

Notice of meeting **2023**

COMBINED GENERAL MEETING

JUNE 7, 2023 AT 3:00 P.M.

Domaine de Saint-Paul – 102, route de Limours –
78430 Saint-Rémy-lès-Chevreuse



GTT

Technology for a sustainable world

CONTENTS

| | | |
|----------|---|-----------|
| 1 | PRACTICAL DETAILS: HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING? | 3 |
| 2 | OVERVIEW OF THE SITUATION AND ACTIVITY IN FISCAL YEAR 2022 | 7 |
| 3 | GOVERNANCE OF GTT | 14 |
| 4 | GENERAL MEETING | 18 |
| 5 | REQUEST FOR ADDITIONAL DOCUMENTS | 47 |

€307m

IN CONSOLIDATED
REVENUES IN 2022

274

ORDERS⁽¹⁾
AT DECEMBER 31, 2022

614

EMPLOYEES AT
END-DECEMBER 2022

(1) Excluding LNG as fuel.

1

PRACTICAL DETAILS: HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING?



WARNING

Shareholders are invited to regularly consult the section dedicated to the Shareholders' Meeting on the Company's website (<https://www.gtt.fr>).

PREREQUISITES FOR PARTICIPATING IN THE MEETING

The Shareholders' Meeting is composed of all shareholders, regardless of the number of shares they own.

Shareholders wishing to take part in the Shareholders' Meeting must prove ownership of their shares by midnight Paris time on the second working day prior to the meeting (i.e. June 5, 2023)

by having them registered in their name in accordance with the conditions set out in article R. 22-10-28 of the French Commercial Code.

METHODS OF PARTICIPATION IN THE MEETING

Shareholders may choose one of the following methods to exercise their voting rights at the Shareholders' Meeting:

- attend the Shareholders' Meeting;
- give power of attorney to the Chairman of the Shareholders' Meeting;
- be represented by any person of their choice under the conditions provided for in Articles L. 225-106 and L. 22-10-39 of the French Commercial Code;
- vote by mail or by internet, on the secure Votaccess platform.

Each shareholder has the possibility, prior to the Shareholders' Meeting, to request an admission card, to transmit his or her voting instructions, or to appoint or revoke a proxy under the conditions set out below. It is specified that these formalities may be carried out by internet on the secure voting platform Votaccess, under the conditions described below.

In the event of a power of attorney given to the Chairman of the meeting or without indication of a proxy, the Chairman of the meeting shall vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions.

In accordance with Article R. 22-10-28 III of the French Commercial Code, shareholders who have already voted by mail, sent a proxy or requested an admission card to the Shareholders' Meeting may not choose another method of participation.

1

Attend the Shareholders' Meeting in person

Shareholders may request an admission card by mail or by internet, under the following conditions. The secure Votaccess platform will be open from May 17, 2023 until June 6, 2023 at 3.00 p.m., Paris time.

- **If you are a registered shareholder (pure or administered):**
 - Requesting an admission card by post: you must request an admission card from the centralizing institution: Uptevia by sending the single postal voting form attached to the notice of meeting, using the T envelope enclosed with the notice of meeting, or by ordinary mail, to Uptevia (Assemblées Générales, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex);
 - Requesting an admission card by internet: you must make your request online on the secure Votaccess platform accessible via the Planetshare website whose address is <https://planetshares.uptevia.pro.fr>. Holders of pure registered shares must connect to the Planetshares site with their usual access codes. Administered registered shareholders must connect to the Planetshares website using the login number located on the top right-hand corner of their paper voting form. If the shareholder is no longer in possession of their login and/or password, they may contact the freephone number +33 (0) 800 85 85 85. After logging in, the registered shareholder must follow the instructions on the screen to access Votaccess and request an admission card.

- **If you are a bearer shareholder:**

- **Requesting an admission card by post:** you must ask your authorised intermediary for a certificate of participation. Your authorised intermediary will then send it to the centralising institution: Uptevia (Assemblées Générales, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex), which will send you an admission card;
- **Request for admission card by internet:** if you are a bearer shareholder, you must identify yourself on the Internet portal of your account holder with your usual access codes. You must then click on the icon that appears on the line corresponding to your GTT shares to access the Votaccess site and follow the procedure indicated on the screen. Only bearer shareholders whose account holder has joined the Votaccess site will be able to request an admission card via the internet. The admission card will be available according to the procedure indicated on the screen. If you have not chosen to receive it by mail, you must print it out and present it at the reception desk.

You will present yourself on June 7, 2023 at the venue of the Shareholders' Meeting with your admission card. However:

- **If you are a registered shareholder,** in the event that your admission card does not reach you in time, you may nevertheless participate in the Shareholders' Meeting upon proof of your identity.
- **If you are a bearer shareholder** and have not received your admission card by the second business day preceding the Shareholders' Meeting, you may participate in the Shareholders' Meeting by first asking your authorised intermediary to issue you with a certificate of participation and by attending the Shareholders' Meeting with proof of identity. Please note that the certificate of participation is an exceptional means of participation by a shareholder and should not be confused with one of the possibilities of participating in a Meeting. This document is limited to cases of loss or non-receipt of the admission card. The shareholder is not exempt from the obligation to return the duly completed certificate of participation. Thus, only certificates of participation drawn up in accordance with the rules defined by the French Commercial Code and issued by midnight on the second business day preceding the Meeting will be accepted on the day of the Meeting.

2 Vote or give proxy by mail

Shareholders who do not attend the Shareholders' Meeting in person and who wish to vote by mail or be represented by proxy by giving a power of attorney to the Chairman of the Shareholders' Meeting may proceed with the formalities as described below.

- **If you are a registered shareholder (pure or administered):** a single form for voting by mail or by proxy will be sent to you directly. This form should be returned to the following address: Uptevia, Assemblées Générales, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin, France Cedex.
- **If you are a bearer shareholder:** you may request the single postal voting form or proxy form from the intermediary who manages your securities as from the date of the notice of meeting and no later than six days before the date of the Shareholders' Meeting, i.e. June 1, 2023. The said single form must be returned together with a certificate of participation issued

by the financial intermediary and sent to: Uptevia, Assemblées Générales, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin, France Cedex.

In order to be taken into account, postal voting forms and proxy forms for the Chairman of the Meeting sent by post must be received by the issuer or the Shareholders' Meetings Department of Uptevia no later than three days before the Shareholders' Meeting, i.e. June 3, 2023. Revocations of proxies given to the Chairman of the Meeting, sent by paper, must be received within the same timeframe.

Likewise, the designations or revocations of mandates given to a third party and expressed by mail must be received no later than three days before the date of the Shareholders' Meeting.

3 Voting or giving proxy by electronic means

Shareholders also have the possibility to send their voting instructions and appoint or revoke a proxy by internet before the Shareholders' Meeting, on Votaccess, under the conditions described below.

The Votaccess site will be open as of May 17, 2023.

The possibility of voting by internet before the Shareholders' Meeting will end the day before the meeting, i.e. on June 6, 2023 at 3.00 p.m., Paris time. Equally, in order to be validly taken into account, the designations or revocations of proxies expressed by electronic means must be received no later than 3.00 p.m. (Paris time) the day before the meeting.

However, in order to avoid any possible congestion on the Votaccess site, shareholders are advised not to wait until the day before the meeting to vote or appoint a proxy.

- **If you are a registered shareholder (pure or administered):** Holders of pure or administered registered shares who wish to vote by internet will access the Votaccess site via the Planetshares site at the following address: <https://planetshares.uptevia.pro.fr>. Holders of pure registered shares must connect to the Planetshares site with their usual access codes. Holders of administered registered shares must connect to the Planetshares website using their ID number, which can be found at the top right-hand corner of their paper voting form. If the shareholder is no longer in possession of their login and/or password, they will reset it directly online by following the instructions on the screen. After logging in, the registered shareholder must follow the instructions on the screen to access the Votaccess site and vote, or appoint or revoke a proxy.

In order to be validly taken into account, the designations or revocations of proxies expressed by electronic means must be received no later than 3.00 p.m. (Paris time) the day before the meeting.

- **If you are a bearer shareholder:**
 - If the authorised intermediary who manages the shareholder's account is connected to the Votaccess site, shareholders must identify themselves on the internet portal of their account-keeping institution with their usual access codes. They must then click on the icon that appears on the line corresponding to their shares and follow the instructions given on the screen in order to access the Votaccess site and vote or designate or revoke a proxy.

- If the shareholder's account-holding institution is not connected to the Votaccess site, in accordance with the provisions of Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, notification of the appointment and revocation of a proxy may also be made electronically, in the following manner:
 - the shareholder should send an email to: Paris_France_CTS_mandats@uptevia.pro.fr;
 - this email must contain the following information: name of the issuer concerned, date of the Shareholders' Meeting, surname, first name, address, bank references of the principal as well as the surname, first name and if possible the address of the proxy;
 - the shareholder must ask their financial intermediary who manages their share account to send a written confirmation to the following address: Uptevia, Assemblées Générales, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

A shareholder who has already cast a postal vote or sent a proxy in accordance with the conditions described above may sell all or part of their shares at any time:

- if the transfer of ownership occurs before June 5, 2023 at midnight, Paris time, the vote cast by mail or the proxy, if any, accompanied by a certificate of participation, will be invalidated or amended accordingly, as the case may be. To this end, the authorised intermediary referred to in Article L. 211-3 of the French Monetary and Financial Code shall notify Uptevia of the transfer of ownership and shall provide it with the necessary information;
- if the transfer of ownership takes place after June 5, 2023 at midnight, Paris time, regardless of the means used, it will not be notified by the authorised intermediary referred to in Article L. 211-3 of the French Monetary and Financial Code or taken into consideration by the Company, notwithstanding any agreement to the contrary.

If a shareholder has already voted by post, sent a proxy or requested an admission card or a certificate of participation to physically take part in the meeting, by any means, they may not change their decision.



WRITTEN QUESTIONS

Shareholders may ask the Company written questions from the date on which the documents submitted to the meeting are made available to shareholders. Such questions must be sent to the Chairman of the Board of Directors at the Company's registered office (1, route de Versailles, 78470 Saint-Rémy-lès-Chevreuse, France), by registered letter with acknowledgement of receipt, or to information-financiere@gtt.fr no later than the fourth working day preceding the Shareholders' Meeting (i.e. June 1, 2023 at midnight Paris time).

To be taken into account, they must be accompanied by a certificate of account registration.

A single response may be provided for questions of the same nature. All these questions and their responses will be published on the Company's website.



REQUESTS FOR INCLUSION OF AGENDA ITEMS OR DRAFT RESOLUTIONS

Requests to include draft resolutions or items on the agenda of the Shareholders' Meeting by shareholders who meet the requirements of Articles L. 225-105 and R. 225-71 to R. 225-73 of the French Commercial Code must be sent to the Company's registered office (1, route Versailles, 78470 Saint-Rémy-lès-Chevreuse) by registered letter with acknowledgement of receipt or to the following e-mail address: information-financiere@gtt.fr, within 20 calendar days of the publication of the notice of meeting and must be received by the Company no later than 25 calendar days before the date of the Shareholders' Meeting, i.e. by May 13, 2023. Such requests must be accompanied by a certificate of account registration. It should also be noted that consideration by the Shareholders' Meeting of the items or draft resolutions to be presented is subject to the transmission by the interested parties, on the second business day preceding the Shareholders' Meeting (i.e. June 5, 2023 at midnight, Paris time, at the latest), of a new certificate proving the registration of their securities under the same conditions as those indicated above.

The items and text of the draft resolutions requested by shareholders will be published on the Company's website at www.gtt.fr without delay.

This notice will be followed by a meeting notice containing any changes to the agenda following requests for the inclusion of draft resolutions submitted by shareholders and/or the Social and economic committee.



DOCUMENTS MADE AVAILABLE TO SHAREHOLDERS

In accordance with applicable legal and regulatory provisions, all documents that must be made available to shareholders in connection with this Shareholders' Meeting will be available at the Company's registered office (1, route de Versailles - 78470 Saint-Rémy-lès-Chevreuse). The documents referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code may also be sent to shareholders on request to Uptevia, Assemblées Générales, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, as from the publication of the meeting notice or 15 days before the Shareholders' Meeting, depending on the document in question, and up to and including the fifth day before the Shareholders' Meeting.

All documents and information provided for in Article R. 22-10-23 of the French Commercial Code may be consulted on the Company's website at the following address: www.gtt.fr as from the 21st day preceding the Shareholders' Meeting.

The Board Of Directors

HOW TO FILL IN YOUR FORM

If you wish to attend the Shareholders' Meeting:
please tick this box.

If you are a bearer shareholder:
you will need a certificate of participation through your account holder to be attached to this form.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting the option you wish to choose, please read the instructions on the reverse - Important : Before selecting the option you wish to choose, please read the instructions on the reverse - Whichever
JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SH.

GAZTRANSPORT & TECHNIGAZ (GTT)
S.A. au capital de 370 783,57 €
Siège Social :
1, route de Versailles
78470 Saint-Rémy-lès-Chevreuse
662 001 403 R.C.S. VERSAILLES

ASSEMBLEE GENERALE MIXTE
Convoquée le Mercredi 7 Juin 2023 à 15h
Au Domaine de St Paul bat. A3, 102, route de Limours
78430 Saint-Rémy-lès-Chevreuse

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

Identifiant - Account

Nombre d'actions / Number of shares

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 notifiant 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.

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

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en notifiant la case correspondante :
If 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

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

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)

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

N° de : Uptevia
Service Assemblées
Les Grands Moutins
9 rue du Débarcadère
93761 Pantin Cedex

3 Juin 2023

Date & Signature

Regardless of your selection,
Please date and sign here

1 If you wish to vote by mail:
please tick this box and follow the instructions.

2 If you wish give proxy to the Chairman of the Shareholders' Meeting:
please tick this box.

3 If you wish to give proxy to a named person:
please tick this box and fill out the contact details of this person.

2

OVERVIEW OF THE SITUATION AND ACTIVITY IN FISCAL YEAR 2022

GROUP BUSINESS ACTIVITY IN 2022

CONTINUED MOMENTUM IN LNG CARRIER ORDERS

GTT achieved a record year in 2022 with 162 LNG carrier orders. Deliveries are scheduled between the third quarter of 2024 and the fourth quarter of 2028. Of particular note among these orders are those for six large-capacity LNG carriers (200,000 m³).

GTT also received an order for a floating storage and regasification unit for delivery in the second quarter of 2026 and two orders for large-capacity ethane carriers for delivery in the fourth quarter of 2025.

LNG AS FUEL: SALES ACTIVITY REMAINING SOLID

GTT received orders to equip 42 LNG-powered vessels in 2022. The high price of LNG in Europe is hampering sales momentum in the short term, as confirmed by the absence of orders in the fourth quarter of 2022. Nevertheless, GTT remains convinced of

the relevance of its solutions, which enable vessels to comply with new environmental standards, and therefore of the medium- and long-term potential of this business.

NEW LICENSING AGREEMENTS WITH CHINESE SHIPYARDS

In 2022, GTT signed two new Technical Assistance and Licensing Agreements (TALA) with the Yangzijiang Shipbuilding and China Merchants Heavy Industries shipyards, for the construction of

GTT membrane containment systems. This brings to five the number of shipyards now operating in China and contributes to increasing LNG carrier construction capacity.

DIGITAL: NEW SERVICES AND SIGNING OF IMPORTANT CONTRACTS

During 2022, GTT pursued its strategy of developing new digital solutions for ship-owners and signed a number of important contracts highlighting the increasing needs of ship-owners in this area.

Among the contracts signed by Marorka in 2022, one with a major player in the transport of liquefied gas to equip more than 30 vessels, and the other with the ship-owner Antarctica21, the world's leading operator of air and sea expeditions to Antarctica, to equip its modern expedition vessel *Magellan Explorer*.

In December 2022, Ascenz was selected by a major European ferry owner to fit two vessels with its Smart Bunkering solution. This solution enables precise monitoring of the bunkering process in order to avoid any error in quantity of fuel bunkered.

Finally, on January 16, 2023, Ascenz was selected by a major Mexican ship-owner to equip a tanker with its Electronic Fuel Monitoring System (EFMS).

ELOGEN CONTINUES ITS DEVELOPMENT WITH NEW MILESTONES ACHIEVED IN 2022

In September 2022, Elogen was awarded a maximum of €86 million in subsidies by the French government for its "gigafactory" project and the strengthening of its R&D division as part of the

Hydrogen IPCEI⁽¹⁾. For the record, the Elogen gigafactory, located in Vendôme (Centre-Val de Loire region), is scheduled to start production in 2025 with a capacity of over 1 GW.

(1) Important Project of Common European Interest.

In addition, Elogen's order intake in 2022 amounted to €15.4m, an increase of almost 150% compared to 2021.

As previously announced, in the first half of 2022 Elogen entered into several international partnerships for the manufacture and sale of electrolysers for producing green hydrogen:

- with HiFraser Group in Australia and New Zealand;
- with Valmax Technology Corporation in South Korea;
- with Charbone Hydrogène in North America.

