

Covivio

Public limited company with share capital of €334,870,404
Registered office: 18 avenue François Mitterrand – 57000 Metz
R.C.S Metz: 364 800 060
SIRET: 364 800 060 00287

NOTICE OF CALL

The shareholders of the company Covivio (“**Covivio**” or the “**Company**”) are hereby informed that they are called to attend a Combined Ordinary and Extraordinary Shareholders' Meeting at 10:00 on Thursday 17 April 2025, at its general management headquarters, 10 rue de Madrid, Paris (75008), to resolve on the following agenda and draft resolutions:

AGENDA

ORDINARY SESSION

1. Approval of the Company’s financial statements for the year ended 31 December 2024;
2. Approval of the consolidated financial statements for the year ended 31 December 2024;
3. Allocation of income – Distribution of dividend;
4. Approval of the Statutory Auditors’ special report prepared in accordance with Article L. 225-40 of the French Commercial Code and the regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code referred to therein;
5. Approval of the information mentioned in Article L. 22-10-9 I. of the French Commercial Code related to compensation of all corporate officers paid during the fiscal year ended 31 December 2024;
6. Approval of the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2024 or allocated in respect of the said fiscal year to Jean-Luc Biamonti in his capacity as Chairman of the Board of Directors;
7. Approval of the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2024 or allocated in respect of the said fiscal year to Christophe Kullmann in his capacity as Chief Executive Officer;
8. Approval of the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2024 or allocated in respect of the said fiscal year to Olivier Estève in his capacity as Deputy Executive Officer;
9. Approval of the compensation policy applicable to the Chairman of the Board of Directors;
10. Approval of the compensation policy applicable to the Chief Executive Officer;
11. Approval of the compensation policy applicable to the Deputy Executive Officer;
12. Approval of the compensation policy applicable to the Directors;
13. Reappointment of the company Predica as Director;
14. Appointment of Micaela Le Divelec as Director;
15. Reappointment of the company ERNST & YOUNG ET AUTRES as principal Statutory Auditors;
16. Reappointment of the company ERNST & YOUNG ET AUTRES as Statutory Auditors in charge of carrying out the assurance of sustainability reporting;
17. Appointment of the company KPMG S.A. as Statutory Auditors in charge of carrying out the assurance of sustainability reporting;

18. Authorisation to be granted to the Board of Directors for the Company to purchase its own shares.

EXTRAORDINARY SESSION

19. Delegation of authority to the Board of Directors to increase the Company's share capital through the incorporation of reserves, profits or premiums;
20. Authorisation to be granted to the Board of Directors to reduce the Company's share capital through cancellation of shares;
21. Delegation of authority to the Board of Directors to issue Company shares and/or securities giving access to the Company's share capital (or to the share capital of companies in which the Company directly or indirectly owns more than half of the share capital), maintaining the shareholders' preferential subscription right;
22. Delegation of authority to the Board of Directors to issue Company shares and/or securities giving access to the Company's share capital, (or to the share capital of companies in which the Company directly or indirectly owns more than half of the share capital) with cancellation of shareholders' preferential subscription rights and with an optional priority period granted to them, by means of a public offering other than that mentioned in 1° of Article L. 411-2 of the Monetary and Financial Code;
23. Delegation of authority to the Board of Directors to issue Company shares and/or securities giving access to the Company's share capital (or to the share capital of companies in which the Company directly or indirectly owns more than half of the share capital), with cancellation of the preferential subscription right of shareholders, for the benefit of qualified investors or a restricted circle of investors within the framework of an offer referred to in 1° of Article L. 411-2 of the Monetary and Financial Code;
24. Authorisation to be granted to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights for shareholders;
25. Delegation of authority to the Board of Directors to issue shares and/or securities giving access to the Company's share capital, in consideration for securities contributed to any public exchange offer initiated by the Company;
26. Delegation of authority to the Board of Directors to issue shares and/or securities giving access to the Company's share capital, in order to pay for contributions in kind granted to the Company consisting of capital shares or transferable securities convertible into equity;
27. Delegation of authority to the Board of Directors to proceed to capital increases reserved for employees of the Company and of companies in the Covivio Group that are members of a company savings plan, with waiver of shareholders' preferential subscription right;
28. Authorisation to be granted to the Board of Directors to grant existing or new shares in the Company free of charge to employees and/or corporate officers of the Company and affiliates, entailing the waiver by the shareholders of their preferential subscription right to the shares to be issued;
29. Amendment of Article 15 (*Convocations and deliberations of the Board of Directors*), Article 16 (*Powers of the Board of Directors*) and Article 22 (*General Meetings*) of the Articles of Association of the Company;
30. Powers for formal recording requirements.

TEXT OF DRAFT RESOLUTIONS

ORDINARY SESSION

First resolution (*Approval of the Company's financial statements for the year ended 31 December 2024*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Company's financial statements for the fiscal year ended 31 December 2024 and the reports of the Board of Directors and Statutory Auditors on these annual financial statements, approves in full the report of the Board of Directors and the financial statements for the year ended 31 December 2024, which include the balance sheet, income statement and notes, as presented, showing a profit of €82,244,821.20.

The General Meeting consequently approves the transactions reflected by these financial statements and summarized in these reports.

The General Meeting notes that there were no expenditure and charges covered by Article 39.4 of the French General Tax Code and observes that there is no corporate income tax payable in this respect.

Second resolution (*Approval of the consolidated financial statements for the year ended 31 December 2024*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the reports of the Board of Directors and Statutory Auditors on the consolidated financial statements, approves the consolidated financial statements for the year ended 31 December 2024, which include the balance sheet, income statement and notes, as presented, as well as the transactions reflected by these financial statements and summarized in these reports.

The General Meeting notes that the consolidated net income of the Group as of 31 December 2024 was €68,118thousand.

Third resolution (*Appropriation of income – Distribution of dividend*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after noting that the profit for the financial year, which amounts to €82,244,821.20, plus the profit carried forward in the amount of €2,561,351.10, brings the profit available for distribution to €84,806,172.30, resolves, upon a proposal from the Board of Directors:

- to allocate the profit available for distribution amounting to € 84,806,172.30 to the distribution of a dividend;
- also to distribute a sum of €305,875,965.70 deducted from:
 - (i) to the "Merger bonus" account, up to €192,714,555.65, which will thus be reduced from €3,551,940 to €0;
 - (ii) €4,865,421.56 to the "Contribution bonus" account, up to €113,161,410.05, which will thus be reduced from €568,906,779.20 to €455,745,369.15.

Thus, each share will receive a dividend of €3.50.

The dividend will be distributed on 5 May 2025.

Based on the total number of shares which made up the share capital on 19 February 2025, i.e. 111,623,468 shares, subject to Article 25.3 of the Articles of Association of the Company to the Shareholders Subject to Withholding, a total dividend of €390,682,138 will be paid.

The portion of this dividend levied on profits subject to corporation tax and allocated to natural persons subject to income tax in France is only eligible to the 40% rebate in the event of an annual, express, overall and irrevocable option for the progressive income tax scale pursuant to Article 200 A 2 of the French General Tax Code. In compliance with Article 158 3, 3° b bis of the French General Tax Code, this rebate does not apply to earnings exempt from corporate income tax under the SIIC plan in application of Article 208 C of the French General Tax Code.

The tax-exempt dividend in application of Article 208 C of the French General Tax Code and not eligible for the 40% rebate amounts to €78,525,031.17.

The dividend withheld on the profits subject to corporate tax amounts to €198,995,696.78.

The balance of the dividend withdrawn in the amount of €113,161,410. from the “Contribution Bonus” account is considered a repayment of capital contributions within the meaning of the provisions of Article 112-1° of the French General Tax Code.

The General Meeting resolves that the amount the shareholders may have waived, as well as the amount corresponding to treasury shares on the dividend payment date, which do not grant a right to dividends pursuant to the provisions of Article L. 225-210 of the French Commercial Code, will be allocated to the “Retained earnings” account. Consequently, the General Meeting grants all powers to the Board of Directors, with a right of sub-delegation, under the conditions provided for by the legal and regulatory provisions, for the purpose of determining, considering in particular the number of shares held by the Company at the record date (included), the overall amount of the dividend and, consequently, the amount to be allocated to the "Retained earnings" account.

In accordance with the law, the General Meeting confirms that the dividends distributed for the previous three fiscal years were as follows:

Fiscal year	Type of dividend	Dividend paid per share	Amount of dividend eligible for the 40% rebate¹	Amount of dividend not eligible for the 40% rebate
2021	Current	€3.75	€0.9761	€2.7739
2022	Current	€3.75	€1.2939	€2.4561
2023	Current	€3.30	€1.0121	€2.2879

¹ *In case of option for a progressive rate of the revenue tax*

Fourth resolution (*Approval of the Statutory Auditors’ special report prepared in accordance with Article L. 225-40 of the French Commercial Code and the regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code mentioned therein*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Statutory Auditors’ special report on the regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, approves this report and such regulated agreements entered into or executed during the fiscal year ended 31 December 2024.

Fifth resolution (*Approval of the information mentioned in Article L. 22-10-9 I. of the French Commercial Code related to compensation of all corporate officers for the fiscal year ended 31 December 2024*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors’ report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code, approves pursuant to Article L. 22-10-34 I. of the French Commercial Code the information referred to in Article L. 22-10-9 I. of the French Commercial Code related to compensation of all corporate officers for the fiscal year ended 31 December 2024, and detailed in paragraph 5.3.4.2 of the Company’s universal registration document relating to the fiscal year ended 31 December 2024 (*document d’enregistrement universel*).

