

H2O INVEST

An open-ended investment company in the form of a simplified joint stock company (*société par actions simplifiée – SAS*) under French law with an initial share capital of €9,163,641.46
Registered office: 39 Avenue Pierre 1^{er} de Serbie – 75008 Paris, France
Paris Trade and Companies Register (RCS) No. 532 900 081

COMBINED GENERAL MEETING (ORDINARY AND EXTRAORDINARY) OF 30 OCTOBER 2025

AGENDA

Ordinary business

- Reading of the Chairman and Statutory Auditor's reports on the financial statements for the financial year ended 30 June 2025;
- Reading of the Statutory Auditor's special report on the agreements referred to in Article L. 227-10 of the French Commercial Code;
- Review and approval of the annual financial statements, discharge of the Chairman;
- Allocation of distributable income;

Extraordinary business

- Approval of amendments to the SICAV's articles of association in accordance with the order of 12 March 2025
- Powers for the completion of formalities.

PROPOSED RESOLUTIONS

ORDINARY BUSINESS

FIRST RESOLUTION

The General Meeting, addressing ordinary business, having heard the reports of the Chairman and the Statutory Auditor, approves the inventory and the annual financial statements, namely the balance sheet, off-balance sheet items, income statement and notes as at 30 June 2025, in the form in which they have been presented, as well as the transactions reflected in these financial statements and summarised in these reports.

The General Meeting, addressing ordinary business, reports that the net assets, which were €303,739,241 on 28 June 2024, split into:

- 1,006,901.1464 "I/C EUR" shares, 800 "H-I/C GBP" shares, 190.0361 "N/C EUR" shares, 952.0183 "H-I/C USD" shares, 2,450 "H-I/C CHF" shares, 103,868.5792 "R/C EUR" shares, 44.7868 "H-R/C CHF" shares and 890 "H-SI/C CHF" shares of the "H2O LARGO" Sub-fund, representing assets amounting to €127,648,987.12;
- 68,956.2504 "I/C EUR" shares and 342,927 "SI/C EUR" shares of the "H2O EUROSOVEREIGN" Sub-fund, representing assets amounting to €48,534,684.58;
- 3,162.9735 "I/C EUR" shares, 518.9084 "R/C EUR" shares and 86,000 "SI/C" shares of the "H2O EUROPEA" Sub-fund, representing assets amounting to €12,919,516.90.
- 429,085.2745 "I/C EUR" shares, 219.621 "SI/C EUR" shares and 1,328 "N/C EUR" shares of the "H2O EUROSOVEREIGN 3-5 YEARS" Sub-fund, representing assets amounting to €69,516,970.94.

- 6,050.2641 "N EUR" shares, 867.3321 "I EUR" shares, 82,712.6131 "R EUR" shares, and 361.1105 "SI-B" shares of the "H2O EUROAGGREGATE" Sub-fund, representing assets amounting to €45,119,082.30.

Stands at €101,393,453.07 on 30 June 2025, split into:

- 233,811.2310 "I/C EUR" shares, 800 "H-I/C GBP" shares, 538.9593 "N/C EUR" shares, 952.0183 "H-I/C USD" shares, 2,450 "H-I/C CHF" shares, 72,547.8093 "R/C EUR" shares, 44.7868 "H-R/C CHF" shares and 0 "H-SI/C CHF" shares of the "H2O LARGO" Sub-fund, representing assets amounting to €37,317,472.30;
- 19,573,655.68 "I/C EUR" shares and 0 "SI/C EUR" shares of the "H2O EUROSOVEREIGN" Sub-fund, representing assets amounting to €19,573,655.68;
- 3,162.9735 "I/C EUR" shares, 448.1799 "R/C EUR" shares and 86,000 "SI/C" shares of the "H2O EUROPEA" Sub-fund, representing assets amounting to €1,001,947.59.
- 140,708.3288 "I/C EUR" shares, 122,361 "SI/C EUR" shares and 2,485.4451 "N/C EUR" shares of the "H2O EUROSOVEREIGN 3-5 YEARS" Sub-fund, representing assets amounting to €30,352,836.34.
- 5,447.0931 "N EUR" shares, 6,742.3616 "I EUR" shares, 72,042.6413 "R EUR" shares, and 0.0004 "SI-B" shares of the "H2O EUROAGGREGATE" Sub-fund, representing assets amounting to €13,147,541.16.