Finally, Elogen signed two flagship contracts, respectively in December 2022 and February 2023 with:

- Enertrag, the European specialist in renewable energy solutions, for the design and manufacture of a 10 MW electrolyser⁽¹⁾;
- Crosswind, a joint venture between Shell and Eneco, for the design and manufacture of a 2.5 MW⁽²⁾ electrolyser as part of an offshore wind project.

In addition, Elogen is continuing its R&D work with the aim of improving the competitiveness and energy efficiency of its solutions.

INNOVATION: DEVELOPMENT OF NEW TECHNOLOGIES IN A WIDE RANGE OF FIELDS

In 2022, GTT obtained numerous approvals in principle from classification societies in a wide range of fields. The main technological advances include:

- Lloyd's Register for GTT's future NEXT1 containment system;
- Bureau Veritas for *Shear-Water*, a ballast-free vessel concept for LNG bunkering and refuelling vessels;
- DNV for a containment system enabling the transport of liquid hydrogen, as well as the concept for a hydrogen carrier vessel. Both approvals in principle were obtained in the framework of the cooperation agreement with Shell announced in February 2022 and reflect the progress of this project;
- Bureau Veritas for the design of a LNG-powered and "NH3-ready" Very Large Crude Carrier;
- Bureau Veritas and DNV for an innovative three-tank LNG carrier concept.

As a reminder, in 2022, GTT came first in the INPI ranking of mid-sized companies in terms of number of patents filed for the third year in a row. This ranking is confirmation that innovation is central to GTT's development strategy.

In addition, on January 19, 2023, GTT announced that it had received approval in principle from Lloyd's Register for a maintenance optimisation solution for LNG membrane tanks. This solution is designed to extend the time between tank surveys by two years while meeting strict safety standards. This will translate into increased operational flexibility and substantial cost savings for ship-owners and charterers.

Finally, in early February 2023, the Group obtained a €4.66 million subsidy from Bpifrance for the design of an onboard CO₂ capture system for vessels and the development of intelligent operational performance solutions by OSE Engineering (GTT Group) as part of the MerVent project⁽³⁾.

Also in February, OSE Engineering, announced its involvement in the HyMot consortium, alongside Alpine Racing, Bosch France, Ecole Centrale de Nantes, Forvia, IFP Energies nouvelles, Renault and TotalEnergies. The HyMot project, supported by ADEME as part of the *Programme d'investissements d'avenir* (PIA), aims to intensify research on the development of a hydrogen engine for lightweight utility vehicles. Within the consortium, OSE Engineering will bring its expertise in artificial intelligence and machine learning.

CSR STRATEGY

The GTT Group's CSR strategy is based around three key pillars:

1. Sustainability starts with us, with priority given to safety, promotion of gender equality, talent retention, and the ongoing anti-corruption efforts.
2. Environmental challenges are a driver of innovation: the Group's R&D is increasingly focused on zero-carbon solutions, in line with the decarbonisation strategy.
3. GTT is a responsible company, committed to significantly reducing its emissions. Application for the SBTi approval is in progress (Scopes 1, 2 and full scope 3).

In 2022, GTT strengthened its CSR strategy in the following areas in particular:

- Implementation of oversight of GTT's CSR policy and objectives by the Strategic Committee;
- Anti-corruption: renewal of ISO 37001 certification;
- Recognition of GTT's efforts by CSR rating agencies, particularly in the area of decarbonisation (B rating from CDP);
- All of GTT's indirect emissions (Scope 3) have been screened and will be used as a basis for defining decarbonisation levers and objectives, notably in the context of SBTi approval.

In 2023, the Group will continue its efforts and complete the work of establishing a detailed roadmap for its CSR strategy.

(1) See the Elogen press release of 04/01/2023.

(2) See the Elogen press release of 07/02/2023.

(3) Further information on MerVent2025: <https://zephyretboree.com/projets/mervent/>

GTT STRATEGIC VENTURES

The GTT Board of Directors has decided to create a vehicle for minority investments in technology start-ups, whose innovations have the potential to contribute to the Group's strategic roadmap. Called GTT Strategic Ventures, the vehicle has a budget of €25 million.

GTT's minority stake in Tunable, a Norwegian specialist in multi-gas & emissions analysers, announced in September 2022, is part of this approach. At the end of December 2022, GTT also acquired a minority stake in Sarus, a French technology company for energy transition that has designed an energy recovery system.



ORDER BOOK AT DECEMBER 31, 2022

On January 1, 2022, GTT's order book excluding LNG as fuel comprised 161 units. It has since changed as follows:

- Deliveries completed: 28 LNG carriers, 4 ethane carriers, 1 FLNG⁽¹⁾ and 1 onshore storage tank;
- Orders received: 162 LNG carriers, 1 FSRU⁽²⁾ and 2 ethane carriers;
- Orders withdrawn from the order book relating to projects in Russia⁽³⁾: 15 ice-breaking LNG carriers and 3 GBSs⁽⁴⁾.

At December 31, 2022, the order book excluding LNG as fuel stood at 274 units, breaking down as follows:

- 256 LNG carriers;
- 4 ethane carriers;
- 1 FSRU
- 2 FSUs⁽⁵⁾;
- 11 onshore storage tanks.

Regarding LNG as fuel, following the delivery of 4 vessels, and orders for 42 containership tanks, the number of vessels in the order book stood at 70 units at December 31, 2022.

CONSOLIDATED REVENUE

(in thousands of euros)

| | 2021 | 2022 | Change |
|------------------------------|----------------|----------------|--------------|
| Revenues | 314,726 | 307,294 | -2.4% |
| <i>Newbuilds</i> | 292,407 | 279,526 | -4.4% |
| <i>LNG carriers/VLEC</i> | 254,920 | 242,294 | -5.0% |
| <i>FSU</i> | 13,307 | 16,195 | +21.7% |
| <i>FSRU</i> | 8,698 | - | nm |
| <i>FLNGs</i> | 2,944 | 1,218 | -58.6% |
| <i>Onshore storage tanks</i> | 2,475 | 6,189 | +150.0% |
| <i>GBSs</i> | 3,273 | 6,825 | +108.6% |
| <i>LNG-powered vessels</i> | 6,790 | 6,805 | +0.2% |
| <i>Electrolysers</i> | 4,950 | 4,653 | -6.2% |
| <i>Services</i> | 17,369 | 23,116 | +33.1% |

2022 consolidated revenues amounted to €307.3 million, down 2.4% compared to 2021.

- New build revenues were €279.5 million, down 4.4% on 2021, with the fourth quarter starting to benefit from the strong commercial activity of the second half of 2021.
 - Royalties amounted to €242.3 million from LNG and ethane carriers, €16.2 million from FSUs, €1.2 million from FLNGs, €6.2 million from onshore storage tanks and €6.8 million from GBSs.
 - LNG as fuel royalties (€6.8 million) were not yet impacted by the high order intake recorded in 2021 and 2022.

- Revenues from Elogen's electrolyser business amounted to €4.7 million in 2022, plus €0.6 million of operating subsidies, in a context of sustained commercial momentum.
- Services revenues rose sharply (+33.1%) to €23.1 million during the year, driven by growth in digital solutions and engineering studies (including studies related to the conversion of LNG carriers to FSRUs).

(1) Floating Liquefied Natural Gas unit.

(2) Floating Storage Regasification Unit.

(3) See below for a paragraph on exposure to Russia.

(4) Gravity Based Structures: underwater tanks.

(5) Floating Storage Unit.

ANALYSIS OF THE 2022 CONSOLIDATED INCOME STATEMENT

| <i>(in € thousands; earnings per share in €)</i> | 2021 | 2022 | Change |
|---|---------|---------|--------|
| Revenues | 314,735 | 307,294 | -2.4% |
| Operating income before depreciation of fixed assets (EBITDA ⁽¹⁾) | 172,177 | 161,124 | -6.4% |
| EBITDA margin (on revenues, %) | 54.7% | 52.4% | |
| Operating income (EBIT) | 164,619 | 152,218 | -7.5% |
| EBIT margin (on revenue, %) | 52.3% | 49.5% | |
| Net income | 134,101 | 128,291 | -4.3% |
| Net margin (on revenues, %) | 42.6% | 41.7% | |
| Net earnings per share ⁽²⁾ (in euros) | 3.63 | 3.48 | |

(1) EBITDA is EBIT, to which depreciation of fixed assets and asset impairment as shown by impairment tests linked to said fixed assets are added, according to IFRS.

(2) Net earnings per share was calculated on the basis of the weighted average number of shares outstanding, i.e. 36,927,632 shares at December 31, 2021 and 36,890,466 shares at December 31, 2022.

In 2022, Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) amounted to €161.1 million, down 6.4% compared with 2021. This is mainly due to decrease in GTT's core business revenues and the impact of Elogen. The EBITDA margin on revenues was 52.4% in 2022, slightly down from the 2021 financial year (54.7%).

External expenses increased slightly (+1.4%) compared to the previous year, mainly due to the resumption of travel expenses (+46.8%). Personnel expenses also rose slightly (+1.5%), linked to share price impact on the performance shares charges, while salaries and social charges remained stable.

Operating income amounted to €152.2 million in 2022, i.e. a margin on revenues of 49.5%.

Net income for the 2022 financial year amounted to €128.3 million, down 4.3% on the previous year.

OTHER 2022 CONSOLIDATED FINANCIAL DATA

| <i>(in thousands of euros)</i> | 2021 | 2022 | Change |
|--|-----------|-----------|--------|
| Capital expenditure (including acquisitions) | (16,028) | (22,852) | +42.6% |
| Dividends paid | (115,744) | (121,783) | +5.2% |
| Cash position | 203,804 | 212,803 | +4.4% |

Capital expenditure increased by 42.6% over the period due to investments in R&D activities and minority stakes in Tunable and Sarus.

The change in working capital was impacted by the increase in shipyard receivables, most of which been paid as of January 2023, mostly offset by deferred income related to new orders.

At December 31, 2022, GTT held net cash of €212.8 million, up 4.4% compared to December 31, 2021.

2022 DIVIDEND

On February 16, 2023, the Board of Directors, after approving the financial statements, decided to propose the distribution of a dividend of €3.10 per share for the 2022 financial year, identical to 2021. Payable in cash, this dividend will be subject to approval by the Shareholders' Meeting to be held on June 7, 2023. As an interim dividend of €1.55 per share was paid out on December 15, 2022 (in accordance with the Board decision on July 28, 2022),

the cash payment of the balance of the dividend, amounting to €1.55 per share, will take place on June 14, 2023 (ex-dividend date: June 12, 2023). This proposed dividend corresponds to a payout ratio of 89% of consolidated net income.

In addition, the Company plans to pay out an interim dividend for 2023 in December 2023.

OUTLOOK

At December 31, 2022, the Group has good visibility on its revenues until 2026 and beyond thanks to its core business order book. This corresponds to record future revenues of €1,594 million over the 2023-2026 period (€335 million in 2023, €504 million in 2024, €475 million in 2025 and €280 million in 2026 and beyond).

In the absence of any significant order delays or cancellations, the Company announces its targets for 2023, namely:

- 2023 consolidated revenues of between €385 million and €430 million,
- 2023 consolidated EBITDA of between €190 million and €235 million,
- the distribution of a dividend for 2023 corresponding to a minimum payout ratio of 80% of consolidated net income⁽¹⁾.

EVENTS AFTER THE REPORTING PERIOD

RUSSIA

As was announced in a press release dated January 2, 2023, the Group has removed from its order book the 15 ice-breaking LNG carriers and the three GBSs corresponding to the projects in progress in Russia, for a total of 81 million euros, including 35 million euros for 2023. At the date of filing of this Universal Registration Document, the Group is still working on finalising certain projects in Russia for direct or indirect Russian customers. GTT has two employees seconded to Russia.

For each of the projects still under way in Russia, the Group has taken, and will continue to take, all necessary measures to strictly comply with the international sanctions in force while protecting the implementation of its technologies.

Since January 8, 2023, the contract with Zvezda for 15 ice-breaking LNG carriers has been suspended, and GTT's operations are limited to ensuring the safety of goods and people and the integrity of technology during the final stages of construction of the LNG tanks on the two most advanced LNG carriers. In addition, the parties involved in the project are studying the modalities to continue the construction of LNG tanks for certain vessels in strict compliance with the sanctions.

Following the termination of GTT's contract with SAREN BV, the Group is continuing discussions with all GBS project stakeholders so that its operations can be finalised, in strict compliance with the sanctions, to ensure the best possible protection of its technology and to make the systems secure.

Other orders in progress in Asian shipyards and specifically dedicated to Russian Arctic projects include six ice-breaker LNG carriers and two FSUs. The projects are ongoing at the time of writing and the first FSU has been delivered. As at December 31, 2022, these orders for GTT represented total revenues of 24 million euros, to be recognised between now and 2024, of which 20 million euros would appear in the 2023 financial year.

Lastly, eight conventional LNG carriers ordered by international ship-owners, currently being built in Asian shipyards, are intended for Russian Arctic projects but are able to operate in all types of conditions and are not impacted.

KOREA FAIR TRADE COMMISSION (KFTC)

By a decision dated 13 April 2023, the Supreme Court of Korea rejected GTT's appeal filed in December 2022 against the decision of the Seoul High Court confirming the Company's obligation to separate, in whole or in part, the Technology License and the Technical Assistance if requested by the Korean shipyards.

GTT acknowledges this very surprising decision, which comes only three months after the decision of the same Supreme Court of Korea to suspend the effects of the decision of the Seoul High Court.

The Company considers that its provision of technical assistance and engineering services are essential to ensure the safety and performance of its solutions and that its unique expertise is crucial to the safety of LNG maritime transport.

It should be noted that the KFTC's appeal concerning the method of calculation of the fine was also rejected. The company is studying the possible impact on the amount of the provision of the fine which remains to be determined.

(1) Subject to approval by the Shareholders' Meeting and the amount of distributable net income in the GTT SA corporate financial statements.

STATEMENT OF CONSOLIDATED FINANCIAL POSITION

STATEMENT OF FINANCIAL POSITION

| <i>In thousands of euros</i> | December 31, 2021 | December 31, 2022 |
|-------------------------------|-------------------|-------------------|
| Intangible assets | 10,404 | 18,493 |
| <i>Goodwill</i> | 15,365 | 15,365 |
| Property, plant and equipment | 30,830 | 34,051 |
| Non-current financial assets | 4,912 | 6,935 |
| Deferred tax assets | 3,799 | 5,377 |
| Non-current assets | 65,310 | 80,221 |
| Inventories | 9,602 | 13,603 |
| Customers | 70,763 | 117,936 |
| Current tax receivable | 44,543 | 40,110 |
| Other current assets | 18,821 | 19,729 |
| Current financial assets | 41 | 44 |
| Cash and cash equivalents | 203,804 | 212,803 |
| Current assets | 347,574 | 404,224 |
| TOTAL ASSETS | 412,884 | 484,445 |

| <i>In thousands of euros</i> | December 31, 2021 | December 31, 2022 |
|--|-------------------|-------------------|
| Share capital | 371 | 371 |
| Share premium | 2,932 | 2,932 |
| Treasury shares | (13,559) | (10,818) |
| Reserves | 124,412 | 139,049 |
| Net income | 134,074 | 128,260 |
| Equity attributable to owners of the parent | 248,230 | 259,794 |
| Total equity – share attributable to non-controlling interests | 8 | 41 |
| Total equity | 248,238 | 259,835 |
| Non-current provisions | 14,903 | 13,499 |
| Financial liabilities – non-current part | 3,954 | 3,586 |
| Deferred tax liabilities | 106 | 52 |
| Non-current liabilities | 18,963 | 17,137 |
| Current provisions | 7,364 | 8,151 |
| Trade payables | 21,554 | 23,765 |
| Advance payments of subsidies | - | 13,833 |
| Current tax debts | 2,173 | 6,465 |
| Current financial liabilities | 588 | 460 |
| Other current liabilities | 114,004 | 154,799 |
| Current liabilities | 145,683 | 207,473 |
| TOTAL EQUITY AND LIABILITIES | 412,884 | 484,445 |

STATEMENT OF CONSOLIDATED COMPREHENSIVE INCOME

| <i>In thousands of euros</i> | December 31, 2021 | December 31, 2022 |
|--|-------------------|-------------------|
| Revenues from operating activities | 314,735 | 307,294 |
| Other operating income | 1,117 | 959 |
| Total operating income | 315,853 | 308,254 |
| Costs of sales | (12,719) | (13,525) |
| External expenses | (59,675) | (60,521) |
| Personnel expenses | (66,633) | (67,623) |
| Tax and duties | (3,889) | (3,597) |
| Depreciation, amortisation and provisions, net | (12,177) | (16,140) |
| Other operating income and expenses | 3,861 | 5,370 |
| Operating income | 164,621 | 152,218 |
| Financial income | 178 | 641 |
| Share in the income of associated entities | - | (139) |
| Profit (loss) before tax | 164,797 | 152,719 |
| Income tax | (30,696) | (24,428) |
| Net income | 134,101 | 128,291 |
| Net income – Group share | 134,074 | 128,260 |
| Net earnings of non-controlling interests | 26 | 32 |
| Basic earnings per share (in euros) | 3.63 | 3.48 |
| Diluted earnings per share (in euros) | 3.62 | 3.46 |
| Average number of shares outstanding | 36,927,632 | 36,890,466 |
| Number of diluted shares | 37,076,399 | 37,037,612 |