Sixth resolution (*Approval of the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2024 or allocated in respect of the said fiscal year to Jean-Luc Biamonti in his capacity as Chairman of the Board of Directors*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors on corporate governance drafted pursuant to Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2024 or allocated in respect of the said fiscal year to Jean-Luc Biamonti in his capacity as Chairman of the Board of Directors, as described in said report, and presented in paragraph 5.3.4.3.1 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2024.

Seventh resolution (*Approval of the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2024 or allocated in respect of the said fiscal year to Christophe Kullmann in his capacity as Chief Executive Officer*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors on corporate governance drafted pursuant to Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II. of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2024 or allocated in respect of the said fiscal year to Christophe Kullmann in his capacity as Chief Executive Officer, as described in said report, and presented in paragraph 5.3.4.3.2 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2024.

Eighth resolution (*Approval of the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2024 or allocated in respect of the said fiscal year to Olivier Estève in his capacity as Deputy Executive Officer*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors on corporate governance drafted pursuant to Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II. of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2024 or allocated in respect of the said fiscal year to Olivier Estève in his capacity as Deputy Executive Officer, as described in said report, and presented in paragraph 5.3.4.3.3 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2024.

Ninth resolution (*Approval of the compensation policy applicable to the Chairman of the Board of Directors*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance pursuant to Article L. 225-37 of the French Commercial Code describing in particular the items of the compensation policy of the legal representatives, approves pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors presented and detailed in paragraph 5.3.4.1.1 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2024.

Tenth resolution (*Approval of the compensation policy applicable to the Chief Executive Officer*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance pursuant to Article L. 225-37 of the French Commercial Code describing in particular the items of the compensation policy of the legal representatives, approves pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer presented and detailed in paragraph 5.3.4.1.2 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2024.

Eleventh resolution (*Approval of the compensation policy applicable to the Deputy Executive Officer*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code detailing in particular the items of the compensation policy of the legal representatives, approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy applicable to the Deputy Executive Officer presented and detailed in paragraph 5.3.4.1.2 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2024.

Twelfth resolution (*Approval of the compensation policy applicable to the Directors*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code, detailing in particular the items of the compensation policy of the legal representatives, approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy applicable to the Directors presented and detailed in paragraph 5.3.4.1.3 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2024.

Thirteenth resolution (*Reappointment of the company Predica as Director*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, and having reviewed the report by the Board of Directors, and having noted that the term of office of the company Predica as Director is due to expire at this General Meeting, resolves, to reappoint, as of this day, the company Predica as Director for a period of four (4) years expiring at the end of the General Meeting of Shareholders called in 2029 to approve the financial statements for the fiscal year ended 31 December 2028.

Fourteenth resolution (*Appointment of Micaela Le Divelec as Director*). – The General Meeting, ruling under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors, resolves to appoint, as of today, Micaela Le Divelec as a director for a period of four (4) years, to expire at the end of the General Meeting of shareholders called in 2029 to approve the financial statements for the fiscal year ending 31 December 2028.

Fifteenth resolution (*Reappointment of the company Ernst & Young et Autres as principal Statutory Auditor*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors, and having noted that the term of office of the statutory auditor Ernst & Young et Autres is due to expire at this General Meeting, resolves to reappoint, as of this day, the term of office of the statutory auditor Ernst & Young et Autres for a period of six (6) financial years expiring at the end of the General Meeting of Shareholders called in 2031 to approve the financial statements for the fiscal year ended 31 December 2030.

Sixteenth resolution (*Reappointment of the company Ernst & Young et Autres as Statutory Auditors in charge of the certification of information regarding sustainability*).– The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors, and having noted that the term of office as Statutory Auditors in charge of the certification of information regarding sustainability is due to expire at this General Meeting, resolves to renew, as of this day, the mandate of the company Ernst & Young et Autres, as Statutory Auditors in charge of the certification of information regarding sustainability for a period of six (6) fiscal years expiring at the end of the General Meeting of Shareholders called in 2031 to approve the financial statements for the fiscal year ended 31 December 2030.

Seventeenth resolution (*Appointment of the company KPMG S.A. as Statutory Auditors in charge of carrying out the assurance of sustainability reporting*).– The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors, resolves to appoint, as of this day, the company KPMG S.A., a public limited company with its registered office at Tour Eqho, 2 avenue Gambetta, 92066 Paris, registered with the Trade and Companies Register of Nanterre under number 775 726 417, as Statutory Auditors in charge of carrying out the assurance of sustainability reporting, for a period of six (6) fiscal year, corresponding to the remainder of the latter's term of office as principal Statutory Auditors of the Company and expiring at the end of the General Meeting of Shareholders called in 2031 to approve the financial statements for the fiscal year ended 31 December 2030.

Eighteenth resolution (*Authorisation to be granted to the Board of Directors for the Company to purchase its own shares*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Board of Directors and in accordance with the provisions of Articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, EC Regulation No. 596/2014 of the European Parliament and of the Council of 16 April 2014, Articles 241-1 to 241-7 of the General Regulation of the Autorité des Marchés Financiers (French Financial Markets Authority) and the market practices allowed by the Autorité des Marchés Financiers:

- terminates, effective immediately, for the unused portion, the authorisation given by the Combined General Meeting of 20 April 2024;
- authorises the Board of Directors, which may further delegate such authority under the conditions provided for by legal and regulatory provisions, to purchase treasury shares or cause them to be purchased, all at once or in several instances at the time of its choosing; and
- decides that purchases of Company shares as described in the paragraph above may be for a number of shares such that the number of shares that the Company would purchase during the buyback program does not exceed 10% of the shares making up the share capital of the Company (at any time whatsoever, and this percentage applies to adjusted capital based on the impact of transactions subsequent to this General Meeting). It is stipulated that (i) a maximum of 5% of the shares comprising the Company's share capital may be allocated for holding purposes and subsequent payment or exchange within the framework of a merger, split or contribution, and (ii) in the event of an acquisition within the context of a liquidity agreement, the number of shares taken into account for calculating the 10% limit on the total share capital mentioned above corresponds to the number of shares purchased less the number of shares resold during the term of this authorisation, and (iii) purchases made by the Company may not under any circumstances lead to it owning more than 10% of the share capital of the Company.

The maximum purchase price paid by the Company for its own shares must not exceed eighty-five euros (€85) per share (excluding acquisition expenses). In case of capital transactions, specifically through the incorporation of reserves and the allocation of free shares and/or the splitting or consolidation of shares, this price will be adjusted by a multiplier coefficient equal to the ratio between the number of shares comprising the share capital prior to the transaction and the same number after the transaction. Therefore, in the event of a change in the share par value, a capital increase through the incorporation of reserves, the allocation of free shares, the splitting or consolidation of shares, the distribution of reserves or any other assets, the amortisation of capital or any other transaction affecting shareholders' equity, the General

Meeting resolves to delegate to the Board of Directors the authority to adjust the aforementioned maximum purchase price in order to take these transactions into consideration in the share value.

The maximum amount of funds reserved for the share buyback program will be five hundred million euros (€500,000,000).

Subject to compliance with the applicable legal and regulatory provisions, transactions relating to purchases, disposals, exchanges or transfers may be executed by any means, including by trading on a regulated market or a multilateral trading facility, with systematic internalisers or over the counter particularly including through the acquisition or sale of blocks of shares (on or off the market), takeover or public exchange offering, as well as through the use of financial instruments, specifically derivative financial instruments traded on a regulated or over-the-counter market, such as calls or puts options or any combinations thereof, or by recourse to warrants, either directly or indirectly through an investment service provider, under the conditions authorised by the competent market authorities and at such times as the Company's Board of Directors deems fit. The maximum portion of the share capital acquired or transferred in the form of blocks of shares may comprise up to the entire program.

These transactions may take place at any time, subject to compliance with regulations in effect, unless a third-party files a public offering for the shares of the Company, until the end of the offer period.

This authorisation is intended to enable the Company to pursue the following objectives, in compliance with the applicable legal and regulatory provisions:

- to allocate shares to executive corporate officers or employees of the Company and/or of companies belonging to its group, in accordance with the terms and conditions set out in the laws and regulations applicable to (i) the sharing in the benefits due to the Company's growth, (ii) the stock option scheme provided for by Articles L. 225-177 *et seq.* of the French Commercial Code and L. 22-10-56 of the French Commercial Code, (iii) the scheme for the allocation of free shares as provided for in Articles L. 225-197-1 *et seq.* of the French Commercial Code and L. 22-10-59 and L. 22-10-60 of the French Commercial Code and (iv) any employee savings plan, as well as to undertake any hedging transaction relating to these transactions, under the conditions stipulated by the market authorities and at such times as the Board of Directors or the individual acting on behalf of the Board of Directors deems suitable;
- to remit the shares during the exercise of rights attached to securities giving the right, immediately or in the future, through redemption, conversion, exchange, presentation of a warrant or any other manner, to the allocation of Company shares, as well as to undertake any hedging transaction in relation to the issuance of such securities, under the conditions stipulated by the market authorities and at such times as the Board of Directors or the individual acting on behalf of the Board of Directors deems suitable;
- to hold the shares and remit them later as payment or in exchange in the context of potential transactions for external growth, merger, split or contribution;
- to cancel all or part of the shares through a reduction in the share capital (specifically in order to optimise cash management, return on equity or earnings per share), subject to this General Meeting adopting Resolution 20 below;
- to facilitate the liquidity of transactions and consistency in the trading of the Company's shares or to prevent price swings not justified by market trends within the framework of a liquidity agreement entered into with an investment services provider operating in complete independence, under the terms and conditions set by regulation and recognised market practices and in accordance with a code of ethics recognised by the Autorité des Marchés Financiers;
- and also with a view to any other practice that could be recognised by the law or the Autorité des Marchés Financiers or any other purpose to be authorised by the law or regulations in effect in future. In such a case, the Company would inform its shareholders by sending out a notice.

