If the shareholder's custodian has access to the Votaccess platform, the shareholder should log on to their custodian's website using their usual login credentials. They should then click on the icon appearing on the line relating to their shares and follow the on-screen instructions to access the Votaccess platform and vote or appoint or dismiss a proxy.

If the shareholder's custodian does not have access to the Votaccess platform, it should be noted that the notification of the appointment or dismissal of a proxy may nevertheless be carried out electronically in accordance with the provisions of Article R. 225-79 of the French Commercial Code, as follows:

- shareholders should email [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com). This email must include the following information: name of Company involved, date of the Meeting, surname, first name(s), address, bank references of the principal as well as the surname, first name(s) and, where possible, the address of the proxy;
- shareholders must ask the financial intermediary managing their securities account to send written confirmation to the *Service Assemblées Générales* department at BNP Paribas Securities Services, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France.

Only notifications of the appointment or dismissal of proxies may be sent to the aforementioned email address. No other request or notification pertaining to any other matter will be dealt with.

For online appointments or dismissals of proxies to be valid, confirmations must be received at the latest by 3 p.m., Paris time, on the eve of the General Meeting (namely 24 May 2022).

### *Opening and closing of the Votaccess platform*

The Votaccess platform will be open as from 6 May 2022 at the latest.

Online voting in advance of the General Meeting will close at 3 p.m., Paris time, on the eve of the meeting (namely 24 May 2022).

However, to avoid swamping the Votaccess platform, shareholders are asked not to wait for the eve of the General Meeting to vote.

### *Written questions and requests to add proposed resolutions from shareholders*

Requests from shareholders to add items or proposed resolutions to the agenda satisfying the terms of Article R. 225-71 of the French Commercial Code must be sent electronically to the following address: [info.ag@albioma.com](mailto:info.ag@albioma.com), at the latest twenty five calendar days prior to the General Meeting (i.e. 30 April 2022), in accordance with Article R. 225-73 of the French Commercial Code.

Requests must be accompanied by a certificate of registration either in registered share accounts managed by the Company or by bearer share accounts managed by the authorised intermediary.

Consideration of the resolution is subject to the transmission, by the persons making the request, of a further certificate evidencing the registration of the shares in the same accounts at midnight, Paris time, two business days prior to the General Meeting (namely 23 May 2022).

Any shareholder is entitled to send any written questions to the Chairman of the Board of Directors. Replies will be provided at the meeting.

Questions can be sent electronically to the following address: [info.ag@albioma.com](mailto:info.ag@albioma.com).

They must be sent at the latest four business days prior to the date of the General Meeting (namely 20 May 2022).

They must be accompanied by a certificate of registration either in registered share accounts managed by the Company or by bearer share accounts managed by the authorised intermediary.

### *Right of communication of shareholders*

All the documents and information provided for in Article R. 225-73-1 of the French Commercial Code will be available on the Company's website ([www.albioma.com](http://www.albioma.com)) at the latest twenty-one calendar days prior to the General Meeting (namely 4 May 2022).