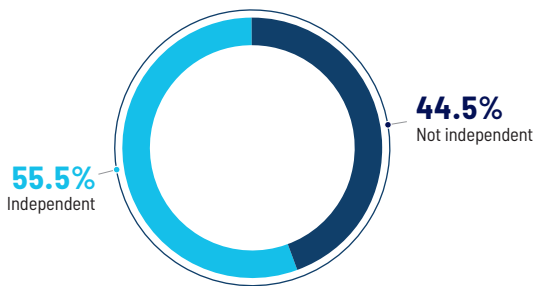
3

GOVERNANCE OF GTT

3.1 BOARD OF DIRECTORS

COMPOSITION OF THE BOARD OF DIRECTORS AT DECEMBER 31, 2022

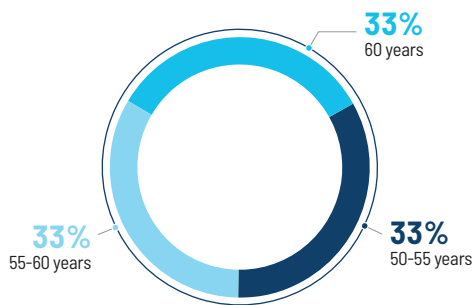
The breakdown of independent/
non-independent directors



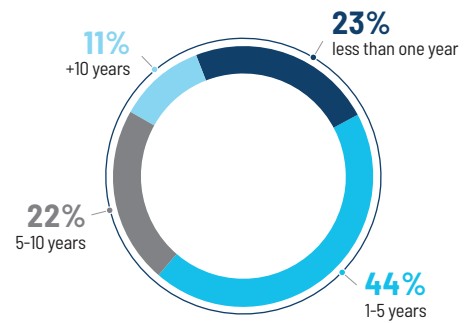
The gender
balance



The breakdown
by age group



The breakdown
by length of service



Directors in office at December 31, 2022

| Director | Age/ Gender | Nationality | Number of shares | Date of initial appoint- ment | Expiry of current term of office | Attendance rate at Board meetings and number of meetings attended by directors and to which they were invited | Attendance rate at meetings of the Audit and Risk Management Committee | Attendance rate at meetings of the Compensation and Nominations Committee | Attendance rate at meetings of the Strategic and CSR Committee | Offices held in other listed companies |
|--|----------------|-------------|---------------------|--|---|---|--|--|---|---|
| Philippe Berterroitière Chairman and Chief Executive Officer | 65/M | French | 136,102 | 2013 | 2026 AGM called to approve the 2025 financial statements | 100% 8/8 | N/A | N/A | N/A | 0 |
| Carolle Foissaud* | 56/F | French | 200 | 2022 | AG 2024 called to approve the 2023 financial statements | 75% 3/4 | N/A | (100%) | N/A | 1 |
| Pascal Macioce Independent director | 68/M | French | 100 | 2022 | 2026 AGM called to approve the 2025 financial statements | 100% 4/4 | (100%) | N/A | N/A | 0 |
| Christian Germa** | 52/M | French | 100 | 2015 | AG 2023 called to approve the 2022 financial statements | 100% 9/9 | (100%) | N/A | 100% | 0 |
| Pierre Guiollot | 55/M | French | 100 | 2020 | 2023 AGM called to approve the 2022 financial statements | 89% 8/9 | N/A | (91%) | N/A | 0 |
| Antoine Rostand Independent director | 60/M | French | 100 | 2022 | 2026 AGM called to approve the 2025 financial statements | 100% 4/4 | N/A | N/A | (100%) | 0 |
| Sandra Roche-Vu Quang | 52/F | French | 100 | 2020 | 2025 AGM called to approve the 2024 financial statements | 56% 5/9 | (100%) | N/A | (100%) | 0 |
| Florence Fouquet | 51/F | French | 100 | 2021 | 2023 AGM called to approve the 2022 financial statements | 78% 7/9 | 67% | N/A | (100%) | 0 |
| Catherine Ronge Independent director | 62/F | French | 100 | 2021 | 2023 AGM called to approve the 2022 financial statements | 89% 8/9 | (100%) | N/A | (100%) | 2 |

* Carolle Foissaud was co-opted by the Board of Directors on May 20, 2022 to replace Isabelle Boccon-Gibod, who resigned.

** Christian Germa resigned with effect from February 20, 2023.

The table below shows the changes in the composition of the Board of Directors in 2022.

| Departures | Appointment | Ratification/ reappointment at the 2022 Shareholders' Meeting |
|--|--|--|
| Bruno Chabas, not reappointed at the end of his term of office on May 31, 2022 | Provisional appointment of Catherine Foissaud* | Philippe Berterottière |
| Andrew Jamieson, resigned with effect from May 31, 2022 | Appointment of Pascal Macioce | Catherine Ronge |
| Isabelle Boccon-Gibod, resigned with effect from May 31, 2022 | Appointment of Antoine Rostand | Florence Fouquet |

* Subject to ratification by the Shareholders' Meeting of June 7, 2023.

CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS

At its meeting of May 20, 2022, the Board of Directors co-opted Carole Foissaud as independent director to replace Isabelle Boccon-Gibod, who resigned. This co-option is subject to ratification by the Shareholders' Meeting of June 7, 2023.

In addition, the Shareholders' Meeting of May 31, 2022 appointed the following two individuals as independent directors:

- Pascal Macioce;
- Antoine Rostand.

These appointments brought the Board of Directors to nine members at December 31, 2022, five of whom were independent, i.e. 55.5% of the Board, and four of whom were women, i.e. 44.5% of the Board.

Christian Germa resigned as director with effect from February 20, 2023.

For purposes of their terms of office, the members of the Board of Directors are domiciled at the Company's registered office. In addition, Benoît Mignard, a non-voting board member appointed on the proposal of ENGIE, resigned with effect from May 31, 2022. The Board decided not to appoint a new non-voting member.

Directors whose term of office expires at the close of the Shareholders' Meeting held to approve the financial statements for the financial year ended December 31, 2022

The term of office of Catherine Ronge, independent director, expires at the end of the Shareholders' Meeting called to approve the financial statements for the financial year ended December 31, 2022. On the proposal of the Compensation and Nominations Committee, the Board of Directors decided to propose the renewal of the term of office of Catherine Ronge at the Shareholders' Meeting of June 7, 2023.

In addition, the term of office of Pierre Guiollot, a director appointed on the proposal of ENGIE, expires at the end of the Shareholders' Meeting called to approve the financial statements

for the financial year ended December 31, 2022. On the proposal of the Compensation and Nominations Committee, the Board of Directors decided to propose the renewal of the term of office of Pierre Guiollot at the Shareholders' Meeting of June 7, 2023.

Changes in the composition of the Board of Directors following ENGIE's withdrawal from the Company's share capital

Following Engie's disposal of a portion of its stake in the Company's share capital, the number of directors appointed on Engie's proposal will be reduced to just one, and the Board of Directors set in motion its selection procedure to appoint new independent directors and maintain the size of the Board at nine members. As such, Florence Fouquet, whose term of office expired at the end of the Shareholders' Meeting, is not seeking reappointment. Sandra Roche-Vu Quang has announced her intention to resign. In order to maintain a satisfactory gender ratio, her resignation will take place as soon as a new independent female director has been selected to replace her. The Board of Directors is aiming for this appointment to take place as soon as possible and, in any event, before December 31, 2023.

Diverse and complementary expertise represented on the Board

The Board aims to maintain the diversity and complementarity of technical expertise and experience. Some members have strategic expertise and others have financial or more specific expertise (in particular the energy sector, financial communication and managerial experience). The diversity and complementarity of the experience and expertise of the members of the Board of Directors allow for fast and in-depth understanding of GTT's development challenges, as well as quality decision-making within the Board.

3.2 MANAGEMENT BODIES

Under the bylaws and the Internal Regulations of the Board of Directors, the person responsible for the General Management of the Company is either the Chairman of the Board of Directors who shall bear the title of Chairman and Chief Executive Officer, or another individual appointed by the Board of Directors among its members or outside, who shall bear, in this case, the title of Chief Executive Officer.

The Board of Directors decides which of the two General Management options it wishes to adopt by a majority vote of the directors present or represented.

If the Board of Directors decides to separate the offices of Chairman of the Board of Directors and Chief Executive Officer, it appoints a Chief Executive Officer.

When the Chairman of the Board of Directors is responsible for the Company's General Management, all of the provisions applying to the Chief Executive Officer also apply to the Chairman.

At the proposal of the Chief Executive Officer, the Board of Directors may appoint, among its members or outside of the Board, one or two persons to assist the Chief Executive Officer, who bear the title of Chief Operating Officer.

GENERAL MANAGEMENT PRACTICES AND LIMITATIONS OF AUTHORITY

By a decision made on December 11, 2013, the Board of Directors decided not to separate the functions of Chairman of the Board of Directors and of Chief Executive Officer and to entrust the Management of the Company to the Chairman of the Board of Directors, who thus carries the title of Chairman and Chief Executive Officer.

As at the date of filing this Universal Registration Document, Philippe Berterottière performs the duties of Chairman and Chief Executive Officer of the Company.

The Board of Directors decided that a unified management structure, where the role of Chairman and Chief Executive Officer is held by a single individual, was in the best interests of the Company in terms of its organisation, operation and business activities. Furthermore, the current composition of the Board of Directors and its committees ensures a balance of power within the Company's bodies, given the high proportion of independent

directors on the Board and the committees, the full involvement of the directors in the work of the Board and its committees and the diversity of their profiles, skills and expertise.

The Board of Directors has also defined a list of decisions subject to the prior approval of the Board and which appears in section 4.1.3.2 (III) of this chapter.

Nevertheless, the Board of Directors, taking into account investors' preference for separating the offices of Chairman and Chief Executive Officer, reappointed the Chairman and Chief Executive Officer at the end of the Shareholders' Meeting of May 31, 2022 for a two-year term, at the end of which the offices will be separated. To prepare for managerial succession, the Board of Directors asked the Compensation and Nominations Committee, working in close consultation with the current Chairman and Chief Executive Officer, to look for a new Chief Executive Officer with a view to the separation of roles.

EXECUTIVE COMMITTEE

The role of the Executive Committee is to assist the General Management in defining and implementing the Company's strategic orientations. The functions represented on the Executive Committee are:

- Chairman and Chief Executive Officer;
- General Secretary;
- Finance and Strategy Director;
- Commercial Director;

- Chief Digital & Information System Officer;
- Innovation Director;
- Human Resources Director;
- Technical Director.

The composition of the Executive Committee is presented in chapter 1, section 1.2.

The Executive Committee meets twice a month.

4

GENERAL MEETING

4.1 AGENDA

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

1. Approval of the annual financial statements for the financial year ended December 31, 2022.
2. Approval of the consolidated financial statements for the financial year ended December 31, 2022.
3. Appropriation of net income for the financial year ended December 31, 2022.
4. Approval of the related-party agreements subject to Articles L. 225-38 et seq. of the French Commercial Code.
5. Renewal of the term of office of Ms Catherine Ronge as director.
6. Renewal of the term of office of Mr Pierre Guiollot as director.
7. Appointment of Ms Frédérique Kalb as director.
8. Appointment of Mr Luc Gillet as director.
9. Ratification of the co-optation of Ms Carolle Foissaud as director.
10. Reappointment of Cailliau Dedouit as Principal Statutory Auditor.
11. Approval of the information stipulated in Article L. 22-10-9, I, of the French Commercial Code provided in the corporate governance report.
12. Approval of the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the 2022 financial year or allocated in respect of the same year to Philippe Berterottière, Chairman and Chief Executive Officer.
13. Approval of the compensation policy for the Chairman and Chief Executive Officer for the 2023 financial year.
14. Approval of the compensation policy for the members of the Board of Directors for the 2023 financial year.
15. Authorisation to be granted to the Board of Directors to carry out transactions on the Company's shares.

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

16. Authorisation to be given to the Board of Directors for a period of 24 months to reduce the share capital by cancelling treasury shares.
17. Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue with preferential subscription rights of shares and/or securities giving access to the share capital of the Company or its subsidiaries and/or securities giving entitlement to the allocation of debt securities.
18. Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue, with cancellation of preferential subscription rights, of shares and/or securities giving access to the share capital of the Company or its subsidiaries, and/or securities giving entitlement to the allocation of debt securities, by public offer other than those stipulated in Article L. 411-2, 1° of the French Monetary and Financial Code.
19. Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue with cancellation of the preferential subscription rights of shares and/or securities giving access to the Company's share capital and/or securities granting entitlement to the allocation of debt securities, by private placement referred to in Article L. 411-2, 1° of the French Monetary and Financial Code.
20. Delegation of authority to be granted to the Board of Directors for a period of 26 months to increase the number of shares to be issued in the event of the issuance of ordinary shares and/or securities giving access to the share capital of the Company, any subsidiary and/or any other company with maintenance or cancellation of preferential subscription rights.
21. Delegation of authority to be granted to the Board of Directors for a period of 26 months to issue shares and/or securities giving access to the share capital without preferential subscription rights in consideration for contributions in kind relating to shares and/or securities giving access to the share capital.
22. Delegation of authority to be given to the Board of Directors for a period of 26 months to decide to increase the share capital by incorporation of premiums, reserves, profits or other items.
23. Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue, with cancellation of preferential subscription rights, of shares or securities giving access to the share capital reserved for members of employee savings schemes.
24. Delegation of authority to be given to the Board of Directors to carry out a capital increase in favour of category(ies) of named beneficiaries, in connection with the implementation of the Group international shareholding and savings plans, with cancellation of preferential subscription rights.
25. Overall limit on authorisations for issuing shares and securities giving access to the share capital.

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

26. Powers for formalities.

4.2 BOARD OF DIRECTORS' REPORT

Dear Shareholders,

We have called you to this Annual Shareholders' Meeting in accordance with the conditions stipulated by law and our by-laws in order, in particular, to submit for your approval the resolutions covering the annual financial statements for the financial year ended December 31, 2022.

Your Board of Directors submits the following 26 resolutions for your approval.

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

Approval of the annual financial statements for the financial year ended December 31, 2022 (1st resolution)

You are asked to approve the Company's annual financial statements for the financial year ended December 31, 2022, as well as non-tax deductible expenses and charges.

The Company's corporate financial statements show a profit of 124,905,438.56 euros.

Approval of the consolidated financial statements for the financial year ended December 31, 2022 (2nd resolution)

You are asked to approve the Group's consolidated financial statements for the financial year ended December 31, 2022, which show a profit of 128,291,099 euros.

Appropriation of profit and setting of the dividend amount (3rd resolution)

After noting that the corporate financial statements for the financial year ended December 31, 2022 show a profit of 124,905,438.56 euros, your Board of Directors proposes the following allocation of this profit:

| | |
|-------------------------------|-----------------------|
| Profit for the financial year | €124,905,438.56 |
| Other reserves | - |
| Retained earnings | €(57,231,118.10) |
| Distributable profits | €67,674,320.46 |
| Allocation | |
| Dividends ⁽¹⁾ | €57,235,690.60 |
| Retained earnings | €10,438,629.86 |

(1) The amount of the above distribution is calculated based on the number of shares giving entitlement to a dividend on December 31, 2022, namely 36,926,252 shares and may vary if the number of shares giving entitlement to dividends changes between January 1, 2023 the ex-dividend date, notably depending on the number of treasury shares, and definitive allocations of free shares.

Accordingly, the dividend to be distributed would be 3.10 euros per share.

An interim dividend payment of 1.55 euros per share was paid on December 15, 2022. The balance due, 1.55 euro per share, should be paid on June 14, 2023, it being stipulated that the ex-dividend date will be June 12, 2023.

In accordance with the requirements of Article 243 bis of the French General Tax Code, shareholders are informed that, under the conditions defined by current law and regulations, this gross

dividend will be subject to a single fixed-rate withholding tax paid at an overall rate of 30% (i.e. 12.8% for income tax and 17.2% for social contributions), unless they opt for the progressive income tax scale, which would, in this case, apply to all revenue from capital received in 2022. If the option for the progressive scale is taken, it will entitle the beneficiary to the 40% proportional rebate stipulated in point 2 of 3 of Article 158 of the French General Tax Code, i.e. 1.24 euros per share. This regime is applicable to natural persons that are resident in France for tax purposes.

Your Board of Directors suggests that the unpaid amount of the dividend attributable to treasury shares as of the payment date be allocated to retained earnings.

Approval of the related-party agreements subject to the provisions of Articles L. 225-38 et seq. of the French Commercial Code (4th resolution)

Under the 4th resolution, the Board of Directors proposes that you note the agreements approved in previous financial years described in the Statutory Auditors' special report on the related-party agreements covered by Articles L. 225-38 et seq. of the French Commercial Code, and note that the special report of the Statutory Auditors refers to no new agreements entered into during the financial year ended December 31, 2022.