Consequently, it grants full and unconditional discharge to the Chairman for their management for this financial year.

SECOND RESOLUTION

The General Meeting, addressing ordinary business, having heard the Statutory Auditor's special report on the agreements referred to in Article L. 227-10 of the French Commercial Code and giving its decision on this report, approves its findings.

THIRD RESOLUTION

The General Meeting, addressing ordinary business, noting that the distributable income relating to profit for the financial year ended on 30 June 2025 totals €1,017,697.47 for the "H2O LARGO" Sub-fund, hereby resolves, in accordance with the statutory provisions, to make the following distributions and allocations:

"H-I/C GBP" shares

The amount to be allocated in respect of the proportion relating to income is €3,495.03.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account, in accordance with the statutory provisions.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"I/C EUR" shares

The amount to be allocated in respect of the proportion relating to income is €789,784.68.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"N/C EUR" shares

The amount to be allocated in respect of the proportion relating to income is €1,791.07.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"H-I/C USD" shares

The amount to be allocated in respect of the proportion relating to income is €3,352.99.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"H-I/C CHF" shares

The amount to be allocated in respect of the proportion relating to income is €8,591.17.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to profit was accumulated in full during the previous financial years.

"R/C (EUR)" shares:

The amount to be allocated in respect of the proportion relating to distributable income is €210,549.24.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"H-R/C CHF" shares:

The amount to be allocated in respect of the proportion relating to distributable income is €133.29.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"H-SI/C CHF" shares:

No amount has been allocated in respect of the proportion relating to income.

The General Meeting, addressing ordinary business, declares that no amount will be allocated to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

FOURTH RESOLUTION

The General Meeting, addressing ordinary business, noting that the distributable income relating to profit for the financial year ended 30 June 2025 totals €354,776.79 for the "H₂O EUROSovereign" Sub-fund, hereby resolves, in accordance with the statutory provisions, to make the following distributions and allocations:

"I/C EUR" shares:

The amount to be allocated in respect of the proportion relating to income is €354,776.79.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"SI/C EUR" shares

No amount has been allocated in respect of the proportion relating to income.

The General Meeting, addressing ordinary business, declares that no amount will be allocated to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

FIFTH RESOLUTION

The General Meeting, addressing ordinary business, noting that the distributable income relating to profit for the financial year ended 30 June 2025 totals €664,732.03 for the "H₂O EUROSovereign 3-5 YEARS" Sub-fund, hereby resolves, in accordance with the statutory provisions, to make the following distributions and allocations:

"I/C EUR" shares

The amount to be allocated in respect of the proportion relating to income is €343,775.19.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"SI/C EUR" shares

The amount to be allocated in respect of the proportion relating to income is €315,187.39.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"N/C EUR" shares

The amount to be allocated in respect of the proportion relating to income is €5,769.45.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

SIXTH RESOLUTION

The General Meeting, addressing ordinary business, noting that the distributable income relating to profit for the financial year ended 30 June 2025 totals €168,303.72 for the "H₂O EUROAGGREGATE" Sub-fund, hereby resolves, in accordance with the statutory provisions, to make the following distributions and allocations:

"N EUR" shares

The amount to be allocated in respect of the proportion relating to income is €11,992.39.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"I EUR" shares

The amount to be allocated in respect of the proportion relating to income is €16,600.60.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"R EUR" shares

The amount to be allocated in respect of the proportion relating to income is €139,709.56.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"SI-B EUR" shares

The amount to be allocated in respect of the proportion relating to income is €1.17.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

SEVENTH RESOLUTION

The General Meeting, addressing ordinary business, noting that the distributable income relating to profit for the financial year ended on 30 June 2025 totals (-)€98,604.68 for the "H₂O EUROPEA" Sub-fund, hereby resolves, in accordance with the statutory provisions, to make the following distributions and allocations:

"I/C EUR" shares

The amount to be allocated in respect of the proportion relating to income is (-)€4,384.21.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"R/C EUR" shares

The amount to be allocated in respect of the proportion relating to income is (-)€1,138.39.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to profit was accumulated in full during the previous financial years.