This authorisation is given for eighteen (18) months as at the date of this General Meeting.

The General Meeting grants complete authority to the Board of Directors, which may further delegate such authority under the conditions stipulated by the applicable legal and regulatory provisions, for the purposes

of implementing this authorisation, and specifically:

- to place all orders on the securities exchange or over the counter;
- to enter into any agreements specifically with a view to maintaining records on the purchase and sale of shares;
- to prepare any documents, specifically for information purposes;
- to allocate or reallocate the shares acquired for the various purposes in question, under the applicable legal and regulatory conditions; and
- to prepare any statements and execute any recording requirements of the Autorité des Marchés Financiers or any other public authority and, in general, to take all necessary measures.

The General Meeting acknowledges that, in the event that the Board of Directors uses this authorisation, the Board of Directors must report on it pursuant to Article L. 225-100 of the French Commercial Code, in accordance with Article L. 225-211 of the French Commercial Code.

EXTRAORDINARY RESOLUTIONS

Nineteenth resolution (*Delegation of authority to the Board of Directors to increase the Company's share capital through the incorporation of reserves, profits, or premiums*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, and having reviewed the report of the Board of Directors:

- terminates, effective immediately, for the unused portion, the delegation granted by the Combined General Meeting of 17 April 2024;
- hereby fully authorises the Board of Directors, in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code, which may further delegate such authority, to decide to increase the Company's share capital, on one or more occasions, in the proportions and at the times that it deems suitable, by incorporating all or part of the reserves, profits, premiums or any other sums that may be capitalised, to be executed through the issue of new free shares or an increase in the par value of the Company shares or a combination of these two procedures;
- resolves, the above notwithstanding, that the Board of Directors may not, unless with the prior authorisation of the General Meeting, use this delegation of authority as of the date of the filing by a third party of a proposed public takeover offer for the Company's shares, and until the end of the offer period;
- resolves that the maximum nominal amount of the capital increases performed under this delegation, immediately or in the future, may not exceed a total of thirty three million four hundred eighty thousand euros (€33,480,000), plus, if applicable, the par value of the additional shares to be issued in order to protect the rights of the holders of securities convertible into equity as required by legal, regulatory and contractual stipulations. This amount is set independently and separately from the caps on share capital increases as a result of share and/or securities issues authorised by Resolutions 21 to 27;
- resolves that this delegation is valid for a period of twenty-six (26) months from the date of this General Meeting;
- resolves that the rights forming fractional shares will be neither tradable nor transferable and that the corresponding shares will be sold; the sums resulting from the sale will be allocated to the holders of the rights as provided for under the legislative and regulatory provisions applicable; and
- resolves that the Board of Directors, which may further delegate such authority under the conditions stipulated by the legal and regulatory provisions, will have all powers to implement this delegation, specifically for the purposes of:
 - (i) determining the terms and conditions of the operations authorised above, and more specifically determining in this respect the amount of sums to be capitalised and the shareholders' equity account or accounts against which they will be drawn;

- (ii) setting the amounts to be issued and the dividend entitlement date, retroactively or not, for the securities to be issued;
- (iii) making any adjustments in order to take into account the impact of operations on the Company's share capital;
- (iv) setting the terms and conditions under which the rights of holders of securities providing access to the share capital will be maintained, as relevant, in accordance with the legal and regulatory provisions in force and the contractual provisions in force,
- (v) performing, either on its own or through an agent, all acts and formalities to make definitive any capital increases that may be carried out as authorised under this resolution; and
- (vi) amending the Articles of Association accordingly and, in general, doing whatever is necessary.

Twentieth resolution (*Authorisation to be granted to the Board of Directors to reduce the Company's share capital through the cancellation of shares*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

- terminates, effective immediately, for the unused portion, the authorisation given by the Combined General Meeting of 17 April 2024;
- authorises the Board of Directors, which may further delegate such authority, for a period of eighteen (18) months from the date of this General Meeting, to cancel, on one or more occasions and at the times it deems fit, the shares acquired by the Company under the authority of Resolution 18 or any other resolution with the same purpose and same legal basis, within the limit of 10% of the Company's share capital per period of twenty-four (24) months, and to reduce the share capital accordingly, on the understanding that this percentage applies to the capital following any adjustments to take into account the impact of transactions subsequent to this General Meeting; and
- authorises the Board of Directors to allocate the difference between the purchase value of the cancelled shares and their par value to the "Share premium" account or to any available reserves or premium account, including legal reserves, to a maximum of 10% of the completed capital reduction.

The General Meeting grants all authority to the Board of Directors, which may further delegate such authority under the conditions stipulated by the legal and regulatory provisions, to undertake this (these) transaction(s) involving share cancellations and capital reductions, specifically to set the final value of the capital reduction, setting the conditions and confirming its fulfilment and undertaking the corresponding amendment of the Company's Articles of Association, to take any formal recording measures, to make any efforts and statements to any public entities and, in general, to do anything necessary.

Twenty-first resolution (*Delegation of authority to the Board of Directors to issue Company shares and/or securities giving access to the Company's share capital (or to the capital of companies in which the Company directly or indirectly owns more than half of the share capital), maintaining the shareholders' preferential subscription right*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129 *et seq.*, and in particular Articles L. 225-129-2, L. 225-132 to L.225-134, and L. 228-91 *et seq.* of the French Commercial Code:

- terminates, effective immediately, for the unused portion, the delegation granted by the Combined General Meeting of 17 April 2024;
- delegates the authority to the Board of Directors, which may further delegate said authority, for a period of twenty-six (26) months as from the date of this General Meeting, to decide, on one or more occasions, in the proportions and at the times it deems fit, both in France and

abroad, on the issuance, in euros or in foreign currency, maintaining the shareholders' preferential subscription rights, of Company shares and/or securities (including warrants to subscribe for new or existing shares), providing immediate and/or future access by any means to the Company's share capital, whether issued free of charge or in return for payment. In accordance with article L. 228-93 of the French Commercial Code the securities to be issued may give access to equity securities to be issued by any company in which the Company directly or indirectly owns more than half of the share capital;

- notwithstanding the above, resolves that the Board of Directors may not, unless with the prior authorisation of the General Meeting, use this delegation of authority as of the date of the filing by a third party of a proposed public takeover offer for the Company's shares, and until the end of the offer period;
- resolves that the maximum nominal amount of the share capital increases performed under this delegation, immediately or in the future, may not exceed a total of one hundred million four hundred sixty thousands euros (€100,460,000), plus the par value of any additional shares to be issued to protect the rights of the holders of securities convertible into equity as required by applicable legal, regulatory and contractual stipulations. This amount is set independently and separately from the caps on share capital increases as a result of share and/or securities issues authorised by Resolution 19 and Resolutions 22 to 27; and
- also resolves that the par value of debt securities convertible into equity immediately and/or in the future that may be issued under this delegation may not exceed a total of one billion euros (€1,000,000,000) or the equivalent of this on the date of this issuance decision in the case of an issuance in foreign currency or in a unit of account set by reference to several currencies. Please note that the nominal amount of the debt securities convertible into equity immediately and/or in the future issued under this delegation and Resolutions 22 to 26 may not exceed a total of one billion euros (€1,000,000,000), the overall cap for all debt securities. This amount is independent of the amount of the debt securities for which issuance was decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.

Shares or securities convertible into equity may be subscribed for either in cash or by offsetting receivables against the Company.

Shareholders have a preferential right, in proportion to the value of their shares, to subscribe the shares and securities issued under this resolution. The Board of Directors may establish, for shareholders, a subscription right on a reducible basis for the shares or securities issued, which will be issued in proportion to their subscription rights and up to the maximum of their orders.

Consequently, if subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may use all or some of the options below in the order it deems appropriate:

- to restrict the issue to the amount of subscriptions, it being specified that in the event of a share issue, this limit may only be applied by the Board of Directors on condition that the subscriptions amount to at least three quarters (3/4) of the issue decided;
- to freely distribute all or part of any securities not subscribed on an irreducible basis and, where relevant, on a reducible basis; and
- to offer to the public all or part of the non-subscribed shares on the French market and/or abroad.

The General Meeting acknowledges that the authorisation implies, as applicable, in favor of the holders of such securities convertible into equity as may be issued under this delegation, automatic waiver by the shareholders of their preferential subscription right to shares in connection with such securities.

The General Meeting resolves that Company's stock warrants may be issued by subscription offer, as well as by free allocations to owners of old shares, and that, in the event of a free allocation of stock warrants, the Board of Directors will be entitled to resolve that fractional allocation rights will not be negotiable and that the corresponding securities must be sold.