Composition of the Board of Directors (Resolutions 5 to 9)

Following Engie's disposal of a portion of its stake in the Company's share capital, the number of directors appointed on Engie's proposal will be reduced to just one, and the Board of Directors is implementing its selection procedure to appoint new independent directors and maintain the size of the Board at nine members. As such, Ms Florence Fouquet, whose term of office expired at the end of the Shareholders' Meeting, is not seeking reappointment. Ms Sandra Roche-Vu Quang has announced her intention to resign. In order to maintain a satisfactory gender ratio, her resignation will take place as soon as a new independent female director has been selected to replace her. The Board of Directors is aiming for this co-optation to take place as soon as possible and before December 31, 2023.

Renewal of the terms of office of Ms Catherine Ronge and Mr Pierre Guiollot

The terms of office as directors of Ms Catherine Ronge and Mr Pierre Guiollot expire at the end of the Shareholders' Meeting.

Under the terms of the 5th and 6th resolution, your Board of Directors asks you to renew Ms Catherine Ronge's and Mr Pierre Guiollot's terms of office as directors for a term of four (4) years, i.e. until the end of the Shareholders' Meeting held in 2027 to approve the financial statements for the financial year ending December 31, 2026.

Ratification of the appointment of Ms Carolle Foissaud

Isabelle Boccon Gibod resigned as director with effect from May 31, 2022.

On the recommendation of the Compensation and Nominations Committee, on May 20, 2022, your Board of Directors co-opted Carolle Foissaud as a director to replace Ms Isabelle Boccon Gibod, who had resigned.

Under the 9th resolution, your Board of Directors proposes that you ratify the co-optation of Ms Carolle Foissaud

Ms Carolle Foissaud would serve for the remainder of her predecessor's term of office, i.e. until the end of the General Shareholders' Meeting called in 2024 to approve the financial statements for the year ended December 31, 2023.

Appointment of two new directors: Ms Frédérique Kalb and Mr Luc Gillet

Additionally, the Board of Directors set in motion its selection procedure to appoint new independent directors and maintain the size of the Board at nine members.

Thus, at the end of the selection procedure for independent directors with the assistance of a recruitment firm, based on selection criteria determined in light of the Group's strategic objectives and future governance issues, the Board of Directors, on the recommendation of the Compensation and Nominations Committee, proposes that you:

- renew the term of office of Ms Catherine Ronge as director (5th resolution);
- renew the term of office of Mr Pierre Guiollot as director (6th resolution);
- appoint Ms Frédérique Kalb as director (7th resolution);
- appoint Mr Luc Gillet as director (8th resolution);
- Ratify the co-optation of Ms Carolle Foissaud (9th resolution).

These ratifications and appointments would allow the Board of Directors to benefit from a diversity of profiles that are complementary in their experience and skills.

At the end of the General Assembly of 7 June 2023, if all the resolutions are adopted, the Board of Directors will be composed of nine members, six of them will be independent (i.e. 66%) and four women (i.e. 44%)

With regard to Ms Catherine Ronge (5th resolution)

A former student of the École Normale Supérieure and a PhD in quantum physics, Ms Catherine Ronge also graduated from a short executive program at the European Institute of Business Administration (INSEAD). She began her career in 1984 as a research engineer at the CEA, then held various positions within the Air Liquide group (1988-1999) in the field of marketing, sales, strategy/M&A and R&D of the group as Vice-Chairperson.

Within the Suez group (1999-2006), she was Deputy Chief Executive Officer of Degrémont in charge of global industrial activities and of the North America subsidiary, then Chairwoman and Chief Executive Officer of Ondeo Industrial Solutions, a company bringing together all of the Suez Group's engineering, construction, equipment manufacturing and industrial water operations worldwide.

She was the founding Chairman of the strategy, innovation and sustainable development consulting firm Weave Air (2006-2020).

Ms Catherine Ronge is currently Chairwoman and Chief Executive Officer of the Le Garrec & Cie group, a family intermediate size business with diversified activities.

She has also been a Director of Colas (since 2014), Paprec GROUP (since 2014) and Eramet (since 2016).

Ms Catherine Ronge holds 100 shares in the Company as of the date of this report.

The offices and positions outside the GTT Group held by Catherine Ronge over the last five years are shown in Appendix 1 to this chapter.

The Board of Directors examined the situation of Ms Catherine Ronge with regard to the rules of the AFEP-MEDEF Code defining the independence criteria for directors, and concluded that she was independent.

With regard to Mr Pierre Guiollot (6th resolution)

Mr Pierre Guiollot is a graduate of the School of Political Science, Paris, public service section. His career started as an external audit manager at KPMG between 1992 and 1997. In 1997, he joined the Suez group, where he occupied various positions: deputy manager of the consolidation of the Suez group between 1997 and 2004, manager of the accounts department for Suez and Tractebel between 2004 and 2006, Vice-President accounting and consolidation for GDF SUEZ between 2006 and 2013, Financial Director of GDF SUEZ International between 2013 and 2015, then Deputy Financial Director for the ENGIE group since 2015. Since July 1, 2021 he has also been head of Finance and Strategy of the Renewables Global Business Unit of the ENGIE group.

The mandates and offices held by Mr Pierre Guiollot outside the GTT Group over the last five years are listed in Appendix 2 to this chapter.

With regard to Ms Frédérique Kalb (7th resolution)

Bi-cultural and holding dual French and German citizenship, Ms Frédérique Kalb has over 20 years international experience in strategic technology management, operations and business management, in a broad variety of industry sectors..

Ms Frédérique Kalb started her career in R&D project management with Corning Incorporated, before joining Schlumberger, where she held a variety of management positions in Oilfield Services Operations (UK, Norway, Brazil), in HR, in Global Technology management, and last as Managing Director of Sensor Highway Limited (UK) and as Managing Director of Schlumberger Riboud Product Center, the largest Technology, Engineering and Manufacturing campus in Europe located in Clamart.

Ms Frédérique Kalb then joined the Automotive sector and served as Executive Engineering Director for EMEA at Aptiv, before serving as Group Vice President Research & Innovation at Nexans.

Since 2020, Ms Frédérique Kalb joined Alstom as Managing Director for the Rolling Stock and Headquarter Site in Saint-Ouen, leading the execution of major international tenders and projects in the Railway sector.

Since April 2020, she has been an independent member of the Board of Directors and of the Strategy Committee of Daher (unlisted company).

Ms Frédérique Kalb was a member of the Investment and Governance Committee of the ESPCI Paris Endowment Fund between 2015 and 2020, a member of the Research Council of ENSTA ParisTech between 2015 and 2021 and has been a lecturer at ESPCI Paris for the "Finance and Innovation" course since 2015.

Ms Frédérique Kalb is a graduate of ESPCI Paris; she also holds a Master's degree in Solid State Physics, a PhD in Physics from the Collège de France and an Executive Finance degree from IMD Lausanne.

The mandates and offices outside the GTT Group held by Frédérique Kalb over the last five years are shown in Appendix 3 to this chapter.

The Board of Directors examined the situation of Ms Frédérique Kalb with regard to the rules of the AFEP-MEDEF Code defining the independence criteria for directors, and concluded that she was independent.

With regard to Mr Luc Gillet (8th resolution)

Mr Luc Gillet has over 30 years of experience in the shipping industry. He started his career in 1982 in offshore works with ETPM and joined Bureau Veritas, the french Classification Society in 1983 where he held various management positions.

He joined TotalEnergies in 2003 as Vice President Shipping, was named Senior Vice President Shipping and President of the Chartering affiliate CSSA in 2008 and served until 2022.

He was a member of the Board of Directors of the Society of International Gas Tanker and Terminal Operators (SIGTTO), serving as its Chairman from 2013 to 2016. He was a member of the executive committee of the Oil Companies International Marine Forum (OCIMF), where he served as Vice-Chairperson from 2018 to 2022.

He is currently an independent director of Orion Global Transport France (OGTF), an owner and operator of LNG carriers, which is owned by institutional investors advised by J.P. Morgan Global Alternatives' Global Transportation Group.

Mr Luc Gillet is a graduate engineer from the Ecole Nationale Supérieure de Techniques Avancées (1980) and holds an Executive MBA from HEC (1991).

The mandates and offices held by Mr Luc Gillet outside the GTT Group over the last five years are listed in Appendix 4 to this chapter.

The Board of Directors examined the independence of Mr Luc Gillet with regard to the rules of the AFEP-MEDEF Code defining the independence criteria for directors, and concluded that he was independent. In particular, it examined the existing business relationships between the GTT Group and the companies advised or controlled by JP Morgan and considered the following:

- Mr Luc Gillet sits on the board of Orion Global Transport France as an independent member;
- Orion Global Transport France has no direct business relationship with GTT, as GTT contracts mainly with shipyards, which in turn contract with ship-owners;
- Mr Luc Gillet therefore has no decision-making power in the sector that concerns GTT, it being furthermore specified that the Board of Directors of GTT is not involved in the establishment or maintenance of these business relationships so that no conflict of interest is likely to be characterised in this respect.

With regard to Ms Carolle Foissaud (9th resolution)

Ms Carolle Foissaud is currently Chief Executive Officer-Specialties Division at EQUANS Group, which she joined in June 2021 (said group was acquired by Bouygues in October 2022).

Before then, Ms Carolle Foissaud spent a large part of her career in the Areva group (currently Orano and Framatome), where she held several management positions, including that of Chairman and Chief Executive Officer of TechnicAtome (from 2014 to 2017), Head of Safety, Security and Operations Support (from 2012 to 2014),

Head of the Sewage BU and Chairman and Chief Executive Officer of STMI and its subsidiaries. In 2017, she joined the Bouygues group as Chief Executive Officer of the Energy & Industry Division at Bouygues Énergies et Services (2017-2021).

Ms Carolle Foissaud is a graduate of the École Polytechnique and of the École Nationale Supérieure des Télécommunications.

The offices and positions outside the GTT Group held by Ms Carolle Foissaud over the last five years are shown in Appendix 5 to this chapter.

The Board of Directors examined the situation of Ms Carolle Foissaud with regard to the rules of the AFEP-MEDEF Code defining the independence criteria for directors, and concluded that she was independent.

Renewal of the term of office of Cailliau Dedout as Principal Statutory Auditor (10th resolution)

The term of office of a Statutory Auditor expires with the approval of the 2022 financial statements.

By the vote of the 10th resolution, you are therefore asked, on the recommendation of the Audit and Risk Management Committee, to renew the term of office as Principal Statutory Auditor of Cailliau Dedout for six financial years, i.e. until the end of the Shareholders' Meeting called in 2029 to approve the financial statements for the fiscal year ending December 31, 2028.

Approval of the information stipulated in Article L. 22-10-9, I, of the French Commercial Code provided in the corporate governance report (11th resolution)

In accordance with Article L. 22-10-34, I, of the French Commercial Code, you are asked to approve the 11th resolution concerning information on the compensation of the Company's corporate officers listed in Article L. 22-10-9, I, of the French Commercial Code.

The information provided relates in particular to the amount of total compensation and benefits of any kind paid in 2022 or allocated to the corporate officers in respect of 2022, as well as information allowing analysis of the compensation of the executive officer with regard to the Company's performance.

This information is presented in the Board of Directors' report on corporate governance contained in chapter 4 of the 2022 Universal Registration Document, pages sections 4.2.1.1 and 4.2.1.2.

Approval of the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the 2022 financial year or allocated in respect of the same year to Philippe Berterottière, Chairman and Chief Executive Officer (12th resolution)

In the 12th resolution, you are asked, pursuant to Article L. 22-10-34, II, of the French Commercial Code, to approve the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the 2022 financial year, or allocated in respect of the same year, to Philippe Berterottière, Chairman and Chief Executive Officer, as presented in the Board of Directors' report on corporate governance in chapter 4 of the 2022 Universal Registration Document, section 4.2.1.2.

These compensation elements were determined in accordance with the principles and criteria for determining, dividing and allocating the fixed, variable and exceptional elements included in the total compensation and benefits of any kind attributable to the executive officers approved by the Shareholders' Meeting of May 31, 2022, in its resolution, under the conditions provided for in Article L. 22-10-8 of the French Commercial Code.

In accordance with Article L. 22-10-34 of the French Commercial Code, the variable and exceptional components of the compensation of the Chairman and Chief Executive Officer will only be paid if this resolution is approved.

Approval of the policy on compensation of the Chairman and Chief Executive Officer for the 2023 financial year (13th resolution)

In the 13th resolution, you are asked, pursuant to Article L. 22-10-8, II, of the French Commercial Code, based on the Board of Directors' report on corporate governance, to approve the compensation policy applicable to the Chairman and Chief Executive Officer for the 2023 financial year, as presented in chapter 4 of this Universal Registration Document, sections 4.2.2.1 and 4.2.2.3.

Approval of the compensation policy for members of the Board of Directors pursuant to the 2023 financial year (14th resolution)

In the 14th resolution, you are asked, pursuant to Article L. 22-10-8, II, of the French Commercial Code, based on the report on corporate governance, to approve the compensation policy applicable to members of the Board of Directors for the 2023 financial year, as presented in chapter 4 of this Universal Registration Document, sections 4.2.2.1 and 4.2.2.2.

Authorisation to be granted to the Board of Directors to carry out transactions on the Company's shares (15th resolution)

The Company requires adequate flexibility to allow it to respond to financial market fluctuations by purchasing their own shares.

To that end, we ask that you renew the authorisation granted to the Board of Directors, for a period of 18 months, so that they may implement a share buyback program, as follows.

The total number of shares purchased by the Company since the beginning of the buyback program (including those that were the subject of said buyback) shall not exceed 10% of the shares composing the Company's share capital, i.e. for illustrative purpose 3,707,835 based on the share capital as of December 31, 2022, it being understood that (i) the number of shares acquired for the purpose of retention and subsequent transfer in a merger, demerger or contribution transaction cannot exceed 5% of its share capital; and (ii) when the shares are bought back to improve liquidity under the conditions defined by the AMF General Regulation, the number of shares used for calculating the above-specified 10% limit shall correspond to the number of shares bought, less the number of shares sold during the period of the authorisation.

The Company shall not directly or indirectly own more than 10% of its share capital.

The acquisition, transfer or disposal of shares could be carried out, on one or more occasions, by any means authorised by applicable laws or regulations, including over-the-counter transactions, the trading of blocks of securities for all or part of the program and the use of any derivative financial instrument. We propose that you fix the maximum purchase price per share at 180 euros (or the equivalent value of this amount at the same date in any other currency). The overall amount of funds that can be allocated to this share buyback program cannot exceed 667,410,300 euros.

This authorisation would be intended in particular to allow for the following objectives:

- cancellation of shares up to a limit of 10% of the share capital per period of 24 months;
- to cover the commitment to deliver shares, for example in connection with the issue of securities giving access to the capital or the granting of stock options or free shares;
- allocation to employees;
- external growth transactions;
- implementation of a liquidity contract by an investment services provider acting independently; and
- retention and remittance in payment or exchange in the context of a merger, demerger or contribution operation.

This share buyback program would also be intended to allow the Company to operate for any other authorised purpose or that would become authorised by any applicable laws or regulations in force and to implement any practice that would become allowed by the Autorité des Marchés Financiers.

The Board of Directors may not use this authorisation during the offer period in the event of a tender offer initiated by a third party for the Company's securities, without the prior authorisation of the Shareholders' Meeting. The authorisation shall be granted for a period of eighteen months from the date of this Shareholders' Meeting. It would replace the authorisation previously granted by the Shareholders' Meeting of May 31, 2022 (15th resolution).

2022 review of the previous share buyback program approved by the Shareholders' Meeting

During the 2022 financial year, the cumulative repurchase of shares as part of the liquidity contract entered into with Rothschild Martin Maurel amounted to 185,531 shares at an average price of 105.2726 euros.

Cumulative sales in relation to the liquidity contracts referred to above related to 185,531 GTT shares at an average price of 105.3453 euros. During this financial year, no shares previously purchased by the Company were cancelled. As of December 31, 2022, GTT did not hold any of its own shares under the liquidity contract and held 152,105 GTT shares outside of the liquidity contract.

Detailed information relating to this share repurchase program authorised by the Shareholders' Meeting is set out in chapter 7, section 7.5 – *Share buyback program* of this Universal Registration Document.

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

Authorisation to be given to the Board of Directors to reduce the share capital through the cancellation of the Company's treasury shares (16th resolution)

You are asked to grant the Board of Directors the authorisation to cancel, through a reduction of share capital, all or part of the treasury shares held by the Company, both following the execution of the share buyback programs that were authorised by the Shareholders' Meeting in the past, and as part of the buyback program that you are asked to approve in the 15th resolution.

In accordance with legal provisions, the amount of shares cancelled cannot exceed 10% of the share capital within a period of 24 months. This authorisation would be granted for a period of 24 months.

It would replace the authorisation previously granted by the Shareholders' Meeting of May 31, 2022 (16th resolution).

Financial authorisations (resolutions 17 to 25)

The purpose of resolutions 17 to 25 is to grant powers to the Board of Directors regarding certain decisions relating to the Company's capital increase.

The purpose of these financial authorisations is to allow the Board of Directors to issue securities in certain circumstances and under certain conditions, according to the Company's needs and the opportunities presented by the financial markets.