"SI/C EUR" shares

The amount to be allocated in respect of the proportion relating to income is (-)€93,082.08.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

EIGHTH RESOLUTION

The General Meeting, addressing ordinary business, noting that the amount to be allocated in respect of the proportion relating to net gains and losses totals €568,962.30 for the "H₂O LARGO" Sub-fund, hereby resolves, in accordance with statutory provisions, to make the following distributions and allocations:

"H-I/C GBP" shares

The amount to be allocated in respect of the proportion relating to net gains and losses is €4,530.95.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"I/C EUR" shares

The amount to be allocated in respect of the proportion relating to net gains and losses is €433,815.97.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"N/C EUR" shares

The amount to be allocated in respect of the proportion relating to net gains and losses is €978.36.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"H-I/C USD" shares

The amount to be allocated in respect of the proportion relating to net gains and losses is (-)
)€2,759.22.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"H-I/C CHF" shares

The amount to be allocated in respect of the proportion relating to net gains and losses is €5,261.32.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"R/C EUR" shares:

The amount to be allocated in respect of the proportion relating to net gains and losses is €127,041.20.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"H-R/C CHF" shares:

The amount to be allocated in respect of the proportion relating to net gains and losses is €93.72.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"H-SI/C CHF" shares:

No amount has been allocated in respect of the proportion relating to net gains and losses.

The General Meeting, addressing ordinary business, declares that no amount will be allocated to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

NINTH RESOLUTION

The General Meeting, addressing ordinary business, noting that the amount to be allocated in respect of the proportion relating to net gains and losses totals €676,958.37 for the "H2O EUROSovereign" Sub-fund, hereby resolves, in accordance with statutory provisions, to make the following distributions and allocations:

"I/C EUR" shares

The amount to be allocated in respect of the proportion relating to net losses is €676,958.37.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"SI/C EUR" shares

No amount has been allocated in respect of the proportion relating to net gains and losses.

The General Meeting, addressing ordinary business, declares that no amount will be allocated to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

TENTH RESOLUTION

The General Meeting, addressing ordinary business, noting that the amount to be allocated in respect of the proportion relating to net gains and losses totals €1,446,033.16 for the "H2O EUROSovereign 3-5 YEARS" Sub-fund, hereby resolves, in accordance with statutory provisions, to make the following distributions and allocations:

"I/C EUR" shares

The amount to be allocated in respect of the proportion relating to net gains and losses is €763,312.10.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"SI/C EUR" shares

The amount to be allocated in respect of the proportion relating to net gains and losses is €669,298.40.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"N/C EUR" shares

The amount to be allocated in respect of the proportion relating to net gains and losses is €13,422.66.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

ELEVENTH RESOLUTION

The General Meeting, addressing ordinary business, noting that the amount to be allocated in respect of the proportion relating to net gains and losses showed a balance of €982,334.66, for the "H2O EUROAGGREGATE" Sub-fund, hereby resolves, in accordance with the statutory provisions to make the following distributions and allocations:

"N EUR" shares

The amount to be allocated in respect of the proportion relating to net gains and losses showed a balance of €52,513.61.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"I EUR" shares

The amount to be allocated in respect of the proportion relating to net gains and losses showed a balance of €64,202.51.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"R EUR" shares

The amount to be allocated in respect of the proportion relating to net gains and losses showed a balance of €865,615.69.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"SI-B EUR" shares

The amount to be allocated in respect of the proportion relating to net gains and losses showed a balance of €2.85.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

TWELFTH RESOLUTION

The General Meeting, addressing ordinary business, noting that the amount to be allocated in respect of the proportion relating to net gains and losses totals €1,596,141.52 for the "H₂O EUROPEA" Sub-fund, hereby resolves, in accordance with statutory provisions, to make the following distributions and allocations:

"I/C EUR" shares

The amount to be allocated in respect of the proportion relating to net gains and losses is €57,693.12.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"R/C EUR" shares

The amount to be allocated in respect of the proportion relating to net gains and losses is €7,671.63.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

"SI/C EUR" shares

The amount to be allocated in respect of the proportion relating to net gains and losses is €1,530,776.77.