The General Meeting grants all powers to the Board of Directors to implement this delegation, with a right

of sub-delegation, under the conditions provided for by the legal and regulatory provisions, specifically for the purposes of:

- determining the dates, prices and other conditions of the issues as well as the form and features of the transferable securities to be created;
- setting the amounts to be issued and the dividend entitlement date, retroactively or not, for the securities to be issued;
- determining the method of release for the shares or other securities issued and, if applicable, the conditions for their purchase or exchange;
- suspending, if applicable, the exercise of the share allocation rights attached to the securities to be issued, for a period no longer than three (3) months;
- setting the terms and conditions under which the rights of holders of securities convertible into equity will be maintained, as relevant, in accordance with the legal and regulatory provisions in force and the conditions of any applicable contracts providing for other adjustments;
- charging any amounts against the share premium as required, in particular the fees triggered by the issuance, to deduct from this amount the necessary amounts corresponding to 10% of the nominal value of each issue for the legal reserve after each increase;
- undertaking any formalities required for the listing for trading on a regulated market in France or abroad, of the rights, shares or securities issued, and providing the financial services of the securities in question and exercise of the corresponding rights;
- deciding, in the event of an issue of transferable securities representing debt securities convertible into equity, subject to the conditions defined by law, whether or not they are subordinated, setting the interest rate and the currency, the maturity, which may be perpetual if applicable, the fixed or variable redemption price with or without premium, the conditions for amortisation based on market conditions, and the conditions under which these securities will be convertible into shares of the Company and the other conditions for issue (including the act of granting guarantees or securities) and amortisation; and
- in general, taking any measure that may be required, entering into any agreements, requesting any authorisations, performing any formalities, and doing whatever is necessary to ensure the successful outcome of the issues planned, or to postpone them, and specifically recording the capital increases resulting from any issue performed through the use of this delegation, and amending the Company's Articles of Association accordingly.

Twenty-second resolution (*Delegation of authority to the Board of Directors to issue Company shares and/or securities giving access to the Company's share capital (or to the share capital of companies in which the Company directly or indirectly owns more than half of the share capital), with cancellation of shareholders' preferential subscription rights and, with an optional priority period granted to them, by means of a public offering other than that mentioned in 1° of Article L. 411-2 of the Monetary and Financial Code*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129 *et seq.*, and in particular Articles L. 225-129-2, L. 225-135, L. 225-136, and the provisions of Articles L. 22-10-51, L. 225-136, L. 22-10-52, and L. 228-91 *et seq.* of the French Commercial Code:

- terminates, effective immediately, for the unused portion, the delegation granted by the Combined General Meeting of 17 April 2024;
- delegates to the Board of Directors, which may further delegate such authority, the power to decide, on one or more occasions, in the proportions and at the times it deems fit, for a period of twenty-six (26) months as from the date of this General Meeting, , to issue, by way of an offer to the public other than that referred to 1 of Article L. 411-2 of the French Monetary and Financial Code), in France or abroad, in euros or in foreign currency, with cancellation of shareholders' preferential subscription rights, Company shares and/or securities giving access by any means, immediately and/or in the future, to the share capital of the Company. In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued

- may give access to securities giving access to share capital of any company in which the Company directly or indirectly owns more than half of the share capital;
- resolves, notwithstanding, that the Board of Directors may not, unless with the prior authorisation of the General Meeting, use this delegation of authority as of the date of the filing by a third party of a proposed public takeover offer for the Company's shares, and until the end of the offer period;
 - resolves that the maximum nominal value of increases in the Company's share capital made immediately or in the future under this delegation may not exceed:
 - (i) sixty-six million nine hundred seventy thousand euros (€66.970.000), if a priority period is granted by the Board of Directors to the shareholders, given that, to this amount will be deducted the nominal amount of any capital increase of the Company that may be carried out, resulting from the issue of shares and/or securities authorized under this delegation of powers pursuant to paragraph (ii) below and under Resolution 23 to 26; or
 - (ii) thirty-three million four hundred and eighty thousand euros (€33,480,000) if no priority period has been granted to the shareholders, it being specified that this cap is global with the capital increases resulting from the issues of shares and/or securities authorized under Resolution 23 to 26

To these caps will be added, where applicable, the additional par value of the shares or other equity securities to be issued in order to preserve the rights of the holders of securities representing debt instruments giving access to the share capital, in accordance with the applicable legal and regulatory provisions and any applicable contractual stipulations providing for other cases of adjustment; and

- resolves that the maximum nominal amount of debt securities giving access to the Company's share capital immediately and/or in the future, issued under this delegation may not exceed a total of one billion euros (€1,000,000,000), the overall cap for debt securities provided for herein and in Resolutions 21 and 23 to 26, or the equivalent of this amount on the date of the issuance decision in the event of issuance in foreign currency or in a unit of account set by reference to several currencies. This amount is independent of the amount of the debt securities for which issuance was decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.

Issuances decided under this delegation will be completed through public offering.

This delegation of authority expressly excludes the issue of preference shares or marketable securities providing access by any means to preference shares either immediately or in the future.

Shares or securities convertible into equity may be subscribed for either in cash or by offsetting receivables against the Company.

The General Meeting resolves:

- to waive the shareholders' preferential subscription right to the shares and/or securities issued under this delegation;
- to delegate to the Board of Directors, in accordance with Article L. 22-10-51 of the Commercial Code, the power to grant shareholders a priority subscription period for all share issues pursuant to this Resolution for a period of at least three (3) trading days, and under conditions that it will set in accordance with the regulations in force on the date of the operations in question. The priority subscription period that does not lead to the creation of negotiable rights must be exercised in proportion to the portion of equity owned by each shareholder and could potentially be topped up by a subscription on a reducible basis, in the understanding that unsubscribed shares will be sold through a public offer in France or, where applicable, abroad; and
- to delegate to the Board of Directors, in accordance with Article L. 22-10-52 of the French Commercial Code, the power to freely set the issue price of the equity securities that may be issued under this delegation of authority, within the following limits:
 - (i) the issue price of the new shares shall be set by laws and regulations in force at the date of use of this delegation less any discount determined freely by the Board of Directors up

to a maximum discount of 10%, and must be at least equal to the lowest price (at the discretion of the Board of Directors) of (x) the weighted average of the market prices over the last twenty trading sessions preceding the start of the public offering, (y) the weighted average of the market prices over the last three trading sessions preceding the start of the public offering or (z) the closing market price preceding the start of the public offering;

- (ii) the issue price of securities giving access to the share capital of the Company whether immediately and/or in the future, issued under this delegation will be such that the sum immediately received by the Company, plus, as applicable, any amount the Company might receive subsequently, for each share or other equity security issued as a consequence of the issuance of these securities, will be at least equal to the price determined by the Board of Directors according to (i) of the previous paragraph, after adjustment of this amount, if necessary, to cover any difference of dividend entitlement dates.

If subscriptions have not absorbed the entire issue of shares or other securities as defined above, the Board of Directors may use all or some of the options below, as it deems fit, and in the order, it deems appropriate:

- to limit the issuance to the amount subscribed, provided that this is equal to at least three quarters (3/4) of the agreed value of the issuance;
- to freely distribute all or part of the unsubscribed securities; and
- to offer all or part of the unsubscribed securities to the public.

The General Meeting acknowledges that this delegation automatically implies a waiver by the shareholders of their preferential subscription right to the shares to which such securities give entitlement, in favor of holders of securities giving access to the Company's share capital that may be issued.

The General Meeting grants all powers to the Board of Directors to implement this delegation, with a right of sub-delegation, under the conditions provided for by the legal and regulatory provisions, specifically for the purposes of:

- determining the dates and conditions of the issues as well as the features of the transferable securities and shares to be created or associated with them;
- setting the number of shares and/or other securities to be issued, as well as their terms and conditions, in particular their issue price and, as applicable, the amount of the premium;
- determining the terms of payment for the shares and/or other securities issued;
- setting the dividend entitlement date, with or without retroactive effect, of the securities to be issued and, as applicable, the conditions for their buyback or exchange;
- suspending, as applicable, exercise of the rights attached to the securities for a period no longer than of three (3) months under the limits stipulated by the applicable legal and regulatory provisions;
- setting the conditions to ensure the preservation of the rights of holders of securities or other instruments providing access to the share capital, in accordance with applicable legal and regulatory provisions and, as necessary, the applicable contractual stipulations providing for other adjustments;
- charging any amounts against the share premium as required, in particular the fees triggered by the issuance, to deduct from this amount the necessary amounts corresponding to 10% of the nominal value of each issue for the legal reserve after each increase;
- undertaking any formalities required for the listing for trading on a regulated market in France or abroad, of the rights, shares or securities issued, and the providing the financial services of the securities in question and exercise of the corresponding rights;
- deciding, in the event of the issue of transferable debt securities convertible into equity as provided for under French law, whether these securities should be subordinated or not (and setting their subordination rank where applicable), setting their interest rate, currency, maturity (which may be perpetual), their fixed or variable redemption price (with or without premium), amortisation conditions based on market conditions, conditions under which these securities will entitle holders to Company shares, and other conditions concerning their issuance (including the act of granting guarantees or securities) and amortisation; and

- in general, taking any measure that may be required, entering into any agreements, requesting any authorisations, performing any formalities, and doing whatever is necessary to ensure the successful outcome of the issues planned, or to postpone them, and specifically recording the capital increases resulting from any issue performed through the use of this delegation, and amending the Company's Articles of Association accordingly.