The Board of Directors would be authorised to issue securities, with or without preferential subscription rights, on a case by case basis. These resolutions can be divided into two main categories:

- those that cover capital increases with the retention of preferential subscription rights; and
- those that cover capital increases with the cancellation of preferential subscription rights.

All capital increases subscribed to in cash grants, in theory, a preferential subscription right to new shares which allows shareholders to subscribe, during a certain time scale, to a number of shares that is in proportion to their stake in the share capital. This preferential subscription right may be detached from the shares and is negotiable for the entire subscription period.

Certain authorisations subject to a vote by the Shareholders' Meeting cover capital increases with the cancellation of this preferential subscription right.

Based on market conditions and the type of securities issued, it may be necessary to cancel the preferential subscription right to carry out an investment in securities under the best possible conditions, notably when the speed of the transactions is an essential component of their success.

The authorisations requested are in line with market practices. These authorisations are subject to a period of validity and issue ceilings. More specifically, these authorisations are granted up to an overall nominal ceiling of 121,500 euros (i.e. almost 32.8% of the Company's share capital at December 31, 2022) applicable to all capital increases through the issue of shares and/or securities giving access to capital, and to a sub-ceiling of 35,000 euros (i.e. almost 9.4% of the Company's share capital at December 31, 2022) applicable to all capital increases through the issue of shares and/or securities giving access to capital without preferential subscription rights.

Moreover, the resolutions may not be used by the Board of Directors from the date of filing by a third party of a tender offer for the Company's securities until the end of the offer period.

The main characteristics of the financial authorisations subject to approval by the Shareholders' Meeting are set out in the table below:

| Resolution | Subject | Purpose of the authorisation | Ceiling | Preferential subscription rights | Procedures for determining issue price of securities | Suspension of authorisation during a public offering of GTT securities | Term of the authorisation |
|------------|---|--|--|----------------------------------|---|--|---------------------------|
| 17 | Issue of shares and/or securities giving access to the share capital of the Company or its subsidiaries and/or securities giving entitlement to the allocation of debt securities. | Use of this authorisation may allow the Board of Directors to reinforce GTT's financial structure and equity, and/or contribute to funding its growth. | Maximum nominal amount of capital increases in the Company likely to be carried out immediately or in the future: 75,000 euros (i.e. around 20%). | Yes | In the event of an issuance, immediately or in the future, of shares, the Board of Directors may set the issue price as well as the amount of the premium that may, if applicable, be requested upon issuance. | Yes | 26 months |
| | | | Maximum nominal amount of debt securities than may be issued immediately or in the future: 500,000,000 euros. | | | | |
| | | | The authorisation also counts towards (i) the 121,500 euros ceiling in terms of the overall maximum nominal amount of capital increases and (ii) the 500,000,000 euros ceiling for the overall maximum nominal amount of issues of financial instruments representing debt securities (Resolution 25). | | | | |
| 18/19 | Issue of shares and/or securities giving access to the share capital of the Company or its subsidiaries, and/or securities giving access to debt securities, by public offer other than those stipulated in Article L. 411-2, 1° of the French Monetary and Financial Code. | The Company could therefore access funding from investors or the Company's shareholders; this diversification in funding sources may be useful. | Maximum nominal amount of capital increases in the Company likely to be carried out immediately or in the future: 35,000 euros (i.e. approximately 9.4%). | No | In terms of shares: the price will be at least equal to the minimum required by the regulatory provisions applicable on the date of the issue (currently, the weighted average price of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering less a maximum discount of up to 10%). | Yes | 26 months |

| Resolution | Subject | Purpose of the authorisation | Ceiling | Preferential subscription rights | Procedures for determining issue price of securities | Suspension of authorisation during a public offering of GTT securities | Term of the authorisation |
|------------|---|--|---|---|--|--|---------------------------|
| | | | Maximum nominal amount of debt securities than may be issued immediately or in the future: 500,000,000 euros. | | In terms of securities giving access to share capital: the issue price of the securities giving access to the share capital and the number of shares to which each security may give rise through conversion, redemption or other type of transformation, shall be such that the amount received by the Company immediately, plus any further amount to be received subsequently, shall be for each share derived from these securities, at least equal to the minimum subscription price defined in the previous paragraph. | Yes | 26 months |
| | Issue of shares and/or securities giving access to the Company's share capital and/or securities giving access to the allocation of debt securities by private investment governed by Article L. 411-2, II of the French Monetary and Financial Code. | The Company may thus have access to funding methods that are faster than through a public offer and may also have easier access to qualified investors. | The authorisations also count towards (i) the 121,500 euros ceiling in terms of the overall maximum nominal amount of capital increases and (ii) the 500,000,000 euros ceiling for the overall maximum nominal amount of issues of financial instruments representing debt securities (Resolution 25). | No | | Yes | 26 months |
| 20 | Increase in the number of shares to be issued in the event of the issuance of ordinary shares and/or securities giving access to share capital of the Company, any subsidiary and/or any other company, in the case of oversubscription. | This mechanism makes it possible to avoid reducing subscription in the event of high demand, by increasing the initially planned amount for the transaction. | The applicable ceilings are those set by the resolution under which the initial issue is carried out. Moreover, overallocation may only be applied within the time scales and limits set out in the applicable regulation on the issue date (currently, within thirty calendar days of the closing of the subscription, and within the limit of 15% of the initial issue). | Yes or no, according to the case, depending on the initial issue to which the overallocation relates. | Application of the price retained for the initial issuance. | Yes | 26 months |

| Resolution | Subject | Purpose of the authorisation | Ceiling | Preferential subscription rights | Procedures for determining issue price of securities | Suspension of authorisation during a public offering of GTT securities | Term of the authorisation |
|------------|---|--|--|----------------------------------|--|--|---------------------------|
| 21 | Issue of shares and/or securities giving access to the Company's share capital as compensation for contributions in kind involving shares and/or securities giving access to share capital. | This authorisation allows for acquisitions in France and abroad, or the buyback of minority stakes within the Group, with no impact on GTT's cash. | <p>Ceiling of 10% of the share capital.</p> <p>The maximum nominal amount of capital increase likely to be carried out counts towards:</p> <ul style="list-style-type: none"> the 35,000 euros ceiling (Resolutions 18 and 19); and the 121,500 euros ceiling (Resolution 25). <p>The maximum nominal amount of debt securities likely to be issued counts toward the 500,000,000 euros ceiling (Resolutions 18, 19 and 25).</p> | No | The Board of Directors will notably be asked to approve the report of the Capital Contribution Auditors that will be appointed to set the exchange ratio. | Yes | 26 months |
| 22 | Share capital increase by capitalisation of premiums, reserves, profits or other. | This transaction would result in the issue of new shares allocated to all shareholders or to an increase in the nominal value of shares (or by the combined use of these two processes). | <p>Maximum nominal amount of capital increases in the Company likely to be carried out in this regard: 75,000 euros.</p> <p>The authorisation also counts towards the 121,500 euros ceiling in terms of the overall maximum nominal amount of capital increases (Resolution 25).</p> | Yes | Depending on the methods implemented to carry out the capital increase, the use of this delegation will not necessarily result in the issue of new shares. | Yes | 26 months |
| 23/24 | Capital increase for the benefit of members of the Group's employee savings scheme or international shareholding and savings plans. | This authorisation allows for capital increases for the benefit of members of a Company or Group employee savings scheme. | <p>Maximum nominal amount of capital increases in the Company likely to be carried out immediately or in the future: 11,500 euros (i.e. around 3%).</p> <p>The authorisations also count towards the 121,500 euros ceiling in terms of the overall maximum nominal amount of capital increases (Resolution 25).</p> | No | The maximum authorised discount to the Reference Price (as defined in the resolution) is 20% (30% if the lock-up period set out by the plan is higher than or equal to ten years). | Yes | 26 months / 18 months |
| 25 | Overall limit on authorisations for issuing shares and securities giving access to the share capital. | Not applicable. | <p>Total maximum nominal amount of capital increases in the Company likely to be carried out immediately or in the future: 121,500 euros.</p> <p>Total maximum nominal amount of debt securities than may be issued immediately or in the future: 500,000,000 euros.</p> | | | | |

Powers for carrying out formalities (26th resolution)

The 26th resolution covers the powers necessary for completion of the publication and legal formalities relating to this Shareholders' Meeting. We ask that you adopt the resolutions submitted for your approval.

On behalf of the Board of Directors

Philippe Berterottière, Chairman and Chief Executive Office

Appendix 1

Offices and positions held by Catherine Ronge outside the GTT Group during the last five years. Catherine Ronge holds 100 shares in the Company. For a presentation of Catherine Ronge, please refer to section 4.1.3.1 of the Company's Universal Registration Document.

Current terms of office

| Companies | Mandates and offices held |
|-----------------------|---------------------------|
| Colas ⁽¹⁾ | Director |
| Paprec | Director |
| Eramet ⁽¹⁾ | Director |
| Inneva | Chairman |
| S.A. Le Garrec et Cie | Chairwoman and CEO |

(1) French listed company.

Past terms of office over the past five years

| Companies | Mandates and offices held |
|-----------|---------------------------|
| Weave Air | Director |

Appendix 2

Mandates and offices held by Pierre Guiollot outside the GTT Group during the last five years. Pierre Guiollot holds 100 shares in the Company. For a presentation of Pierre Guiollot, please refer to section 4.1.3.1 of the Company's Universal Registration Document.

Current terms of office

| Companies | Mandates and offices held |
|-------------------------|---------------------------|
| ENGIE Brasil Energia SA | Director |

Past terms of office over the past five years

| Companies | Mandates and offices held |
|---|---------------------------|
| INTERNATIONAL POWER LTD. IP | Director |
| ENGIE IT S.A. | Director |
| ENGIE Energy Management (EEM) | Director, Chairman |
| ENGIE INVEST INTERNATIONAL | Chairman |
| ENGIE CORP Luxembourg | Chairman, Manager |
| GDF SUEZ INFRASTRUCTURES | Chairman |
| ENGIE INVEST INTERNATIONAL | Director |
| TRUSTENERGY BV | Chief Executive Officer |
| ENGIE CC | Director |
| GLOW IPP 2 HOLDING COMPANY LIMITED | Director |
| GLOW ENERGY PUBLIC COMPANY LTD. | Director |
| GLOW COMPANY LIMITED | Director |
| GLOW SPP 1 COMPANY | Director |
| GLOW SPP 2 COMPANY | Director |
| GLOW SPP 3 COMPANY | Director |
| GLOW IPP COMPANY LIMITED | Director |
| GLOW SPP 11 COMPANY LIMITED | Director |
| NORMANBRIGHT (UK CO 5) LIMITED | Director |
| INTERNATIONAL POWER (FAWKES) | Director |
| INTERNATIONAL POWER CONSOLIDATED HOLDINGS LIMITED | Director |
| INTERNATIONAL POWER FINANCE (2010) LIMITED | Director |
| INTERNATIONAL POWER (ZEBRA) LIMITED | Director |
| INTERNATIONAL POWER (FALCON) LIMITED | Director |
| INTERNATIONAL POWER AUSTRALIA FINANCE | Director |
| INTERNATIONAL POWER LEVANTO INVESTMENTS LIMITED | Director |
| IP (AIRE) LIMITED | Director |
| IP (HUMBER) LIMITED | Director |
| IP MALAYSIA LIMITED | Director |
| IPM ENERGY TRADING LIMITED | Director |
| NORMANFRAME (UK CO 6) LIMITED | Director |
| NATIONAL POWER AUSTRALIA FINANCE LIMITED | Director |
| INTERNATIONAL POWER LTD. IP | Director |
| IP (SWALE) LIMITED | Director |
| IPR CENTRAL SERVICES (NO. 1) LIMITED | Director |
| ENERLOY PTY LTD. | Director |
| INTERNATIONAL POWER (IMPALA) | Director |
| INTERNATIONAL POWER LUXEMBOURG FINANCE LIMITED | Director |
| INTERNATIONAL POWER LUXEMBOURG HOLDINGS LIMITED | Director |
| IPM TRI GEN BV | Director |
| IPR GUERNSEY INVESTMENTS LIMITED | Director |
| PRINCEMARK LIMITED | Director |
| INTERNATIONAL POWER S.A. | Director |

Appendix 3

Mandates and offices held by Frédérique Kalb outside the GTT Group during the last five years. Frédérique Kalb does not currently hold any shares in the Company.

Current terms of office

| Companies | Mandates and offices held |
|-----------|---------------------------|
| DAHER | Director |

Past terms of office over the past five years

| Companies | Mandates and offices held |
|----------------------------|---|
| ESCPI Paris Endowment Fund | Member of the Investment and Governance Committee |
| ENSTA ParisTech | Member of the Research Council |

Appendix 4

Mandates and offices held by Luc Gillet outside the GTT Group during the last five years. Luc Gillet does not currently hold any shares in the Company.

Current terms of office

| Companies | Mandates and offices held |
|-------------------------------|---------------------------|
| Orion Global Transport France | Director |

Past terms of office over the past five years

| Companies | Mandates and offices held |
|--|---|
| Oil Companies International Marine Forum (OCIMF) | Member of the Executive Committee/ Vice-Chairperson |
| Chartering Shipping Services S.A. | Chairman |
| TotalEnergies Gas & Power Chartering Ltd. | Director |
| Society Of International Gas Tanks & Terminal Operators (SIGTTO) | Director |
| Cluster Maritime Français | Director |
| Bonny Gas Transport Ltd. | Director |

Appendix 5

Mandates and offices held by Carolle Foissaud outside the GTT Group during the last five years. Carolle Foissaud holds 200 shares in the Company. For a presentation of Carolle Foissaud, please refer to section 4.1.3.1 of the Company's Universal Registration Document.

Current terms of office

| Companies | Mandates and offices held |
|-----------|---------------------------|
| MERSEN* | Director |

* French listed company.

Past terms of office over the past five years

| Companies | Mandates and offices held |
|-----------|---------------------------|
| None. | |

4.3 DRAFT RESOLUTIONS

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

1st resolution (Approval of the annual financial statements for the financial year ended December 31, 2022)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, and having reviewed the Board of Directors' reports, as well as the reports of the Statutory Auditors, approves the statement of assets and liabilities and the annual financial statements, i.e., the balance sheet, the income statement and the notes thereto, at December 31, 2022, as they are presented, together with the transactions reflected in these financial statements or described in these reports, showing a profit of 124,905,438.56 euros.

Pursuant to the provisions of Article 223 quater of the French General Tax Code, the Shareholders' Meeting takes note that the non-deductible expenses and charges for tax purposes referred

to in paragraph 4 of Article 39 of said Code, which for the financial year ended December 31, 2022, amounted to 44,040 euros, as well as the tax paid on these expenses and charges, which came to 11,010 euros.

2nd resolution (Approval of the consolidated financial statements for the financial year ended December 31, 2022)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, and having reviewed the Board of Directors' and Statutory Auditors' reports, approves the consolidated financial statements of the Company for the financial year ended December 31, 2022, as they are presented, together with the transactions reflected or summarised in these reports, showing net income of 128,291,099 euros.

3rd resolution (Appropriation of net income for the financial year ended December 31, 2022)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having ascertained that the corporate financial statements for the financial year ending December 31, 2022 show a profit of 124,905,438.56 euros, decides to allocate the 2022 profit as follows:

| | |
|-------------------------------|-----------------------|
| Profit for the financial year | €124,905,438.56 |
| Other reserves | - |
| Retained earnings | €(57,231,118.10) |
| Distributable profits | €67,674,320.46 |
| Allocation | |
| Dividend * | €57,235,690.60 |
| Retained earnings | €10,438,629.86 |

* The total amount of the above distribution is calculated based on the number of shares giving entitlement to a dividend on December 31, 2022, namely 36,926,252 shares and may vary if the number of shares giving entitlement to dividends changes between January 1, 2023 and the ex-dividend date, notably depending on the number of treasury shares, and definitive allocations of free shares.

Consequently, the distributed dividend is fixed at 3.10 euros per share for each of the 36,926,252 shares entitled to a dividend. An interim dividend of 1.55 euros per share was paid on December 15, 2022. The balance to be paid, representing 1.55 euros, will be paid on June 14, 2023, with an ex-dividend date of June 12, 2023. It should be noted that, when these dividends are paid, if the Company holds any treasury shares, the amounts corresponding to unpaid dividends for the number of these shares will be assigned to retained earnings. In accordance with the requirements of Article 243 bis of the French General Tax Code, shareholders are informed that, under the conditions defined by current law and regulations, this gross dividend will be subject to a single fixed-

rate withholding tax paid at an overall rate of 30% (i.e. 12.8% for income tax and 17.2% for social contributions), unless they opt for the progressive income tax scale, which would, in this case, apply to all revenue from capital received in 2022. If the option for the progressive scale is taken, it will entitle the beneficiary to the 40% proportional rebate stipulated in point 2 of 3 of Article 158 of the French General Tax Code, i.e. 1.24 euros per share. This regime is applicable to natural persons that are resident in France for tax purposes. The Shareholders' Meeting decides that the unpaid amount of the dividend attributable to treasury shares as of the payment date will be allocated to Retained earnings.