The General Meeting, addressing ordinary business, resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

EXTRAORDINARY BUSINESS

THIRTEENTH RESOLUTION

The General Meeting, addressing extraordinary business, after having reviewed the draft articles of association amended by the SICAV in accordance with order of 12 March 2025, approves the draft articles of association.

FOURTEENTH RESOLUTION

The General Meeting grants all powers to the bearer of a copy or excerpt of these resolutions to carry out any and all filing formalities and publications required by law.

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

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form

H2O INVEST

An open-ended investment company in the form of a simplified joint stock company (société par actions simplifiée – SAS) under French law with initial share capital of €9,163,641.46
 Registered office:
 39 Avenue Pierre 1^{er} de Serbie, 75008 Paris, France
 Paris Trade and Companies Register (RCS) No. 532 900 081

Combined General Meeting
 On 30 October 2025 at 10:00 a.m., postponed until the Extraordinary General Meeting on 14 November 2025 at 10:00 a.m. in the absence of a quorum

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

Identifiant - Account
 Nombre d'actions / Number of shares
 Nominatif Registered / Porteur Bearer
 Vote simple / Single vote
 Vote double / Double vote
 Nombre de voix - Number of voting rights

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

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

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

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

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

JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

	1	2	3	4	5	6	7	8	9	10		A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
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ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

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

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting

- Je m'abstiens. / I abstain from voting

- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom

I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf.....

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than:

sur 1^{ère} convocation / on 1st notification sur 2^{ème} convocation / on 2nd notification

à la banque / to the bank 24/10/2025 07/11/2025

à la société / to the company

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale »
 'If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting'