Twenty-third resolution (*Delegation of authority to the Board of Directors to issue Company shares and/or securities giving access to the share capital (or to the share capital of companies in which the Company directly or indirectly owns more than half of the share capital), with cancellation of shareholders' preferential subscription rights, for the benefit of qualified investors or a restricted circle of investors within the framework of an offer referred to in Article L. 411-2, 1° of the Monetary and Financial Code*). – The General Meeting, ruling under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the auditors, in accordance with the provisions of articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91 to L. 228-93, L. 22-10-49, L. 22-10-51 and L. 22-10-52 of the Commercial Code and the provisions of Article L. 411-2 1° of the Monetary and Financial Code:

- delegates to the Board of Directors, with the right to sub-delegate, the power to decide, on one or more occasions, in the proportions and at the times it deems appropriate, for a period of twenty-six (26) months from the date of this General Meeting, the issue by means of an offer referred to in Article L.411-2, 1° of the French Monetary and Financial Code, in France or abroad, in euros or in foreign currency, with the cancellation of shareholders' preferential subscription right, of Company shares and/or of any securities giving access by any means, immediately and/or in the future, to the share capital of the Company. In accordance with Article L. 228-93 of the Commercial Code, the securities to be issued may give access to equity securities to be issued by any company in which the Company directly or indirectly owns more than half of the share capital;
- decides, notwithstanding the above, that the Board of Directors may not, unless authorized in advance by the General Meeting, make use of this delegation of authority from the time a third party files a proposed public offer for the Company's securities until the end of the offer period;
- resolves that the maximum nominal amount of the Company's share capital increases that may be carried out immediately and/or in the future, under this delegation, may not exceed thirty-three million four hundred and eighty thousand euros (€33,480,000), an overall cap with all capital increases resulting from the issues of shares and/or securities authorized by Resolution 24 to 26 and, in the case of issues made without a priority period being granted to shareholders, by Resolution 22, and will be deducted from the nominal amount of the share capital increases that may be carried out under paragraph (i) of Resolution 22 (issue with priority period).
To this cap will be added, if applicable, the nominal value of any additional shares or other equity securities to be issued to preserve the rights of holders of securities representing debt instruments giving access to the capital, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment;
- decides that the nominal amount of the debt securities giving access to the Company's share capital immediately and/or in the future, which may be issued under this delegation, may not exceed one billion euros (€1,000,000,000), the overall cap for all issues of debt securities provided for in this delegation and in Resolution 21, 22 and 24 to 26, or the equivalent value of this amount, on the date of the decision to issue, in the event of issue in a foreign currency or in a unit of account set by reference to several currencies. This amount is independent of the amount of debt securities whose issue would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.

Issues of preference shares and securities giving access by any means, immediately and/or in the future, to preference shares are expressly excluded from this delegation of authority.

The subscription of shares or securities giving access to the share capital may be made either in cash or by offsetting claims against the Company.

The General Meeting resolves to cancel the preferential subscription right of shareholders of shares and/or

securities issued under this delegation. The issues that may be carried out pursuant to this authorisation will be exclusively addressed to (i) persons providing the investment service of portfolio management on behalf of third parties, (ii) qualified investors and/or (iii) a restricted circle of investors within the meaning of Article D. 411-4 of the Monetary and Financial Code, provided that these investors are acting on their own behalf.

In accordance with Article L. 22-10-52 of the Commercial Code, the General Meeting decides to delegate to the Board of Directors the power to freely set the issue price of the equity securities that may be issued under this delegation of authority, within the following limits:

- the issue price of the shares will be set in accordance with the provisions of the laws and regulations in force at the time of use of this delegation, possibly less a discount freely determined by the Board of Directors up to a maximum of 10%, and must be at least equal to the lowest price (at the discretion of the Board of Directors) of (x) the weighted average of the prices of the last twenty trading sessions preceding the start of the public offering, (y) the weighted average of the prices of the last three trading sessions preceding the start of the public offering or (z) the closing price preceding the start of the public offering;
- the issue price of the securities giving access by any means, immediately and/or in the future, to the Company's share capital that may be issued pursuant to this delegation will be such that the sum received immediately by the Company, plus, where applicable, the sum that may be received subsequently by it, is, for each share or other equity security issued as a result of the issuance of these securities, at least equal to the price determined by the Board of Directors in accordance with the previous paragraph, after adjustment of this amount, if necessary, to cover any difference of dividend entitlement dates.

If the subscriptions have not absorbed the totality of an issue of shares or securities as defined above, the Board of Directors may decide to use, at its discretion and in the order it deems appropriate, all or part of the following options:

- to limit the issue to the amount of the subscriptions, provided that the amount of subscriptions reaches at least three-quarters (3/4) of the agreed issue amount;
- to freely distribute all or part of the unsubscribed securities;
- to offer all or part of the unsubscribed securities to the public.

The General Meeting acknowledges that this delegation automatically entails, in favor of the holders of marketable securities that may be issued and that give access to the Company's share capital, the waiver by the shareholders of their preferential subscription right to the shares to which these marketable securities give entitlement.

The General Meeting grants all powers to the Board of Directors to implement this delegation, with a right of sub-delegation, under the conditions provided for by the legal and regulatory provisions, specifically for the following purposes:

- to draw up the list of beneficiaries of the private placements carried out under this authorization and the number of securities to be allocated to each of them, as well as their terms and conditions, including the issue price and, where applicable, the amount of the bonus;
- to determine the dates and terms of the issues as well as the characteristics of the securities to be created or associated with them;
- to determine the number of shares and/or other securities to be issued, as well as their terms and conditions, and in particular their issue price and, if applicable, the amount of the bonus;
- to determine the method of release of the shares and/or securities issued;
- to determine the date of first entitlement, with or without retroactive effect, of the securities to be issued and, where applicable, the conditions for their redemption or exchange;
- to suspend, where applicable, the exercise of the rights attached to these securities for a maximum period of three (3) months within the limits provided for by the applicable legal and regulatory provisions;
- to establish the procedures by which the preservation of the rights of the holders of securities or of other rights giving access to the capital will be ensured, in accordance with the applicable legal and regulatory provisions and, where applicable, the applicable contractual provisions

- providing for other adjustments;
- if necessary, to decide to confer a guarantee or securities on the securities to be issued, as well as on the debt securities to which these securities would give entitlement, and determine their nature and characteristics;
- to carry out all formalities required for the admission to trading on a regulated market in France or abroad of the rights, shares or securities issued, and to provide financial services for the securities concerned and the exercise of the rights attached thereto;
- to proceed, where applicable, with any imputation on the issue bonus(es) and in particular that of the costs incurred by the realization of the issues, to deduct from this amount the sums corresponding to 10% of the nominal amount of each issue in order to endow the reserve after each increase;
- to decide, in the event of the issue of securities representing claims giving access to the Company's share capital and under the conditions laid down by law, whether or not they are subordinated, and if so, determine their rank of subordination, fix their interest rate and currency, their duration, which may be indefinite, the redemption price (fixed or variable with or without a bonus), the amortization terms according to market conditions and the conditions under which these securities will give entitlement to Company shares and their other terms of issue (including the fact of conferring guarantees or securities on them) and amortization ; and in general, to take any measure that may be required, to enter into any agreements, to request any authorizations, to perform any formalities, and to do whatever is necessary to ensure the successful outcome of the issues planned, or to postpone them, and specifically to record the share capital increases resulting from any issue performed through the use of this delegation, and to amend the Company's Articles of Association accordingly.

Twenty-fourth resolution (*Authorization to be granted to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase with or without preferential subscription rights for shareholders*). – The General Meeting, ruling under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the auditors and in accordance with the provisions of articles L. 225-135-1 and R. 225-118 of the Commercial Code:

- authorizes the Board of Directors, with the right to sub-delegate under the conditions laid down by the legal and regulatory provisions, to decide to increase the number of Company shares and/or securities giving access, immediately and/or in the future, to the Company's share capital to be issued for each of the issues with or without preferential subscription rights decided in application of Resolutions 21, 22, and 23, at the same price as that used for the initial issue, within the time limits and terms provided for by the regulations applicable on the day of the issue (currently, within thirty days of the closing of the subscription and within the limit of 15% of the initial issue);
- decides that the nominal amount of the increases in the Company's share capital that may be carried out, immediately and/or in the future, under this Resolution will be deducted from the nominal amount of the cap stipulated in the Resolution under which the initial issue is decided;
- decides, notwithstanding the above, that the Board of Directors may not, without prior authorization from the General Meeting, make use of this authorization from the time a third party files a proposed public offer for the Company's securities until the end of the offer period;

The General Meeting sets the period of validity of this authorization at twenty-six (26) months from the date of this General Meeting.