It notes that the Company, in respect of the past three financial years, carried out the following dividend distributions:

| (in euros) | Financial year ended December 31 | | |
|------------------------|----------------------------------|-------------|-------------|
| | 2021 | 2020 | 2019 |
| Total dividend pay-out | 114,349,573 | 158,643,860 | 120,576,836 |
| Net dividend per share | 3.10 | 4.29 | 3.25 |

4th resolution (Approval of the related-party agreements subject to the provisions of Articles L. 225-38 et seq. of the French Commercial Code)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having read the special report of the Statutory Auditors on agreements subject to the provisions of Articles L. 225-38 et seq. of the French Commercial Code, approves this report in all its provisions and acknowledges the agreements entered into and previously approved by the Shareholders' Meeting which continued during the past financial year.

The Shareholders' Meeting also notes that the Statutory Auditors' special report on the related party agreements and commitments referred to in Article L. 225-38 of the French Commercial Code does not mention any new agreements entered into during the financial year ended December 31, 2022.

5th resolution (Renewal of the term of office of Ms Catherine Ronge as director)

The Shareholders' Meeting, noting that Ms Catherine Ronge's term of office has ended, and acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having read the report of the Board of Directors, renews the term of office as director of Ms Catherine Ronge for a term of four years, i.e., until the end of the Shareholders' Meeting held in 2027 to approve the financial statements for 2026.

6th resolution (Renewal of the term of office of Mr Pierre Guiollot as director)

The Shareholders' Meeting, noting that Mr Pierre Guiollot's term of office has ended, and acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having read the report of the Board of Directors, renews the term of office as director of Mr Pierre Guiollot for a term of four years, i.e., until the end of the Shareholders' Meeting held in 2027 to approve the financial statements for 2026.

7th resolution (Appointment of Ms Frédérique Kalb as director)

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, appoints Ms Frédérique Kalb as director, for a period of four years, i.e. until the end of the Shareholders' Meeting held in 2027 to approve the financial statements for 2026.

8th resolution (Appointment of Mr Luc Gillet as director)

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, appoints Mr Luc Gillet as director, for a period of four years, i.e. until the end of the Shareholders' Meeting held in 2027 to approve the financial statements for 2026.

9th resolution (Ratification of the co-optation of Ms Carolle Foissaud as director)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having read the Board of Directors' report, ratifies the co-optation by the Board of Directors of Ms Carolle Foissaud as a director, in replacement of Ms Isabelle Boccon Gibod, who resigned, for the remainder of her term of office, i.e. until the end of the General Shareholders' Meeting called in 2024 to approve the financial statements for the year ended December 31, 2023.

10th resolution (Reappointment of Cailliau Dedouit as Principal Statutory Auditor)

The term of office of Cailliau Dedouit, Statutory Auditor, expiring at the end of this Shareholders' Meeting, the Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings and having read the Board of Directors' report, resolves to renew the term of office of Cailliau Dedouit Audit as Statutory Auditor for a further term of six financial years, i.e. until the end of the Shareholders' Meeting called in 2029 to approve the financial statements for the year ended December 31, 2028.

11th resolution (Approval of the information relating to the compensation of the Chairman and Chief Executive Officer and the members of the Board of Directors mentioned in Article L. 22-10-9, I, of the French Commercial Code included in the corporate governance report)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having read the report from the Board of Directors on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 I of the French Commercial Code, the information regarding compensation of the Chairman and Chief Executive Officer and members of the Board of Directors in Article L. 22-10-9 I. of the French Commercial Code, as presented in the Board of Directors' report on corporate governance shown in chapter 4 of the Company's 2022 Universal Registration Document, sections 4.2.1.1 and 4.2.1.2.

12th resolution (Approval of the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the 2022 financial year or allocated in respect of the same year to Mr Philippe Berterottière, Chairman and Chief Executive Officer)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having read the Board of Directors' report on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34, II, of the French Commercial Code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the 2022 financial year or allocated in respect of the same financial year to Mr Philippe Berterottière, Chairman and Chief Executive Officer, as presented in the report on corporate governance shown in chapter 4 of the Company's 2022 Universal Registration Document, section 4.2.1.2.3.

13th resolution (Approval of the compensation policy for the Chairman and Chief Executive Officer for the 2023 financial year)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having read the Board of Directors' report on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the policy on the compensation of the Chairman and Chief Executive Officer of the Company established by the Board of Directors for the 2023 financial year, as presented in sections 4.2.2.1 and 4.2.2.3 of the Company's 2022 Universal Registration Document.

14th resolution (Approval of the compensation policy for the members of the Board of Directors for the 2023 financial year)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having read the Board of Directors' report on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the policy on compensation of members of the Board of Directors established by the Board of Directors for the 2023 financial year, as presented in sections 4.2.2.1 and 4.2.2.2 of the Company's 2022 Universal Registration Document.

15th resolution (Authorisation to be granted to the Board of Directors to carry out transactions on the Company's shares)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, authorises the Board of Directors, with the option to sub-delegate as provided for by law, in accordance with the provisions of Articles L. 22-10-62 et seq. and Articles L. 225-210 et seq. of the French Commercial Code, and European regulation no. 596-2014 of the European Parliament and of the Council of April 16, 2014, to carry out or arrange purchases of shares in the Company according to the conditions and requirements fixed by the applicable legal and regulatory provisions.

This authorisation is intended in particular to enable:

- the implementation of any share purchase option plan of the Company under the provisions of Articles L. 225-177 et seq. and L. 22-10-56 et seq. of the French Commercial Code, or any similar plan;
- the allocation or sale of shares to employees or corporate officers of the Company or of Group companies under the conditions and in accordance with the procedures allowed by law, notably with respect to Company profit-sharing; or the implementation of any employee savings scheme under the conditions provided for by law, specifically Articles L. 3332-1 et seq. of the French Labour Code, the sale of shares previously acquired by the Company pursuant to this resolution or providing for the free allocation of these shares in the form of a top-up of Company securities and/or to replace the discount;
- the delivery of shares upon the exercise of rights attached to securities giving right to repayment, conversion, exchange, presentation of a warrant, or any other means of allocating shares of the Company;
- more generally, to honour the obligations linked to share option programmes or other plans for allocation of shares to employees or corporate officers of the Company or those of an associated company;
- the retaining and later delivery of shares (in exchange, payment or other) as part of an acquisition transaction, limited to 5% of the number of shares comprising the share capital;
- the cancellation of all or part of the shares bought back under a resolution of a Shareholders' Meeting in force; and
- the stimulation of the secondary market or the liquidity of the shares by an investment services provider acting under a liquidity contract in compliance with the market practice recognised by the Autorité des Marchés Financiers.

This share buyback program would also be intended to allow the Company to operate for any other authorised purpose or that would become authorised by any applicable laws or regulations in force and to implement any practice that would become allowed by the Autorité des Marchés Financiers. In such event, the Company would inform its shareholders through a press release.

The acquisition, sale or transfer of shares may be carried out, on one or more occasions, by any means authorised by the legal and regulatory provisions in force, on regulated markets, multilateral trading facilities, systematic internalisers or over-the-counter, including by acquisition or sale of blocks of shares (without limiting the portion of the buyback program that may be carried out by this means), by tender offer or exchange offer, or by use of options or other forward financial instruments or by delivery of shares following the issue of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or in any other manner, either directly or indirectly through an investment services provider.

The Board of Directors may use this authorisation at any time, within the limits set by legal and regulatory provisions and those provided for in this resolution (except during a period of tender offer filed by a third party for the Company's securities).

The total number of shares purchased by the Company since the beginning of the buyback program (including those that were the subject of the said buyback) does not exceed 10% of the shares composing the capital of the Company, representing, for illustrative purpose, 3,707,835 based on the capital on December 31, 2022, it being understood that (i) the number of shares acquired for retention and their subsequent presentation in a merger, split or contribution transaction cannot exceed 5% of its share capital; and (ii) when the shares are bought back to improve liquidity under the conditions defined by the general regulations of the Autorité des Marchés Financiers, the number of shares used for calculating the above-specified 10% limit corresponds to the number of shares bought, less the number of shares sold during the period of the authorisation.

The Company cannot directly or indirectly own more than 10% of its share capital.

The maximum unit purchase price may not exceed 180 euros (or the equivalent value of this amount on the same date in any other currency) excluding acquisition costs, this maximum price being applicable only to acquisitions decided on or after the date of this

Shareholders' Meeting and not to forward transactions concluded pursuant to an authorisation granted by a previous Shareholders' Meeting and providing for share acquisitions after the date of this Meeting. In the event of a capital transaction, in particular a share split or reverse share split or free allocation of shares, or a transaction affecting shareholders' equity, the aforementioned amount will be adjusted to take into account the impact of the value of these transactions on the value of the share.

In accordance with the provisions of Article R. 225-151 of the French Commercial Code, the maximum overall amount of funds which can be allocated to the share buyback program cannot exceed 667,410,300 euros, corresponding to a maximum number of 3,707,835 shares acquired on the basis of the maximum unit price of 180 euros authorised above.

The Shareholders' Meeting gives full powers to the Board of Directors, with the option to sub-delegate under the conditions set by law, to decide upon and carry out the implementation of this share buyback program to define its term more precisely if necessary, to decide upon the procedures, carry out if necessary any adjustments related to capital transactions, to issue trading orders, enter into all agreements, especially for keeping records of purchases and sales of shares, allocate or reallocate the shares acquired to the objectives pursued under the applicable legal and regulatory conditions, set the terms and conditions under which the rights of holders of securities or options will be preserved, in accordance with legal, regulatory or contractual obligations, to make any statements to the French Financial Markets Authority (AMF – Autorité des Marchés Financiers) any other body, to carry out any formalities, and generally, to do everything necessary.

This authorisation would be granted for a period of 18 months as from the date of this Shareholders' Meeting. As of this date, it terminates, for the unused portion, the authorisation for the same purpose, granted to the Board of Directors by the Shareholders' Meeting of May 31, 2022 (15th resolution).

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

16th resolution (Authorisation to be given to the Board of Directors for a period of 24 months to reduce the share capital by cancelling treasury shares)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having read the Board of Directors' report and the Statutory Auditors' report:

1. authorises, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code and of Article L. 225-213 of the same Code, the Board of Directors to reduce the share capital, in one or more several times, in the proportions and at the times it decides, by cancelling all or part of the shares acquired by the Company, within the limit, per period of 24 months, of 10% of the share capital as observed at the end of this Shareholders' Meeting;
2. grants all powers to the Board of Directors, with the option to delegate as provided for by law, to:
 - carry out these cancellations and reductions of the share capital,
 - set the final amount, set the terms and note the achievement,
 - charge the difference between the book value of the cancelled shares and their nominal amount to all reserves and premiums,
 - make the corresponding modification of the by-laws and, generally, do the necessary, all in accordance with the legal provisions in force when using this authorisation;
3. decides that this authorisation is granted for a period of 24 months beginning on the date of this Shareholders' Meeting. On that date, it terminates the authorisation for the same purpose granted to the Board of Directors by the Shareholders' Meeting of May 31, 2022 (16th resolution).

17th resolution (Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue with preferential subscription rights of shares and/or securities giving access to the share capital of the Company or its subsidiaries and/or securities giving entitlement to the allocation of debt securities)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6 of the French Commercial Code, Articles L. 228-91 et seq., and Articles L. 22-10-49 et seq. of the said Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, regulations and the bylaws, its authority to decide the issue, with maintenance of the preferential subscription right, on one or more occasions, in France or abroad, in the proportion and at the times that it shall decide, either in euros or in any other currency or monetary unit established by reference to several currencies, (i) of ordinary shares in the Company, (ii) of securities governed by Articles L. 228-91 et seq. of the French Commercial Code, which are equity securities of the Company giving access to other equity securities of the Company, and/or giving entitlement to receive debt securities of the Company, (iii) securities representing a right of debt, whether governed or not by Articles L. 228-91 et seq. of the French Commercial Code, giving access to or which may give access to equity securities to be issued by the Company, or that may give access to existing equity securities and/or debt securities of the Company, (iv) securities, which are equity securities of the Company, giving access to equity securities, current or to be issued in future, of companies and/or debt securities of companies, in which the Company will hold directly or indirectly, at the time of issue, more than half of the share capital, or securities that may give access to existing equity securities and/or debt securities of the Company and/or (v) securities which are equity securities of the Company giving access to existing equity securities and/or debt securities of other companies in which the Company will not directly or indirectly hold more than half of the share capital at the time of issue, or that, as the case may be may give access to existing equity securities and/or to debt securities, it being specified that the subscription of shares and other securities may be made either in cash or as consideration for other receivables;
2. resolves to set as follows the limits of the amounts of capital increases authorised in the event of use by the Board of Directors of this delegation of authority:
 - the maximum nominal amount of the Company's capital increases that may be carried out immediately or in the future under this delegation is set at 75,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the overall ceiling on capital increases by the Company provided for in resolution 25 proposed to this Shareholders' Meeting or, any subsequent overall ceiling provided for in any similar resolution that may replace said resolution during the period of validity of this delegation. To this ceiling will be added, where applicable, the nominal amount of any additional shares to be issued, in the event of new financial transactions, in order to preserve, in accordance with the law and, where applicable, contractual provisions, the rights of the holders of securities giving access to the share capital, share subscription or purchase options or free share allocation rights,
 - in the event that debt securities are issued under this delegation of authority, the maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation may not exceed 500,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issue, this amount being increased, if applicable, by any redemption premium above par, it being specified that this amount will be deducted from the overall ceiling applicable to the issuance of debt securities provided for in resolution 25 proposed to this Shareholders' Meeting, or, where applicable, against the overall ceiling that may be provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;
3. if the Board of Directors uses this delegation of authority:
 - decides that the issue(s) will be reserved by preference for shareholders who may subscribe on an irreducible basis in proportion to the number of shares then owned by them,
 - acknowledges that the Board of Directors has the option of instituting a subscription right on a reducible basis,
 - acknowledges that any decision to issue securities under this delegation of authority shall automatically entail, for the benefit of the holders of the securities issued giving access to the share capital or potentially giving access to future equity securities to be issued by the Company, the waiver by the Company's shareholders of their preferential subscription rights to the shares to be issued to which these securities will create immediate or future entitlement,

- notes that any decision to issue, under this delegation of authority, securities referred to in point 1 (iv) above will require, if these securities give access to equity securities to be issued by a company in which the Company holds or will hold, directly or indirectly, more than half of the share capital, approval by the extraordinary shareholders' meeting of the company concerned,
 - decides, in the event of an issue of ordinary shares and/or securities, in accordance with Article L. 225-134 of the French Commercial Code, that subscriptions on an irreducible basis and, where applicable, on a reducible basis have not absorbed the entire issue, the Board of Directors may apply, under the conditions provided for by law and in the order it determines, one or more of the following options:
 - freely distribute all or part of the shares or, in the case of securities giving access to the share capital, those securities whose issue has been approved but which remain unsubscribed,
 - offer to the public all or part of the unsubscribed shares or, in the case of securities giving access to the share capital, unsubscribed securities, on the French or a foreign market,
 - in general, including in the two cases referred to above, limit the issue to the amount of subscriptions, provided that this amounts to at least three-quarters of the increase decided,
 - resolves that the issues of warrants to subscribe for shares in the Company may be carried out by subscription offer, but also by free allocation to the owners of the existing shares, it being specified that the allocation rights forming fractional shares will not be negotiable or transferable and the corresponding securities will be sold;
4. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law and the bylaws, to implement this delegation of authority, in particular to:
- decide on the issue and determine the securities to be issued,
 - decide, in the event of an immediate or future issue of shares, the amount of the capital increase, the issue price and the amount of the premium that may, if applicable, be requested upon issue,
 - determine the dates and terms of the issue, and the nature, number and characteristics of the securities to be created,
 - decide, in addition, in the case of bonds or other debt securities (including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether or not they are subordinated, set their interest rate and provide, where appropriate, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the par value of the securities and the other terms of issue and amortisation; where applicable, these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities or provide for the option for the Company to issue debt securities (equivalent or not) in payment of interest whose payment would have been suspended by the Company or take the form of complex bonds as defined by the stock market authorities,
 - modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,
 - determine the method of payment for shares or securities giving access to the share capital to be issued immediately or in the future,
 - set, if applicable, the terms and conditions for exercising the rights attached to the shares or securities and, in particular, to set the date, which may be retroactive, from which the new shares to be issued will carry dividend rights, as well as any other terms and conditions for carrying out the issue,
 - determine the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock market, at any time or during specified periods, the securities issued or to be issued immediately or in the future, with a view to cancelling them or not, in accordance with legal provisions,
 - provide an option to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions,
 - at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct the sums necessary to provision the legal reserve,
 - determine and make any adjustments to take into account the impact of transactions on the Company's share capital and take any other steps to ensure, where applicable, the preservation of the rights of the holders of securities giving access to the share capital (including by cash adjustments) in accordance with law, regulations and any applicable contractual provisions,
 - if applicable, to have the shares or securities to be issued admitted to trading on a regulated market,
 - record the completion of each capital increase and amend the bylaws accordingly,
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation and the exercise of the rights attached thereto;
5. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation to hold a tender offer for the Company's securities from the date of filing by a third party until the end of the offer period;
6. sets at twenty-six months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution.