CONDITIONS D'UTILISATION DU FORMULAIRE

<p>(1) GENERALITES : Il s'agit d'un formulaire unique prévu par l'article R. 225-76 du Code de Commerce. QUELLE QUE SOIT L'OPTION CHOISIE :</p> <p>Le signataire est prié d'inscrire très exactement, dans la zone réservée à cet effet, ses nom (en majuscules), prénom usuel et adresse (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire).</p> <p>Pour les personnes morales, le signataire doit renseigner ses nom, prénom et qualité.</p> <p>Si le signataire n'est pas l'actionnaire (exemple : Administrateur légal, Tuteur, etc.) il doit mentionner ses nom, prénom et la qualité en laquelle il signe le formulaire de vote.</p> <p>Le formulaire adressé pour une assemblée vaut pour les assemblées successives convoquées avec le même ordre du jour (article R. 225-77 alinéa 3 du Code de Commerce).</p> <p>Le texte des résolutions figure dans le dossier de convocation joint au présent formulaire (article R. 225-81 du Code de Commerce). Ne pas utiliser à la fois « Je vote par correspondance » et « Jedonne pouvoir » (article R. 225-81 paragraphe8 du Code de Commerce). Un guide méthodologique de traitement des assemblées générales, incluant une grille de lecture de ce formulaire de vote par correspondance est disponible sur le site de l'AFTI : www.afti.asso.fr</p> <p>La version française de ce document fait foi.</p>	<p>(3) POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE <u>Article L. 225-106 du Code de Commerce (extrait) :</u></p> <p>"Pour toute procuration d'un actionnaire sans indication de mandataire, le président de l'assemblée générale émet un vote favorable à l'adoption de projets de résolutions présentés ou agréés par le conseil d'administration ou le directoire, selon le cas, et un vote défavorable à l'adoption de tous les autres projets de résolution. Pour émettre tout autre vote, l'actionnaire doit faire choix d'un mandataire qui accepte de voter dans le sens indiqué par le mandant."</p>	<p>Cette information porte notamment sur le fait que le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit :</p> <p>1° Contrôlé, au sens de l'article L. 233-3, la société dont l'assemblée est appelée à se réunir ;</p> <p>2° Est membre de l'organe de gestion, d'administration ou de surveillance de cette société ou d'une personne qui la contrôle au sens de l'article L. 233-3 ;</p> <p>3° Est employé par cette société ou par une personne qui la contrôle au sens de l'article L. 233-3 ;</p> <p>4° Est contrôlé ou exerce l'une des fonctions mentionnées au 2° ou au 3° dans une personne ou une entité contrôlée par une personne qui contrôle la société, au sens de l'article L. 233-3.</p>
<p>(2) VOTE PAR CORRESPONDANCE <u>Article L. 225-107 du Code de Commerce (extrait) :</u></p> <p>"Tout actionnaire peut voter par correspondance, au moyen d'un formulaire dont les mentions sont fixées par décret en Conseil d'Etat. Les dispositions contraires des statuts sont réputées non écrites.</p> <p>Pour le calcul du quorum, il n'est tenu compte que des formulaires qui ont été reçus par la société avant la réunion de l'assemblée, dans les conditions de délais fixées par décret en Conseil d'Etat. Les formulaires ne donnant aucun sens de vote ou exprimant une abstention ne sont pas considérés comme des votes exprimés".</p> <p>La majorité requise pour l'adoption des décisions est déterminée en fonction des voix exprimées par les actionnaires présents ou représentés. Les voix exprimées ne comprennent pas celles attachées aux actions pour lesquelles l'actionnaire n'a pas pris part au vote, s'est abstenu ou a voté blanc ou nul. (articles L. 225-96 et L. 225-98 du Code de Commerce et, s'agissant des sociétés ayant adopté le statut de la société européenne, articles 57 et 58 du Règlement du Conseil (CE) N°2157/2001 relatif au statut de la société européenne).</p> <p>Si vous votez par correspondance : vous devez obligatoirement noircir la case "Je vote par correspondance" au recto.</p> <p>1 - Il vous est demandé pour chaque résolution en noircissant individuellement les cases correspondantes :</p> <ul style="list-style-type: none"> - soit de voter "Oui" (vote exprimé par défaut pour les projets de résolutions présentés ou agréés, en l'absence d'un autre choix); - soit de voter "Non"; - soit de voter "Absténir" en noircissant individuellement les cases correspondantes. <p>2 - Pour le cas où des amendements aux résolutions présentées ou des résolutions nouvelles seraient déposées lors de l'assemblée, il vous est demandé d'opter entre vote contre (vote exprimé par défaut en l'absence d'un autre choix), pouvoir au président de l'assemblée générale, abstention ou pouvoir à personne dénommée en noircissant à votre choix.</p>	<p>(4) POUVOIR À UNE PERSONNE DÉNOMMÉE (PERSONNE PHYSIQUE OU MORALE) <u>Article L. 225-106 du Code de Commerce (extrait) :</u></p> <p>"I - Un actionnaire peut se faire représenter par un autre actionnaire, par son conjoint ou par le partenaire avec lequel il a conclu un pacte civil de solidarité.