Twenty-fifth resolution (*Delegation of authority to the Board of Directors to issue shares and/or securities giving access to the Company's share capital in consideration for securities contributed to any public exchange offer initiated by the Company*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report,

and in accordance with the provisions of Articles L. 225-129*et seq.*, and L. 22-10-54 of the French Commercial Code:

- terminates, effective immediately, for the unused portion, the delegation granted by the Combined General Meeting of 17 April 2024;
- delegates to the Board of Directors, which may further delegate such authority, for a period of twenty-six (26) months as from the date of this General Meeting, the power to decide, on one or more occasions, in the proportions and at the times it deems fit, on the issuance of Company shares and/or securities convertible into equity, immediately and/or in the future, and by any means, through a public exchange offering launched by the Company, in France or (depending on local criteria and regulations) abroad, for shares of another company whose securities are admitted to trading on a regulated market pursuant to Article L. 22-10-54 of the French Commercial Code;
- resolves, notwithstanding the above, that the Board of Directors may not, unless with the prior authorisation of the General Meeting, use this delegation of authority as of the date of the filing by a third party of a proposed public takeover offer for the Company's shares, and until the end of the offer period;
- resolves that the maximum nominal value of increases in the Company's share capital made immediately and/or in the future under this delegation may not exceed 10% of the share capital of the Company (as is on the date of use of this delegation by the Board of Directors), which is the overall cap with all capital increases, resulting from the issues of shares and/or transferable securities authorized by Resolutions 23, 24 and 26 , and regarding the issuances carried out without granting the shareholders a priority subscription period, by Resolution 22, and will be deducted from the nominal amount of share capital increases that may be carried out under paragraph (i) of Resolution 22 (issue with priority period);
- resolves that the nominal amount of debt securities giving access to the Company's share capital immediately and/or in the future, that may be issued under this delegation may not exceed a total of one billion euros (€1,000,000,000), the overall cap for debt securities provided for herein and in Resolutions, 21 to 24 and 26, or the equivalent of this amount on the date of the issuance decision in the event of issuance in foreign currency or in a unit of account set by reference to several currencies. This amount is independent of the amount of the debt securities for which issuance was decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.
- acknowledges, in accordance with the provisions of Article L. 225-132 of the Commercial Code, the absence of shareholders' preferential subscription rights for the shares and/or securities issued under this delegation, the sole purpose of which is to remunerate securities contributed to a public exchange offer initiated by the Company; and
- acknowledges that the authorisation implies automatic waiver by the holders of any securities convertible into equity issued under this delegation of their preferential subscription right to shares in connection with such securities.

The General Meeting grants all powers to the Board of Directors to implement this delegation, with a right of sub-delegation, under the conditions provided for by the legal and regulatory provisions, specifically for the purposes of:

- defining the terms, conditions and details of the operation, within the limits set by this resolution and applicable legal and regulatory provisions;
- determining the exchange ratio as well as any amount payable in cash;
- recording the number of securities tendered to the exchange offer;
- determining the dates and issue conditions, in particular the price of the shares to be issued and their dividend entitlement date (possibly retroactive), or where applicable the dates and issue conditions of securities convertible, now or in future, into Company shares to be issued;
- taking all required measures to protect the rights of holders of securities or other instruments providing access to the share capital, in accordance with applicable legal and regulatory provisions and any contractual stipulations providing for other adjustments;

- recording the difference between the issue price of the new shares and their par value in the “Liabilities” section of the balance sheet under an “Additional paid-in capital” account which will cover the rights of all shareholders;
- at its sole initiative, charging the fees for any issuance to the amount of the “Additional paid-in capital” and deducting from this amount the necessary amounts corresponding to 10% of the nominal value of each issue for the legal reserve after each increase;
- undertaking any formalities required for the listing for trading on a regulated market in France or abroad, of the rights, shares or securities issued, providing financial services of the securities in question and ensuring the exercise of their attached rights; and
- in general, taking any measure that may be required, entering into any agreements, requesting any authorisations, performing any formalities, and doing whatever is necessary to ensure the successful outcome of the issues planned, or to postpone them, and specifically recording the capital increases resulting from any issue performed through the use of this delegation, and amending the Company’s Articles of Association accordingly.

Twenty-sixth resolution (*Delegation of authority to the Board of Directors to issue shares and/or securities giving access to the Company's share capital to pay for the contributions in kind granted to the Company consisting of capital shares or securities giving access to the Company's share capital*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors’ report and the Statutory Auditors’ special report, and in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, in particular Article L. 225-147 as well as Article L. 22-10-53 of the said code:

- terminates, with immediate effect, for the unused portion, the delegation granted by the Combined General Meeting of 17 April 2024;
- delegates to the Board of Directors, which may further delegate such authority, for a period of twenty-six (26) months starting on the date of this General Meeting, the power to decide, on the basis of the report of the contribution auditor(s) (*commissaire aux apports*) mentioned in Paragraphs 1 and 2 of Article L. 225-147 of the French Commercial Code, on the issuance of existing or new Company shares and/or securities convertible into equity, immediately and/or in the future and by any means, pursuant to Articles L. 228-91 *et seq.* of the French Commercial Code, to pay for the contributions in kind granted to the Company consisting of capital shares or transferable securities convertible into equity, when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply;
- the above notwithstanding, resolves that the Board of Directors may not, unless with the prior authorisation of the General Meeting, use this delegation of authority as of the date of the filing by a third party of a proposed public takeover offer for the Company’s shares, and until the end of the offer period;
- resolves that the maximum nominal amount of the increases in the Company’s share capital that may be carried out, immediately and/or in the future, pursuant to this delegation, is set at 10% of the Company’s share capital (as at the date of the Board of Directors’ use of this delegation), the overall cap including the total share capital increases resulting from the issues of shares and/or securities authorized by Resolutions 23 to 25 and, regarding the issuances carried out without granting the shareholders a priority subscription period, by the Resolution 22, and will be deducted from the nominal amount of share capital increases that may be carried out under paragraph (i) of Resolution 22 (issue with priority period);
- resolves that the nominal amount of debt securities giving access to the Company’s share capital immediately and/or in the future, that may be issued under this delegation may not exceed a total of one billion euros (€1,000,000,000), the overall cap for debt securities provided for herein and in Resolutions 21 to 25, or the equivalent of this amount on the date of the issuance decision in the event of issuance in foreign currency or in a unit of account set by reference to several currencies. This amount is independent of the amount of the debt securities for which issuance was decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code;

- acknowledges, in accordance with the provisions of Article L. 225-132 of the Commercial Code, that shareholders will not have any preferential subscription right to the shares and/or securities issued under this delegation, as their purpose is solely to compensate contributions in kind; and
- acknowledges that this delegation implies automatic waiver by the holders of any securities convertible into equity issued under this delegation of their preferential subscription right to shares in connection with such securities.

The General Meeting grants all powers to the Board of Directors to implement this delegation with a right of sub-delegation, under the conditions provided for by the legal and regulatory provisions, specifically for the purposes of:

- ruling on the report of the contribution auditor(s) regarding the capital contributions;
- defining the terms, conditions and details of the operation, within the limits set by this resolution and applicable legal and regulatory provisions;
- determining the exchange ratio as well as any amount payable in cash;
- recording the number of securities issued in remuneration for the contributions in kind;
- determining the dates and issue conditions, in particular the price and the entitlement date (possibly retroactive) of the new shares or other equity securities and, if relevant, the securities providing immediate or future access to the Company's share capital, evaluating the contributions and any special benefits that may be granted, and reducing the valuation of the contributions and any special benefits if agreed by the tenderers;
- recording the difference between the issue price of the new shares and their par value in the "Liabilities" section of the balance sheet under an "Additional paid-in capital" account which will cover the rights of all shareholders;
- at its sole initiative, charging the fees for any issuance to the amount of the "Additional paid-in capital" and drawing from this amount the necessary amounts corresponding to 10% of the nominal value of each issue for the legal reserve after each increase; and
- in general, taking any measures that may be required, entering into any agreements (in particular to ensure the successful outcome of the issue), requesting any authorisations, performing any formalities, and doing whatever is necessary to ensure the successful outcome of the issues planned, or to postpone them, and specifically recording the capital increases resulting from any issue performed through the use of this delegation, amending the Company's Articles of Association accordingly, requesting the listing for trading on a regulated market in France or abroad of all rights, shares and other securities issued under this delegation, and ensuring the financial services of the securities in question and the exercise of the corresponding rights.

Twenty-seventh resolution (*Delegation of authority to the Board of Directors to undertake capital increases reserved for employees of the Company and companies in the Covivio Group that are members of a company savings plan, with waiver of shareholders' preferential subscription right*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in order to enable a capital increase to take place, reserved for employees participating to a company or group savings plan at a level that remains consistent with the amount of the share capital, and in accordance with the provisions of Articles L. 225-129, L. 225-129-6, L. 225-138 *et seq.* of the French Commercial Code, and L. 3332-18 *et seq.* of the French Labour Code:

- terminates, effective immediately, for the unused portion, the delegation granted by the Combined General Meeting of 17 April 2024;
- delegates to the Board of Directors, with a right of sub-delegation, the authority to decide, on one or more occasions, in the proportions and at the times it deems appropriate, for twenty-six (26) months as from this General Meeting, the issuance of shares and/or securities convertible into equity, up to a maximum par value of five hundred thousand euros (€500,000) reserved for participants in a company or Group savings plan provided by the Company and by the companies and economic interest groups associated with the Company, under the

conditions set out in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code. This amount is set independently and separately from the caps on share capital increases as a result of share and/or securities issues authorised by Resolutions 19 and 21 to 26;

- resolves to cancel, in favour of said participants, the preferential right of shareholders to subscribe for shares and/or securities convertible into equity issued pursuant to this delegation;
- resolves, in accordance with Articles L. 3332-18 to L. 3332-24 of the French Labour Code, that the discount offered may not exceed 30% of the average most recent prices listed for the Company's shares over the twenty trading days prior to the date of the decision setting the subscription opening date, and 40% of the same average when the expected holding period under the plan is ten years or more; however, the General Meeting explicitly authorises the Board of Directors to cancel or reduce the aforementioned discount, if it deems this appropriate, in response, inter alia, to applicable local legal, accounting financial and social security regimes. The Board of Directors may also replace all or part of the discount through the allocation of shares or other securities pursuant to the provisions hereunder; and
- resolves that the Board of Directors may provide for the allocation of Company's free shares or marketable securities convertible into equity, on the understanding that the total benefit resulting from this allocation for the contribution or, where applicable, discount from the subscription price may not exceed the legal and regulatory limits, and the Company's shareholders waive all rights to shares or any securities convertible into equity that may be issued pursuant to this resolution.