18th resolution (Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue, with cancellation of preferential subscription rights, of shares and/or securities giving access to the share capital of the Company or its subsidiaries, and/or securities giving entitlement to the allocation of debt securities, by public offer other than those stipulated in Article L. 411-2, 1^o of the French Monetary and Financial Code)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6 of the French Commercial Code, and provisions of Articles L. 22-10-49, L. 225-135 and L. 22-10-51, L. 225-136, L. 22-10-52, L. 22-10-54 and L. 228-91 et seq. of the said Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, regulations and the bylaws, its authority to decide on the issue, on one or more occasions, in the proportion and at the times it shall decide in France or abroad, with cancellation of preferential subscription rights, by a public offering other than those mentioned in Article L. 411-2 1 of the French Monetary and Financial Code, either in euros or in any other currency or monetary unit established by reference to several currencies, (i) ordinary shares of the Company, (ii) equity securities governed by Articles L. 228-91 et seq. giving access to other equity securities of the Company, and/or giving entitlement to receive debt securities of the Company, (iii) securities representing a debt right, whether governed or not by Articles L. 228-91 et seq. of the French Commercial Code, giving access or which may give access to equity securities to be issued by the Company, or giving access to existing equity securities and/or debt securities of the Company, (iv) equity securities of the Company, giving access to existing or future equity or debt securities in companies, in which the Company will hold directly or indirectly, at the time of the issue, more than half of the share capital, or giving access to existing equity and/or debt securities of the Company, and/or (v) equity securities of the Company giving access to existing and/or future equity or debt securities of other companies in which the Company will not directly or indirectly hold more than half of the share capital at the time of issue, or giving access to existing equity securities and/or debt securities, it being specified that the subscription of shares and other securities may be made either in cash or as consideration for receivables. These securities may in particular be issued as consideration for any securities contributed to the Company, as part of a public offer including an exchange component initiated by the Company in France or abroad, depending on the local rules on securities in compliance with the conditions set out in Article L. 22-10-54 of the French Commercial Code;

This decision automatically entails, in favour of the holders of the securities to potentially be issued by the Group companies, the waiver by the Company's shareholders of their preferential subscription rights to the shares or securities giving access to the Company's share capital to which these securities give entitlement;

2. resolves to set as follows the limits on the amounts of Company shares the Board of Directors may issue under this delegation of authority:
 - the maximum nominal amount of the Company's capital increases that may be carried out immediately or in the future under this delegation is set at 35,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the nominal ceiling on the Company's capital increases without preferential subscription rights provided for in paragraph 2 of resolution 19 proposed to this Shareholders' Meeting, and the overall ceiling applicable to the Company's capital increases provided for in resolution 25 proposed to this Meeting or, if applicable, the overall ceiling provided for in any similar resolution that may succeed this resolution during the period of validity of this delegation,
 - to these ceilings will be added, where applicable, the nominal amount of any Company shares to be issued, in the event of new financial transactions, to preserve, in accordance with law, regulations and any contractual stipulations, the rights of holders of securities giving access to the share capital,
 - in the event that debt securities are issued under this delegation of authority, the maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation may not exceed 500,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issue, this amount being increased, if applicable, by any redemption premium above par, it being specified that this amount shall be deducted from the amount of the nominal ceiling for issues of debt securities provided for in paragraph 2 of resolution 19 proposed to this Shareholders' Meeting and the overall ceiling applicable to the issuance of debt securities provided for in resolution 25 proposed to this Shareholders' Meeting or, if applicable, the amount of the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;
3. resolves to cancel the preferential subscription rights of the Company's shareholders to the securities covered by this resolution, while leaving open to the Board of Directors, pursuant to Article L. 22-10-51 first paragraph, the option to grant shareholders, for a period and in accordance with the terms and conditions that it shall set and with law and regulations, a subscription priority period in respect of all or part of any issue, that shall not create negotiable rights, which must be exercised in proportion to the number of shares held by each shareholder and may be supplemented by a subscription on a reducible basis;

4. resolves that if the subscriptions, including, where applicable, those of the shareholders, have not absorbed the entire issue, the Board of Directors may apply, in the order it determines, the one of the following:
 - freely allocate all or part of unsubscribed securities,
 - offer all or part of the unsubscribed shares to the public,
 - limit the amount of the transaction to the amount of subscriptions received, provided that the latter total at least three-quarters of the issue approved;
5. notes that the public offers of shares and/or securities decided under this delegation of authority may be combined, within the framework of the same issue or several issues of shares and/or securities, with the offers referred to in Article L. 411-2 of the French Monetary and Financial Code decided under the delegation of authority in resolution 19 proposed to this Shareholders' Meeting;
6. notes that any decision to issue securities under this delegation of authority shall automatically entail the waiver, in favour of the holders of the securities issued giving access to the share capital, by the Company's shareholders of their preferential subscription rights to any shares issued to which these securities will confer immediate or future entitlement;
7. notes that any decision to issue, under this delegation of authority, securities referred to in point 1 (iv) above will require, if these securities give access to equity securities to be issued by a company in which the Company holds or will hold, directly or indirectly, more than half of the share capital, approval by the extraordinary shareholders' meeting of the company concerned;
8. notes that, in accordance with Article L. 22-10-52 first paragraph of the French Commercial Code:
 - the issue price of the shares issued directly will be at least equal to the minimum required by the regulatory provisions applicable on the date of the issue (currently, the weighted average price of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering less a maximum discount of up to 10%), after, if necessary, correction of this average in the event of a difference between the effective dates;
 - the issue price of the securities giving access to the share capital and the number of shares to which each security may give rise through conversion, redemption or other type of transformation, shall be such that the amount received by the Company immediately, plus any further amount to be received subsequently, shall be for each share derived from these securities, at least equal to the minimum subscription price defined in the previous paragraph;
9. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law and the bylaws, to implement this delegation of authority, in particular to:
 - decide on the issue and determine the securities to be issued,
 - decide, in the event of an immediate and/or future issue of ordinary shares, the amount of the capital increase, the issue price and the amount of the premium that may, if applicable, be requested upon issue,
- determine the dates and the terms and conditions of the issue, the number and the characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether or not they are subordinated, set their interest rate and provide, where appropriate, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the par value of the securities and the other terms of issue and amortisation; where applicable, these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities or provide for the option for the Company to issue debt securities (equivalent or not) in payment of interest whose payment would have been suspended by the Company or take the form of complex bonds as defined by the stock market authorities; amend, during the useful life of the securities in question, the terms referred to above, in accordance with applicable formalities,
- determine the method of payment for shares or securities giving access to the share capital to be issued immediately or in the future,
- set, if applicable, the terms and conditions for exercising the rights attached to the shares or securities giving right to the share capital to be issued and, in particular, to set the date, which may be retroactive, from which the new shares to be issued will carry dividend rights, as well as any other terms and conditions for carrying out the issue,
- determine the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock market, at any time or during specified periods, the securities issued or to be issued immediately or in the future, with a view to cancelling them or not, in accordance with legal provisions,
- provide for the option of suspending the rights attached to the securities issued in accordance with legal and regulatory provisions,
- in the event of an issue of securities for the purpose of remunerating securities tendered as part of a tender offer with an exchange component (offre publique d'échange), draw up the list of securities tendered to the exchange, set the conditions of the issue, the exchange parity and, where applicable, the amount of the cash balance to be paid, without the pricing methods in paragraph 8 of this resolution being applied and determine the terms of the issue in the case of either a public exchange offer, an alternative purchase or exchange offer, or a single offer proposing the purchase or exchange of the securities in question against settlement in securities and cash, or via a principal purchase or exchange offer combined with a subsidiary purchase or exchange component, or any other form of tender offer in accordance with applicable law and regulations,
- at its sole discretion to charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,

- set and make any adjustments to take into account the impact of transactions on the Company's share capital, and set the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved (including by way of cash adjustments),
 - record the completion of each capital increase and amend the bylaws accordingly,
 - if applicable, to have the shares or securities to be issued admitted to trading on a regulated market,
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation and the exercise of the rights attached thereto;
10. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation to hold a tender offer for the Company's securities from the date of filing by a third party until the end of the offer period;
 11. sets at twenty-six months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution;
 12. duly notes that if the Board of Directors were to use the delegation of authority granted under this resolution, the Board of Directors must report to the next Ordinary Shareholders' Meeting, in accordance with the law and the regulations, on the use made of the authorisations granted under this resolution.

19th resolution (Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue with cancellation of the preferential subscription rights of shares and/or securities giving access to the Company's share capital and/or securities granting entitlement to the allocation of debt securities, by private placement referred to in Article L. 411-2, 1^o of the French Monetary and Financial Code)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129 to L. 225-129-6 of the French Commercial Code, and provisions of Articles L. 22-10-49, L. 225-135 and L. 22-10-51, L. 225-136 and L.22-10-52 and L. 228-91 et seq. of the said Code, and of Article L. 411-2, 1^o of the French Monetary and Financial Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law and the bylaws, its authority to decide on the issue, on one or more

occasions, in the proportion and at the times it shall decide in France or abroad, with cancellation of preferential subscription rights, by an offer referred to in Article L. 411-2 1 of the French Monetary and Financial Code, either in euros or in any other currency or monetary unit established by reference to several currencies, (i) ordinary shares of the Company, (ii) equity securities governed by Articles L. 228-91 et seq. giving access to other equity securities of the Company, and/or giving entitlement to receive debt securities of the Company, (iii) securities representing a debt right, whether governed or not by Articles L. 228-91 et seq. of the French Commercial Code, giving access or which may give access to equity securities to be issued by the Company, or giving access to existing equity securities and/or debt securities of the Company, (iv) equity securities of the Company, giving access to existing or future equity or debt securities in companies, in which the Company will hold directly or indirectly, at the time of the issue, more than half of the share capital, or giving access to existing equity and/or debt securities of the Company, and/or (v) equity securities of the Company giving access to existing and/or future equity or debt securities of other companies in which the Company will not directly or indirectly hold more than half of the share capital at the time of issue, or giving access to existing equity securities and/or debt securities, it being specified that the subscription of shares and other securities may be made either in cash or as consideration for receivables.

This decision automatically entails, in favour of the holders of the securities to potentially be issued by the Group companies, the waiver by the Company's shareholders of their preferential subscription rights to the shares or securities giving access to the Company's share capital to which these securities give entitlement;

2. resolves to set as follows the limits on the amounts of Company shares the Board of Directors may issue under this delegation of authority:
 - the maximum nominal amount of the Company's capital increases that may be carried out immediately or in the future under this delegation is set at 35,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the nominal ceiling on the Company's capital increases without preferential subscription rights provided for in paragraph 2 of resolution 18 proposed to this Shareholders' Meeting, and the overall ceiling applicable to the Company's capital increases provided for in resolution 25 proposed to this Meeting or, if applicable, the overall ceiling provided for in any similar resolution that may succeed this resolution during the period of validity of this delegation,
 - to these ceilings will be added, where applicable, the nominal amount of any Company shares to be issued, in the event of new financial transactions, to preserve, in accordance with law, regulations and any contractual stipulations, the rights of holders of securities giving access to the share capital,

- in the event that debt securities are issued under this delegation of authority, the maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation may not exceed 500,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issue, this amount being increased, if applicable, by any redemption premium above par, it being specified that this amount shall be deducted from the amount of the nominal ceiling for issues of debt securities provided for in paragraph 2 of resolution 18 proposed to this Shareholders' Meeting and the overall ceiling applicable to the issuance of debt securities provided for in resolution 25 proposed to this Shareholders' Meeting or, if applicable, the amount of the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;
3. resolves to cancel the preferential subscription rights of the Company's shareholders to the securities covered by this resolution;
 4. notes that the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code decided upon under this delegation of authority may be combined, within the framework of the same issue or several issues of shares and/or securities, with public offers of shares and/or securities decided under the delegation of authority referred to in resolution 18 proposed to this Shareholders' Meeting;
 5. notes that if the subscriptions have not absorbed the entire issue, the Board of Directors may apply one of the following options, in the order it determines:
 - freely allocate all or part of unsubscribed securities,
 - limit the amount of the transaction to the amount of subscriptions received, provided that the latter total at least three-quarters of the issue approved;
 6. notes that any decision to issue securities under this delegation of authority shall automatically entail the waiver, in favour of the holders of the securities issued giving access to the share capital, by the Company's shareholders of their preferential subscription rights to any shares issued to which these securities will confer immediate or future entitlement;
 7. notes that any decision to issue, under this delegation of authority, securities referred to in point 1 (iv) above will require, if these securities give access to equity securities to be issued by a company in which the Company holds or will hold, directly or indirectly, more than half of the share capital, approval by the extraordinary shareholders' meeting of the company concerned;
 8. notes that, in accordance with Article L. 22-10-52 first paragraph of the French Commercial Code:
 - the issue price of the shares issued directly will be at least equal to the minimum required by the regulatory provisions applicable on the date of the issue (currently, the weighted average price of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering less a maximum discount of up to 10%), after, if necessary, correction of this average in the event of a difference between the effective dates;
 - the issue price of the securities giving access to the share capital and the number of shares to which each security may give rise through conversion, redemption or other type of transformation, shall be such that the amount received by the Company immediately, plus any further amount to be received subsequently, shall be for each share derived from these securities, at least equal to the minimum subscription price defined in the previous paragraph;
9. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law and the bylaws, to implement this delegation of authority, in particular to:
 - decide on the issue and determine the securities to be issued,
 - decide, in the event of an immediate and/or future issue of ordinary shares, the amount of the capital increase, the issue price and the amount of the premium that may, if applicable, be requested upon issue,
 - determine the dates and the terms and conditions of the issue, the number and the characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether or not they are subordinated, set their interest rate and provide, where appropriate, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the par value of the securities and the other terms of issue and amortisation; where applicable, these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities or provide for the option for the Company to issue debt securities (equivalent or not) in payment of interest whose payment would have been suspended by the Company or take the form of complex bonds as defined by the stock market authorities; amend, during the useful life of the securities in question, the terms referred to above, in accordance with applicable formalities,
 - determine the method of payment for shares or securities giving access to the share capital to be issued immediately or in the future,
 - set, if applicable, the terms and conditions for exercising the rights attached to the shares or securities giving right to the share capital to be issued and, in particular, to set the date, which may be retroactive, from which the new shares to be issued will carry dividend rights, as well as any other terms and conditions for carrying out the issue,
 - determine the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock market, at any time or during specified periods, the securities issued or to be issued immediately or in the future, with a view to cancelling them or not, in accordance with legal provisions,
 - provide for the option of suspending the rights attached to the securities issued in accordance with legal and regulatory provisions,

- at its sole discretion to charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,
 - set and make any adjustments to take into account the impact of transactions on the Company's share capital, and set the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved (including by way of cash adjustments),
 - record the completion of each capital increase and amend the bylaws accordingly,
 - if applicable, to have the shares or securities to be issued admitted to trading on a regulated market,
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation and the exercise of the rights attached thereto;
10. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation to hold a tender offer for the Company's securities from the date of filing by a third party until the end of the offer period;
 11. sets at twenty-six months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution;
 12. duly notes that if the Board of Directors were to use the delegation of authority granted under this resolution, the Board of Directors must report to the next Ordinary Shareholders' Meeting, in accordance with the law and the regulations, on the use made of the authorisations granted under this resolution.

20th resolution (Delegation of authority to be granted to the Board of Directors for a period of 26 months to increase the number of shares to be issued in the event of the issuance of ordinary shares and/or securities giving access to the share capital of the Company, any subsidiary and/or any other company with maintenance or cancellation of preferential subscription rights)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, the regulations and the bylaws, its authority to decide to increase the number of securities to be issued in the event of an issue with maintenance or cancellation of preferential subscription rights pursuant to resolutions 17, 18 and 19, at the same price as that used for the initial issue, within the periods and limits stipulated by applicable regulations at the time of the issue (currently, within thirty calendar days of the closing date for subscriptions and up to 15% of the initial issue volume), and in particular to grant an over-allocation option in accordance with market practices;

2. resolves that in the event of the issue, immediately and/or in the future, of ordinary shares, the nominal amount of the capital increases of the Company decided by this resolution shall be deducted from the ceiling stipulated in the resolution pursuant to which the initial issue is decided and from the overall ceiling applicable to capital increases provided for in resolution 25 proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that could succeed said resolution during the period of validity of this delegation;
3. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation to hold a tender offer for the Company's securities from the date of filing by a third party until the end of the offer period;
4. sets at twenty-six months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution.