</p> <p>II - Le mandat ainsi que, le cas échéant, sa révocation sont écrits et communiqués à la société. Les conditions d'application du présent alinéa sont précisées par décret en Conseil d'Etat.</p> <p>III - Avant chaque réunion de l'assemblée générale des actionnaires, le président du conseil d'administration ou le directoire, selon le cas, peut organiser la consultation des actionnaires mentionnés à l'article L. 225-102 afin de leur permettre de désigner un ou plusieurs mandataires pour les représenter à l'assemblée générale conformément aux dispositions du présent article.</p> <p>Cette consultation est obligatoire lorsque, les statuts ayant été modifiés en application de l'article L. 225-23 ou de l'article L. 225-71, l'assemblée générale ordinaire doit nommer au conseil d'administration ou au conseil de surveillance, selon le cas, un ou des salariés actionnaires ou membres des conseils de surveillance des fonds communs de placement d'entreprise détenant des actions de la société.</p> <p>Cette consultation est également obligatoire lorsque l'assemblée générale extraordinaire doit se prononcer sur une modification des statuts en application de l'article L. 225-23 ou de l'article L. 225-71.</p> <p>Les clauses contraires aux dispositions des alinéas précédents sont réputées non écrites."</p> <p><u>Article L. 22-10-39 du Code de Commerce :</u></p> <p>"Outre les personnes mentionnées au I de l'article L. 225-106, un actionnaire peut se faire représenter par toute autre personne physique ou morale de son choix lorsque les actions de la société sont admises aux négociations sur un marché réglementé ou sur un système multilatéral de négociation soumis aux dispositions du II de l'article L. 433-3 du code monétaire et financier dans les conditions prévues par le règlement général de l'Autorité des marchés financiers, figurant sur une liste arrêtée par l'autorité dans des conditions fixées par son règlement général, à condition dans cette seconde hypothèse, que les statuts le prévoient.</p> <p>Les clauses contraires aux dispositions du précédent alinéa sont réputées non écrites."</p> <p><u>Article L. 22-10-40 du Code de Commerce :</u></p> <p>"Lorsque, dans les cas prévus au premier alinéa du I de l'article L. 22-10-39, l'actionnaire se fait représenter par une personne autre que son conjoint ou le partenaire avec lequel il a conclu un pacte civil de solidarité, il est informé par son mandataire de tout fait lui permettant de mesurer le risque que ce dernier poursuive un intérêt autre que le sien.</p>	<p>Cette information est également délivrée lorsqu'il existe un lien familial entre le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit, et une personne physique placée dans l'une des situations énumérées aux 1° à 4°.</p> <p>Lorsqu'en cours de mandat, survient l'un des faits mentionnés aux alinéas précédents, le mandataire en informe sans délai son mandant. A défaut par ce dernier de confirmation expresse du mandat, celui-ci est caduc.</p> <p>La caducité du mandat est notifiée sans délai par le mandataire à la société.</p> <p>Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."</p> <p><u>Article L. 22-10-41 du Code de commerce :</u></p> <p>"Toute personne qui procède à une sollicitation active de mandats, en proposant directement ou indirectement à un ou plusieurs actionnaires, sous quelque forme et par quelque moyen que ce soit, de recevoir procuration pour les représenter à l'assemblée d'une société mentionnée au premier alinéa de l'article L. 22-10-39, rend publique sa politique de vote.</p> <p>Elle peut également rendre publiques ses intentions de vote sur les projets de résolution présentés à l'assemblée. Elle exerce alors, pour toute procuration reçue sans instructions de vote, un vote conforme aux intentions de vote ainsi rendues publiques.</p> <p>Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."</p> <p><u>Article L. 22-10-42 du Code de commerce :</u></p> <p>"Le tribunal de commerce dans le ressort duquel la société a son siège social peut, à la demande du mandant et pour une durée qui ne saurait excéder trois ans, priver le mandataire du droit de participer en cette qualité à toute assemblée de la société concernée en cas de non-respect de l'obligation d'information prévue aux troisième à septième alinéas de l'article L. 22-10-40 ou des dispositions de l'article L. 22-10-41. Le tribunal peut décider la publication de cette décision aux frais du mandataire. Le tribunal peut prononcer les mêmes sanctions à l'égard du mandataire sur demande de la société en cas de non-respect des dispositions de l'article L. 22-10-41."</p>
<p>Les informations à caractère personnel recueillies dans le cadre du présent document sont nécessaires à l'exécution de vos instructions de vote. Vous disposez d'un certain nombre de droits concernant vos données (accès, rectification, etc.). Ces droits peuvent être exercés auprès de votre teneur de compte aux coordonnées indiquées par ce dernier.</p>		