The General Meeting grants all powers to the Board of Directors to implement this delegation, with a right of sub-delegation, under the conditions provided for by the legal and regulatory provisions, specifically for the purposes of:

- determining, within the above-mentioned limits, the features, amounts and terms for any issue;
- determining that the issues or allocations may be made directly to the beneficiaries or through an intermediate collective body;
- implementing the capital increases resulting from this delegation, up to the cap set above;
- setting the subscription price of the shares in cash pursuant to legal provisions;
- providing, as needed, for the establishment of a Group savings plan or the modification of existing plans;
- determining the list of the companies whose employees will be the beneficiaries of the issues implemented under this delegation, setting the period for payment of the shares and, as applicable, the seniority required for employees to participate in the transaction, within the legal limits;
- making all adjustments in order to take into account the impact of transactions on the Company's share capital, particularly in the case of a change in the par value of the share, of capital increase through capitalisation of reserves, of free allocation of shares, of stock split or reverse split, of distribution of reserves or any other assets, of amortisation of capital, or of any other transaction involving shareholders' equity;
- as required, charging the fees incurred by the share capital increases to the amount of the related premiums and to deduct from these amounts the necessary amounts corresponding to 10% of the nominal value of each issue in order to maintain the legal reserve after each increase;
- undertaking any formalities necessary for the listing for trading on a regulated market in France or abroad of the rights, shares or securities issued, and ensuring the financial services of the securities issued under this delegation and the exercise of the corresponding rights;
- performing, either on its own or through an agent, all acts and formalities to make definitive any capital increases that may be carried out as authorised under this resolution; and
- amending the Articles of Association accordingly and, in general, doing whatever is necessary.

Twenty-eighth resolution (*Authorization to be granted to the Board of Directors to grant existing or new shares in the Company free of charge to employees and/or corporate officers of the Company and its affiliated companies, entailing the waiver by the shareholders of their preferential subscription right to the shares to be issued*). – The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors', having reviewed the report of the Board of Directors and the special report of the auditors and in accordance with the provisions of articles L. 225-129-1, L. 225-197-1 et seq., L. 22-10-59 and L. 22-10-60 of the Commercial Code:

- terminates, with immediate effect, for the unused portion, the authorisation given by the combined general meeting of 21 April 2022;
- authorizes the Board of Directors to proceed, on one or more occasions, with the free allocation of existing or new ordinary Company shares to beneficiaries to be determined from among the employees (or certain categories of employees) and/or eligible corporate officers (or some of them) of both the Company and the companies and economic interest groups affiliated with the Company within the meaning of the provisions of Article L. 225-197-2 of the French Commercial Code
- resolves that the total number of bonus shares allocated under this authorization may not represent more than 1% of the Company's share capital as recorded on the date of the decision of their allocation by the Board of Directors, it being specified that this number does not take into account any adjustments that may be made in accordance with the applicable laws and regulations and, where applicable, with the contractual provisions providing for other cases of adjustment, in order to preserve the rights of the beneficiaries in the event of financial transactions on the capital or equity of the Company;
- resolves that the number of free shares allotted to the Company's corporate officers by virtue of this authorization may not represent more than 40% of the overall cap defined above;
- resolves that the free allocation of the said shares to their beneficiaries shall be definitive at the end of a vesting period, the duration of which shall be set by the Board of Directors, it being understood that this period may not be less than three (3) years. In the event of death (provided that the heirs have submitted a request within six months of the death) and in the event of disability of the beneficiary corresponding to the classification provided for by the applicable legal provisions, the shares may be permanently allocated before the end of the acquisition period. In such a case, the shares will also be immediately transferable from the moment they are delivered;
- resolves that the shares may, where applicable, be subject to a retention obligation by the beneficiaries for a period of time set by the Board of Directors, starting from the end of the acquisition period;
- resolves that the definitive allocation of shares by virtue of the present authorisation will be subject to the condition that all beneficiaries fulfil a condition of presence and, where applicable, performance criteria that will be set by the Board of Directors on the date of the decision to allocate them;
- resolves that any definitive allocation of shares to the Company's corporate officers will be subject to a condition of presence and the fulfilment of performance conditions. These conditions will be set by the Board of Directors on the date of the decision to allocate them based on several performance indicators including, at a minimum, stock market performance criteria, as well as CSR criteria; and
- authorises, as necessary, the Board of Directors to carry out one or more share capital increases by incorporation of reserves, profits or bonuses, in order to proceed with the issue of shares under the conditions provided for in this Resolution, the corresponding capital increase being definitively realised by the sole fact of the definitive allocation of the shares to the beneficiaries.

The General Meeting acknowledges that, in the event of the allocation of shares to be issued, this decision entails, under the conditions provided for by the legislative provisions in force, the automatic waiver by the shareholders, in favour of the beneficiaries of the free shares allocated by virtue of this Resolution, (i) of their preferential subscription right to the shares that may be issued and allocated free of charge in accordance with this Resolution, and (ii) of the part of the profits, reserves and issue bonuses that, where applicable, would be incorporated into the share capital for the issue of new shares.

The existing shares that may be allocated under this Resolution must be acquired by the Company, either under the provisions of Article L. 225-208 of the Commercial Code or, where applicable, as part of the share buyback programme authorised by Resolution 18 of this General Meeting under Article L. 22-10-62 of the Commercial Code or any share buyback programme applicable previously or subsequently.

The General Meeting sets the period of validity of this authorisation at thirty-eight (38) months from the date of this General Meeting.

The General Meeting confers full powers on the Board of Directors, with the right to sub-delegate under the conditions provided for by the legal and regulatory provisions, to implement this authorisation, in particular for the purpose of:

- setting the conditions and, where applicable, the criteria for the allocation of shares and the performance conditions to be achieved;
- setting, under the legal conditions and limits, the dates on which the free allocations will be made;
- determining the identity of the beneficiaries, the number of ordinary shares allocated to each of them, the terms and conditions for the allocation of the ordinary shares, and in particular the vesting periods and, where applicable, the holding periods for the ordinary shares allocated free of charge, it being specified that, with regard to shares allocated free of charge to the Company's corporate officers, the Board of Directors must either (a) resolve that the shares granted for no consideration may not be sold by the interested parties before the termination of their duties, or (b) set the quantity of shares granted for no consideration that they are required to keep in registered form until the termination of their duties;
- determining whether the free shares are to be issued or are existing shares;
- resolving the date of entitlement, even retroactively, of newly issued ordinary shares;
- carrying out or arrange for the carrying out of all acts and formalities for the repurchase of existing shares. In the event of the issue of new shares, to increase the share capital by incorporation of reserves, profits or issue premiums resulting from this authorisation, to determine the nature and amounts of the sums necessary for the payment of the said shares, to charge, where applicable, subject to what is permitted by law, the costs of the increases in the share capital from the amount of the reserves, profits or issue premiums and deduct from the related amounts the necessary sums corresponding to 10% of the nominal amount of each issue in order to fund the legal reserve after each increase, formally note the realisation of the increases in the Company's share capital resulting from the free allocations of ordinary shares to be issued by the Company, make the corresponding amendments to the articles of association, to carry out all formalities required for the admission to trading on a regulated market in France or abroad of the shares issued, and to provide financial services for the shares and the exercise of the rights attached to them;
- resolving, if it deems it necessary, the conditions under which the number of ordinary shares allocated will be adjusted in order to preserve the rights of the beneficiaries, depending on any transactions involving the Company's capital, it being specified that the shares allocated in application of these adjustments will be deemed to have been allocated on the same day as the shares initially allocated; and
- more generally, concluding all agreements, draw up all documents, carry out all formalities and making all declarations to all organisations and do all that would otherwise be necessary.

The Board of Directors will inform the General Meeting each year of the allocations made under this Resolution, in accordance with and under the conditions provided for in Article L. 225-197-4 of the French Commercial Code.

Twenty-ninth resolution (*Amendment of Article 15 (Convocations and deliberations of the Board of Directors), Article 16 (Powers of the Board of Director and Article 22 (General Meetings) of the Company's Articles of Associations).*)

– The General Meeting, ruling under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors:

- resolves to amend Article 15 (*Convocations and deliberations of the Board of Directors*) of the Articles

of Association in order to:

- (i) to adapt the provisions related to the participation of directors in meetings of the Board of Directors by means of telecommunication to the provisions of the new Article L. 22-10-3-1 of the Commercial Code created by Law No. 2024-537 of 13 June 2024 aimed at increasing the financing of companies and the attractiveness of France (the “**Attractiveness Law**”);
- (ii) to define, in accordance with the provisions of Article L. 225-37 of the Commercial Code in its new wording resulting from the Attractiveness Law, the terms and conditions of the written consultation of the Board of Directors currently authorised by the provisions of the first paragraph of Article 16 of the Articles of Association; and
- (iii) to provide for the possibility for directors to vote by post in accordance with the provisions of Article L. 225-37 of the Commercial Code in its new wording resulting from the Attractiveness Law.

Therefore, Article 15 of the Company's Articles of Association is now worded as follows:

“Article 15 – Convocations and deliberations of the Board of Directors

The Board of directors shall meet as often as required by the interest of the Company and whenever the Chairman deems it appropriate, upon notice from the Chairman.

Directors representing at least one third (1/3) of the members of the Board of directors may ask the Chairman to convene a board meeting at any time for a specific agenda.