21st resolution (Delegation of authority to be granted to the Board of Directors for a period of 26 months to issue shares and/or securities giving access to the share capital without preferential subscription rights in consideration for contributions in kind relating to shares and/or securities giving access to the share capital)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Article L. 225-147, and Articles L. 22-10-49 et seq., in particular Article L. 22-10-53 of the said Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law and the bylaws, its authority to proceed with the issue, on one or more occasions, in the proportions and at the times it sees fit, within the limit of 10% of the share capital, this limit being assessed at any time whatsoever, by applying this percentage to a share capital adjusted according to the transactions affecting it subsequent to this Shareholders' Meeting, i.e., for example, on the basis of the number of shares comprising the Company's share capital at December 31, 2020, a maximum of 3,707,835 Shares, in order to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, through the issue, on one or more occasions, of (i) ordinary shares of the Company, and/or (ii) securities, governed or not by Articles L. 228-91 et seq. of the French Commercial Code, which are equity securities of the Company giving access to other equity securities of the Company, and/ or giving entitlement to the allocation of debt securities of the Company, and/or (iii) debt securities of the Company, governed or not by Articles L. 228-91 et seq. of the French Commercial Code, giving access or which may give access to equity securities to be issued by the Company, which may give access to existing equity securities and/or debt securities of the Company, (iv) equity securities of the Company, giving access to equity securities, current or to be issued in future, of companies and/or debt securities of companies, in which the Company will hold directly or indirectly, at the time of issue, more than half of the share capital, or securities that may give access to existing equity securities and/or debt securities of the

Company and/or (v) securities which are equity securities of the Company giving access to existing equity securities and/or debt securities of other companies in which the Company will not directly or indirectly hold more than half of the share capital at the time of issue, or that may give access to existing equity securities and/ or to debt securities;

2. resolves that the maximum nominal amount of the Company's capital increases that may be carried out immediately or in the future pursuant to this resolution shall be deducted from the nominal ceiling of the Company's capital increases without preferential subscription rights provided for in paragraphs 2 of resolutions 18 and 19 proposed to this Shareholders' Meeting and from the overall ceiling applicable to the Company's capital increases defined in resolution 25 proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;
3. resolves that, in the event that debt securities are issued under this delegation, the maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation shall be deducted from the nominal ceiling for the issuance of debt securities provided for in paragraph 2 of resolutions 18 and 19 proposed to this Shareholders' Meeting and from the overall ceiling applicable to the issuance of debt securities provided for in resolution 25 proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that could succeed said resolution during the period of validity of this delegation;
4. cancels the preferential subscription rights of the Company's shareholders to the securities to be potentially issued under this delegation of authority;
5. notes, as necessary, that this delegation entails the waiver by the holders of shares of their preferential subscription rights to the Company's shares to which the securities issued on the basis of this resolution may entitle the holders immediately or in the future;
6. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions laid down by law and the bylaws, to implement this resolution, in particular to:
 - decide the issue remunerating the contributions and determine the securities to be issued, as well as their characteristics, the terms of their subscription and their effective date,
 - approving the list of securities contributed, approve the valuation of the contributions, set the conditions for the issue of the securities remunerating the contributions, and the amount of any balance to be paid,
 - determine the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved,

- at its sole discretion to charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,
 - record the completion of each capital increase and amend the bylaws accordingly,
 - if applicable, to have the shares or securities to be issued admitted to trading on a regulated market,
 - in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued under this delegation and for the exercise of the rights attached thereto;
7. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation to hold a tender offer for the Company's securities from the date of filing by a third party until the end of the offer period;
 8. sets at twenty-six months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution.

22nd resolution (Delegation of authority to be given to the Board of Directors for a period of 26 months to decide to increase the share capital by incorporation of premiums, reserves, profits or other items)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors in accordance with the provisions of Articles L. 22-10-49, L. 225-129 to L. 225-129-6, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, regulations and the bylaws, its authority to decide on the increase of the share capital in one or more instalments, in the proportion and at the times that it decides, by the successive or simultaneous incorporation in the share capital of all or part of the reserves, profits or premiums from the issue, merger, contribution or other kinds, whose capitalisation is permitted by law and the bylaws, by the creation and allocation of shares or by increasing the nominal value of shares or by a combination of these two processes. The maximum nominal amount of the Company's capital increases that may be carried out in this respect may not exceed 75,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the overall ceiling applicable to the capital increases of the Company provided for in resolution 25 proposed to this Shareholders' Meeting or, where applicable, the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;

2. if the Board of Directors uses this delegation of authority, delegates to the latter all powers, with the option of subdelegation under the conditions set by law and the bylaws, to implement this delegation, in particular to:
 - set the amount and nature of the sums to be incorporated into the share capital, set the number of new equity securities to be issued and/or the amount by which the par value of existing equity securities will be increased, and set the date, which may be retroactive, from which the new equity securities will carry dividend rights or when the increase in nominal of the existing equity securities will take effect,
 - decide, in the event of a distribution of free equity securities:
 - that fractional rights will not be negotiable and that the corresponding equity securities will be sold; the proceeds from the sale will be allocated to the rights holders under the conditions provided for by law and regulations,
 - that the shares that will be allocated under this delegation on the basis of existing shares and those that would benefit from double voting rights will benefit from this right as soon as they are issued,
 - make any adjustments to take into account the impact of transactions on the Company's share capital, and set the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved, carry out all acts and formalities in order to make the capital increase(s) definitive (including by means of cash adjustments),
 - record the completion of each capital increase and amend the bylaws accordingly,
 - at its sole discretion to charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,
 - if applicable, to have the shares or securities to be issued admitted to trading on a regulated market,
 - in general, enter into any agreement, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued under this delegation as well as for the exercise of the rights that are attached to it;
3. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation to hold a tender offer for the Company's securities from the date of filing by a third party until the end of the offer period;
4. sets at twenty-six months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution;
5. notes that the Board of Directors must report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the delegation of authority granted under this resolution.

23rd resolution (Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue, with cancellation of preferential subscription rights, of shares or securities giving access to the share capital reserved for members of employee savings schemes)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code, and Articles L. 3332-1 et seq. of the French Labour Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, regulations and the bylaws, its authority to decide on an increase in the Company's share capital, on one or more occasions, of a maximum nominal amount of 11,500 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, through the issue of shares or securities giving access to the share capital reserved for members of one or more employee savings schemes (or any other scheme for which Articles L. 3332-1 et seq. of the French Labour Code or any similar law or regulation makes it possible to reserve a capital increase under equivalent conditions) set up within a French or foreign company or group of companies, which are related to it under the conditions of Article L. 225-180 of the French Commercial Code and falling within the scope of consolidation or combination of the Company's financial statements pursuant to Article L. 3344-1 of the French Labour Code; it being specified that this resolution may be used for the purpose of implementing leverage effects, it being specified that the payment of shares and/or securities subscribed may be made either in cash or as consideration for certain, liquid and due receivables held against the Company;
2. resolves that the maximum nominal amount of the capital increase(s) potentially carried out immediately or in the future under this delegation may not exceed the 11,500 euros or the equivalent of this amount on the issue date, it being specified that the maximum nominal amount of the capital increases potentially carried out immediately or in the future under this delegation will be deducted from the applicable overall ceiling on capital increases provided for in resolution 25 proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;

3. resolves that the issue price of the new shares or securities giving access to the share capital shall be determined under the conditions provided for in Articles L. 3332-19 et seq. of the French Labour Code and shall be at least equal to 70% of the Reference Price (as defined below) or 60% of the Reference Price when the lock-in period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is at least ten years; however, the Shareholders' Meeting expressly authorises the Board of Directors to reduce or cancel the aforementioned discounts (within the legal and regulatory limits), if it deems it appropriate, in particular to take into account, inter alia, of legal, accounting, tax and social security rules applicable locally; for the purposes of this paragraph, the Reference Price means the average of the quoted prices of the Company's share on the regulated market of Euronext in Paris during the twenty trading sessions preceding the day of the decision setting the opening date for subscriptions by members of an employee savings scheme;
4. authorises the Board of Directors to allocate, free of charge, to the beneficiaries indicated above, in addition to the shares or securities giving access to the share capital to be subscribed in cash, shares or securities giving access to the share capital to be issued or already issued, as a replacement for all or part of the discount in relation to the Reference Price and/or matching contribution, it being understood that the benefit resulting from this allocation may not exceed the legal or regulatory limits applicable under the terms of the Articles L. 3332-10 et seq. of the French Labour Code;
5. resolves to cancel, in favour of the beneficiaries indicated above, the shareholders' preferential subscription rights to the shares to be issued and securities giving access to the share capital the issue of which is the subject of this delegation, the said shareholders also waiving, in the event of a free allocation to the above-mentioned beneficiaries of shares to be issued or securities giving access to the share capital, any right to the aforementioned shares or securities giving access to the share capital, including the portion of the reserves, profits or share premiums incorporated into the share capital, in respect of the free allocation of said shares made on the basis of this resolution;
6. resolves that the Board of Directors shall have full powers to implement this delegation, with the option of subdelegation under the conditions set by law and the bylaws, within the limits and under the conditions specified above to the effect in particular:
 - to draw up, under the legal conditions, the list of companies whose beneficiaries indicated above may subscribe to the shares or securities giving access to the capital thus issued and, where applicable, benefit from the free allocation of shares or securities giving access to the capital,
 - to decide that subscriptions may be made directly by the beneficiaries, members of an employee savings scheme, or through company mutual funds or other structures or entities permitted by applicable law or regulations,
 - determine the conditions, in particular regarding length of service, that the beneficiaries of the capital increases must fulfil,
 - set the opening and closing dates for subscriptions,
 - set the amounts of the issues that will be carried out under this authorisation and determine in particular the issue prices, dates, deadlines, terms and conditions of subscription, payment, delivery and enjoyment of the securities (which may be retroactive), the pro-rata allotment rules applicable in the event of oversubscription, as well as the other terms and conditions of the issues, within the legal or regulatory limits in force,
 - in the event of a free allocation of shares or securities giving access to the share capital, set the nature, characteristics and number of shares or securities giving access to the share capital to be issued, the number to be allocated to each beneficiary, and set the dates, deadlines, terms and conditions for the allocation of these shares or securities giving access to the share capital within the legal and regulatory limits in force and, in particular, choose either to substitute all or part of the allocation of these shares or marketable securities giving access to the share capital at the discounts to the Reference Price stipulated above, or to deduct the equivalent value of these shares or securities from the total amount of the matching contribution, or to combine these two possibilities,
 - in the event of the issue of new shares, to deduct, where applicable, from the reserves, profits or issue premiums, the sums necessary for the payment of said shares,
 - record the completion of capital increases up to the amount of shares that will be effectively subscribed,
 - if applicable, charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital resulting from these capital increases,
 - enter into all agreements, carry out directly or indirectly through an agent all transactions and formalities, including carrying out formalities following capital increases and the corresponding amendments to the bylaws,
 - in general, enter into any agreement, in particular for the successful completion of the proposed issues, take all measures and decisions and carry out all formalities necessary for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or subsequent to the capital increases carried out;
7. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation to hold a tender offer for the Company's securities from the date of filing by a third party until the end of the offer period;
8. sets at twenty-six months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this delegation.

24th resolution (Delegation of authority to be given to the Board of Directors to carry out a capital increase in favour of category(ies) of named beneficiaries, in connection with the implementation of the Group's international shareholding and savings plans, with the cancellation of preferential subscription rights)

The Shareholders' Meeting, having reviewed the report of the Board of Directors, the special report of the Statutory Auditors and the report of the Supervisory Board, and acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings:

1. delegates to the Board of Directors, within the framework of the provisions of L. 225-129, L. 225-129-2 to L. 225-129-6 and L. 225-138 of the French Commercial Code, its authority to increase the share capital, on one or more occasions, by issuing new shares as well as any other equity securities or securities giving access, immediately or in the future, to the Company's capital.
2. resolves to cancel shareholders' preferential subscription right to the shares that may be issued pursuant to this resolution and to reserve the subscription right to the category of beneficiaries meeting the following characteristics:
 - employees and corporate officers of companies outside the Group that are linked to the Company under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, in order to enable them to subscribe to the Company's share capital under conditions that are economically equivalent to those that may be offered to the members of one or more company employee savings schemes within the framework of a capital increase carried out pursuant to Resolution 23 of this Shareholders' Meeting, and/or
 - UCITS or other entities, with or without legal personality, for employee share ownership invested in securities of the company, the unit holders or shareholders of which will be the persons mentioned in (a) of this paragraph, and/or
3. any banking institution or subsidiary of such an institution intervening at the request of the Company for the purposes of establishing a shareholding or savings plan for the benefit of the persons mentioned in (a) of this paragraph insofar as recourse to the subscription of the person authorised in accordance with this resolution would be necessary or desirable in order to allow the employees or corporate officers referred to above to benefit from employee shareholding or savings formulas equivalent or similar in terms of economic advantage to those from which other employees of the Group would benefit;
4. notes that this delegation automatically entails, for the benefit of the holders of securities issued under this resolution and giving access to the Company's share capital, the waiver by the shareholders of their preferential subscription rights to the shares to which these securities create immediate or future entitlement;
5. resolves to set at a maximum of 11,500 euros the total nominal amount of the capital increases that may be carried out by virtue of this delegation, it being specified that this amount will be deducted from the overall nominal ceiling provided for in Resolution 25 proposed to this Shareholders' Meeting (or, as the case may be, from the amount of the overall ceiling that may be provided for by a resolution of the same nature that could succeed said resolution during the period of validity of this delegation) and from the ceiling provided for in Resolution 23 and proposed to this Shareholders' Meeting, it also being specified that this amount shall be increased, where applicable, by the adjustments that may be made in accordance with the applicable legal and regulatory provisions and, where applicable, with the applicable contractual stipulations, to preserve the rights of the holders of equity securities, securities or other rights giving access to the capital;
6. resolves that the issue price of the shares or securities giving access to the Company's capital shall be set by the Board of Directors, and may be (a) set under the same conditions as those provided for by Articles L. 3332-18 et seq. 3332-18 et seq. of the French Labour Code, the subscription price being at least equal to 80% of an average of the quoted prices of the Company's shares on Euronext Paris during the twenty trading sessions preceding the date of the decision setting the opening date for subscriptions under this resolution, or (b) equal to the price of the shares issued during a capital increase for the benefit of the employees who are members of a company employee savings scheme carried out at the same time; however, the Shareholders' Meeting expressly authorises the Board of Directors, if it deems it appropriate, to reduce or eliminate the discount thus granted, in particular in order to take into account, among other things, the legal, accounting, tax and social security systems applicable locally;
7. resolves that the Board of Directors shall have all powers, with the option to delegate or sub-delegate, in accordance with the legal and regulatory provisions, to implement this resolution and in particular to draw up the list of beneficiaries defined above; to determine the characteristics, amounts, terms and conditions of the transactions; to set the dates and terms of the issues to be made pursuant to this delegation; to set the opening and closing dates for subscriptions, the effective dates and the procedures for paying for shares; to grant deadlines for the payment of shares; to request the listing of the shares created; to determine the effective date and the terms of payment; to record the completion of the capital increases up to the amount of the shares actually subscribed; carry out, directly or through an agent, all operations and formalities related to share capital increases on their own decision; and, if they deem it appropriate, charge the costs of the capital increases against the amount of the premiums relating to these increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase.
8. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation to hold a tender offer for the Company's securities from the date of filing by a third party until the end of the offer period

This authorisation is granted for a period of 18 months as from the date of this document.

25th resolution (Overall limit on authorisations for issuing shares and securities giving access to the share capital)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, resolves to set at 121,500 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, the maximum aggregate nominal amount of share capital increases, immediate and/or in the future, that may be

carried out pursuant to the authorisations granted by the resolutions 17 to 24, it being specified that this nominal amount may be increased by the nominal amount of the additional shares to be issued to preserve the rights of the holders of securities giving access to the Company's share capital.

The Shareholders' Meeting also decides to set at 500,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, the maximum aggregate nominal amount of debt securities issues that may be carried out pursuant to the authorisations granted by resolutions 17 to 24.

RESOLUTION THAT FALLS WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

26th resolution (Powers to carry out formalities)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary and Extraordinary Shareholders' Meetings, grants full powers to the bearer of an original, a copy or an excerpt of the minutes of its deliberations to carry out any filing and formalities required by law.

Design and production: **côtécorp.**

Tel.: +33 (0)1 55 32 29 74

Photo credits: Shutterstock

5

REQUEST FOR ADDITIONAL DOCUMENTS



2023

**COMBINED
SHAREHOLDERS' MEETING
JUNE 7, 2023 AT 3.00 P.M.**



**This request should be returned
to UPTEVIA**

– Shareholders' Meeting –
Grands Moulins de Pantin,
9, rue du Débarcadère –
93761 Pantin Cedex

I, the undersigned: Ms Mr

Surname and first name:

Address:

Holder of: registered share(s),

requests Gaztransport & Technigaz (GTT) to send it, in view of the Combined Shareholders' Meeting of June 7, 2023, the documents referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code.

In:, on: / /2023

Signature

NOTE: Pursuant to paragraph 3 of Article R. 225-88 of the French Commercial Code, shareholders holding registered securities may, by a single request, obtain from GTT the documents referred to in Article R. 225-83 of the said Code for each subsequent Shareholders' Meeting.



Technology for a sustainable world

Registered office: 1, route de Versailles - 78470 Saint-Rémy-lès-Chevreuse - France
Tel.: + 33 (0)1 30 23 47 89 - Fax: + 33 (0)1 30 23 47 00 - gtt.fr

Safety

Excellence

Innovation

Teamwork

Transparency