FORM TERMS AND CONDITIONS

<p>(1) GENERAL INFORMATION: This is the sole form pursuant to article R. 225-76 du Code de Commerce WHICHEVER OPTION IS USED:</p> <p>The signatory should write his/her exact name and address in capital letters in the space provided e.g. a legal guardian: (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form).</p> <p>If the signatory is a legal entity, the signatory should indicate his/her full name and the capacity in which he is entitled to sign on the legal entity's behalf.</p> <p>If the signatory is not the shareholder (e.g. a legal guardian), please specify your full name and the capacity in which you are signing the proxy.</p> <p>The form sent for one meeting will be valid for all meetings subsequently convened with the same agenda (art. R. 225-77 alinéa 3 du Code de Commerce).</p> <p>The text of the resolutions is in the notification of the meeting which is sent with this proxy (article R. 225-81 du Code de Commerce). Please do not use both "I vote by post" and "I hereby appoint" (article R. 225-81 du Code de Commerce).</p> <p>A guide relating to the general meetings processing, including an interpretation grid of this proxy form, is available on the AFTI website at: www.afti.asso.fr</p> <p>The French version of this document governs; The English translation is for convenience only.</p>	<p>(3) PROXY TO THE CHAIRMAN OF THE GENERAL MEETING <u>Article L. 225-106 du Code de Commerce (extrait) :</u></p> <p>"In case of any power of representation given by a shareholder without naming a proxy, the chairman of the general meeting shall issue a vote in favor of adopting a draft resolutions submitted or approved by the Board of Directors or the Management Board, as the case may be, and a vote against adopting any other draft resolutions. To issue any other vote, the shareholder must appoint a proxy who agrees to vote in the manner indicated by his principal."</p>	<p>This information relates in particular to the event that the proxy or, as the case may be, the person on behalf of whom it acts:</p> <p>1° Controls, within the meaning of article L. 233-3, the company whose general meeting has to meet;</p> <p>2° Is member of the management board, administration or supervisory board of the company or a person which controls it within the meaning of the article L. 233-3;</p> <p>3° Is employed by the company or a person which controls it within the meaning of article L. 233-3;</p> <p>4° Is controlled or carries out one of the functions mentioned with the 2° or the 3° in a person or an entity controlled by a person who controls the company, within the meaning of the article L. 233-3.</p>
<p>(2) POSTAL VOTING FORM <u>Article L. 225-107 du Code de Commerce (extrait) :</u></p> <p>"Any shareholder may vote by post, using a form the wording of which shall be fixed by a decree approved by the Conseil d'Etat. Any provisions to the contrary contained in the memorandum and articles of association shall be deemed non-existent.</p> <p>When calculating the quorum, only forms received by the company before the meeting shall be taken into account, on conditions to be laid down by a decree approved by the Conseil d'Etat. The forms giving no voting direction or indicating abstention shall not be considered as votes cast."</p> <p>The majority required for the adoption of the general meeting's decisions shall be determined on the basis of the votes cast by the shareholders present or represented. The votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or spoilt ballot paper (articles L. 225-96 and L. 225-98 du Code de Commerce and, for the companies which have adopted the statute of European company, articles 57 and 58 of the Council Regulation (EC) n°2157/2001 on the statute for a European company).</p> <p>If you wish to use the postal voting form, you have to shade the box on the front of the document: "I vote by post".</p> <p>1 - In such event, please comply for each resolution the following instructions by shading boxes of your choice:</p> <ul style="list-style-type: none"> - either vote "Yes" (in absence of choice, vote expressed by default for the approved draft resolutions), - or vote "No", - or vote "Abstention" by shading boxes of your choice. <p>2 - In case of amendments or new resolutions during the general meeting, you are requested to choose between vote "No" (vote expressed by default in absence of choice), proxy to the chairman of the general meeting, "Abstention" or proxy to a mentioned person individual or legal entity by shading the appropriate box.</p>	<p>(4) PROXY TO A MENTIONED PERSON (INDIVIDUAL OR LEGAL ENTITY) <u>Article L. 225-106 du Code de Commerce (extrait) :</u></p> <p>"I - A shareholder may be represented by another shareholder, by his or her spouse, or by his or her partner who he or she has entered into a civil union with.</p> <p>II - The proxy as well as its dismissal, as the case may be, must be written and made known to the company. A Conseil d'Etat decree specifies the implementation of the present paragraph.</p> <p>III - Before every general meeting, the chairman of the board of directors or the management board, as the case may be, may organise a consultation with the shareholders mentioned in article L. 225-102 to enable them to appoint one or more proxies to represent them at the meeting in accordance with the provisions of this Article.</p> <p>Such a consultation shall be obligatory where, following the amendment of the memorandum and articles of association pursuant to article L. 225-23 or article L. 225-71, the ordinary general meeting is required to appoint to the board of directors or the supervisory board, as the case may be, one or more shareholder employees or members of the supervisory board of the company investment funds that holds company's shares. Such a consultation shall also be obligatory where a special shareholders' meeting is required to take a decision on an amendment to the memorandum and articles of association pursuant to article L. 225-23 or article L. 225-71.</p> <p>Any clauses that conflict with the provisions of the preceding sub-paragraphs shall be deemed non-existent."</p> <p><u>Article L. 22-10-39 du Code de commerce :</u></p> <p>"In addition to the persons mentioned in I of article L. 225-106, a shareholder may be represented by any other natural or legal person of his choice where the shares of the company are admitted to trading on a regulated market or on a multilateral trading facility subject to the provisions of Article L. 433-3 of the French Monetary and Financial Code under the conditions provided for in the General Regulations of the Autorité des marchés financiers, appearing on a list drawn up by the latter under conditions laid down in its General Regulations, provided that in this second case, as provided for in the articles of association.</p> <p>Clauses contrary to the provisions of the preceding paragraph shall be deemed unwritten."</p> <p><u>Article L. 22-10-40 du Code de commerce :</u></p> <p>"When, in the events envisaged by the first paragraph of the article L. 22-10-39, the shareholder is represented by a person other than his or her spouse or his or her partner who he or she has entered into a civil union with, he or she is informed by the proxy of any event enabling him or her to measure the risk that the latter pursue an interest other than his or hers.</p>	<p>This information is also delivered when a family tie exists between the proxy or, as the case may be, the person on behalf of whom it acts, and a natural person placed in one of the situations enumerated from 1° to 4° above.</p> <p>When during the proxy, one of the events mentioned in the preceding subparagraphs occurs, the proxy informs without delay his constituent. Failing by the latter to confirm explicitly the proxy, this one is null and void.</p> <p>The termination of the proxy is notified without delay by the proxy to the company.</p> <p>The conditions of application of this article are determined by a Conseil d'Etat decree."</p> <p><u>Article L. 22-10-41 du Code de commerce :</u></p> <p>"Any person who proceeds to an active request of proxy, while proposing directly or indirectly to one or more shareholders, under any form and by any means, to receive proxy to represent them at the general meeting of a company mentioned in the first paragraph of the article L. 22-10-39, shall release its voting policy.</p> <p>It can also release its voting intentions on the draft resolutions submitted to the general meeting. It exercises then, for a proxy received without voting instructions, a vote in conformity with the released voting intentions.</p> <p>The conditions of application of this article are determined by a Conseil d'Etat decree."</p> <p><u>Article L. 22-10-42 du Code de commerce :</u></p> <p>"The commercial court of which the company's head office falls under can, at the request of the constituent and for a duration which cannot exceed three years, deprive the proxy of the right to take part in this capacity to any general meeting of the relevant company in the event of non-compliance with mandatory information envisaged from the third to seventh paragraphs of article L. 22-10-40 or with the provisions of article L. 22-10-41. The court can decide the publication of this decision at the expenses of the proxy.</p> <p>The court can impose the same sanctions towards the proxy on request of the company in the event of non-compliance of the provisions of the article L. 22-10-41."</p>
<p>Personal data included in this form are necessary for the execution of your voting instructions. You have certain minimum rights regarding your data (access, correction...). These rights may be exercised using the contact details provided by your custodian.</p>		