In the event the positions of Chief Executive Officer and Chairman are separated, the Chief Executive Officer may ask the Chairman to convene a Board of directors meeting at any time for a specific agenda.

The Chairman shall be bound by the requests made to him under the afore-mentioned provisions and shall immediately take all required actions.

Convening notices of meetings are conveyed by any written method at least five (5) days in advance. This five-day notice period may be reduced if one third of the directors agree to a shorter notice period. Meetings shall be held at the Company's registered office or any other location indicated in the notice of the meeting.

The Board of directors shall validly take decisions only if at least half (1/2) of its members are present.

A director may give a written proxy to another director to represent him at a meeting of the Board of directors, in compliance with legal and regulatory provisions.

A director may also vote by post in the context of a meeting of the Board of directors by means of a voting form, under the conditions provided for by the applicable regulations and by the Board of Directors' Internal Regulations (règlement intérieur).

Decisions shall be adopted by a majority of the members present or represented. In the event of a tied vote, the meeting's Chairman does not have the casting vote.

The meetings and decisions of the Board of directors may take place by any mean of telecommunication. For the purposes of calculating the quorum and majority, directors who participate in a meeting by means of telecommunication enabling their identification under the conditions of Article R. 22-10-17-1 of the Commercial Code, are deemed to be present. The Board of directors' Internal Regulations may stipulate that certain decisions may not be taken at a meeting held under these conditions.

Upon the Chairman of the Board of directors' initiative, the Board of directors may take decisions by written consultation of the directors. In this case, the Chairman of the Board of directors, or at his request, the Secretary of the Board, communicates by any means, including electronically, to the directors, the items on the agenda submitted under written consultation, the text of the proposed draft resolutions, as well as any other document or information necessary for their decision-making, and provides for the terms to participate to the written consultation and the deadline to answer. This deadline is determined and assessed by the

Chairman according to the subject-matter of the written consultation, the urgency or the time needed for the directors to consider it, this deadline may, if necessary, be extended by the Chairman. Any director may, within 3 days of the notice of the written consultation, object to the use of the written consultation. In the event of an objection, the Chairman shall immediately inform the other directors and convene a meeting of the Board of Directors. In the absence of objection, directors shall communicate their vote to the Secretary of the Board by any written means, including electronic means. Each director may ask any question necessary for his or her reflection or address any comment to the Chairman or the Secretary of the Board of directors within a time limit compatible with that of the written consultation. The representatives of the Social and Economic Committee on the Board are informed in the same way as the directors. If the Directors have not answered to the written consultation within the allotted time, the said Directors are deemed absent and not to have participated in the decision, unless the deadline is extended by the Chairman. The Board of directors may only deliberate validly if at least half of its members have cast their vote in the written consultation. Decisions are taken by a majority of the members who have participated to the written consultation. In the event of a tie, the Chairman of the Board of directors does not have a casting vote. The Secretary consolidates the votes of the directors and informs the members of the Board of directors as well as the representatives of the Social and Economic Committee of the result of the vote. Decisions taken by written consultation are recorded in minutes drawn up and kept under the same conditions as decisions adopted at meetings of the Board of directors.

The decisions of the Board of directors shall be recorded in meeting minutes prepared in accordance with the law. ”

- resolves to modify the first paragraph of Article 16 (*Powers of the Board of Directors*) of the Articles of Association particularly in order to delete the last sentence of the first paragraph related to written consultation of the Board of Directors, which is now governed by the new provisions of Article 15 of the Company's Articles of Association.

Therefore, the first paragraph of Article 16 of the Articles of Association of the Company is now worded as follows:

“Article 16 – Powers of the Board of Directors

The Board of directors shall determine the strategy of the Company’s business and oversee its implementation in compliance with its corporate purpose and taking into consideration the social and environmental stakes of its business. The Board shall also take into consideration, when applicable, the Company’s purpose determined under Article 1835 of the Civil Code. Subject to the powers expressly granted to the General Meetings and within the limits of the corporate purpose, the Board of directors shall handle all matters related to the operations of the Company and govern its business through its decisions.”

The rest of Article 16 of the statutes remains unchanged.

- resolves to amend the three last paragraphs of Article 22 (*General Meetings*) of the Articles of Association in order to:
 - (i) harmonise the terms used for the use of a telecommunications medium in the context of participation of the shareholders to the general meeting, in accordance with the provisions of Article L. 225-103-1 of the Commercial Code in its new wording resulting from the Attractiveness Law (*Loi Attractivité*); and
 - (ii) update the reference to Article 1316-4 of the Civil Code.

Therefore, the three last paragraphs of Article 22 of the Articles of Association of the Company are now worded as follows:

“Article 22 – General Meetings

[...]

Shareholders may vote by post or give proxy by casting their vote or sending their proxy by any means in accordance with the legal and regulatory conditions in force. In particular, shareholders may send proxy and postal voting forms to the Company by teletransmission or electronically before the General Meeting under conditions provided for by

law. Where electronic signature on proxy and postal voting forms is used, it may take the form of a process complying with the conditions provided for in the first sentence of the second paragraph of Article 1367 of the Civil Code.

Upon decision of the Board of directors, shareholders may participate to the General Meeting or vote by telecommunication, under the conditions set forth in the regulations applicable at the time the communication method is used.. This decision must be included in the meeting notice published in the French Bulletin des Annonces Légales Obligatoires (B.A.L.O).

Shareholders who participate to the General Meeting by means of telecommunication that enable their identification under the conditions provided by law and regulations are deemed present for the quorum and majority calculations.”

The rest of Article 22 of the Articles of Association remains unchanged.

Thirtieth resolution (*Power of attorney for formalities*). – The General Meeting, deliberating under the conditions of quorum and majority required by law, confers full powers on the bearer of an original, copy or extract of the minutes recording its deliberations for the purpose of completing all legal or administrative formalities and making all filings and publications provided for by the legislation in force.

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I. Preliminary formalities in order to attend the general shareholders' meeting

All shareholders can attend the general shareholders' meeting, whatever the number of shares held and may vote from a remote position, organise their representation by a representative of their choice, in accordance with the provisions of Articles L. 225-106 and L. 22-10-39 of the French Commercial Code or vote by correspondence.

Pursuant to the provisions of Article R. 22-10-28 of the French Commercial Code, the right of each shareholder to attend the general shareholders' meeting or organise their representation, is subject to the registration on account of their securities, either in their own name or in the name of the intermediary registered on their account, as at the second working day before the general shareholders' meeting prior to the date scheduled for the general shareholders' meeting, at midnight Paris time (i.e. midnight Tuesday 15 April 2025), or in the accounts of registered securities held for the Company by its representative, Société Générale Securities Services, or in the accounts of bearer securities held by an intermediary as specified under Article L. 211-3 of the French Monetary and Financial Code.

Registration of securities in bearer securities accounts held by the qualified intermediary must be noted in a certificate of attendance issued by the latter, if applicable electronically in accordance with the terms and conditions set out by Article R. 225-61 of the French Commercial Code, annexed to the remote voting form or power of attorney or to the request for an admission letter, prepared in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate must also be issued to the shareholder wishing to physically attend the general shareholders' meeting and who has not received his admission letter on the second working day before midnight of the date of the general shareholders' meeting, Paris time (i.e. midnight Tuesday 15 April 2025).

II. How to attend the general shareholders' meeting

Shareholders can choose one of the following options to attend the general shareholders' meeting:

- attend physically the general meeting after requesting an admission letter;
- vote by correspondence;
- grant proxy to the President of the general assembly;
- grant proxy to any natural or legal person of their choice.

In order to facilitate the attendance to the general meeting, Covivio makes a secure online voting platform available for its shareholders prior to the general meeting. This platform called VOTACCESS allows each shareholder to choose, prior to the general assembly and under the conditions defined below, to attend the general meeting through telecommunication mean.

It is up to the bearer shareholders to enquire whether their account-holding establishments are connected to VOTACCESS website or not, and, when appropriate, whether the access is subject to special conditions or not. If the account-holding establishments is not connected to VOTACCESS website or subjects the access to special conditions, it informs the bearer shareholder how to proceed.

VOTACCESS website will be open from Friday 28 March 2024 at 9 a.m. until Wednesday 16 April 2025 at 3 p.m. (Paris time). Nevertheless, it is recommended that the shareholders promptly submit their instructions.

Pursuant to the provisions of Article R. 22-10-28 III. and IV. of the French Commercial Code, the shareholder who has already expressed his vote from a remote position, sent a power of attorney or requested an admission letter or certificate of attendance:

- may thereafter not opt for a different manner of attendance to the general shareholders' meeting;

- may, at all times, transfer all or part of his shares. However, if the transfer of ownership should take place before the second working day before the date scheduled for the general shareholders' meeting, i.e. Tuesday 15 April 2025 at midnight, Paris time, the Company will invalidate or accordingly alter the vote cast from a remote position, the power of attorney, the admission letter or the certificate of attendance. To this end, the qualified intermediary notifies the Company or its representatives of the transfer of ownership, providing all information necessary. No transfer of ownership implemented after the second working day prior to midnight, Paris time, on the date when the general shareholders' meeting is scheduled, whatever the means used, is not notified by the qualified intermediary or taken into account by the Company, regardless of any agreement to the contrary.

It is noted that if a shareholder does not name a representative in the proxy form, the President of the general meeting shall vote in favour of the adoption of the draft resolutions submitted or recommended by the Board of Directors, and against any other draft resolution.

A. Attendance in person to the general meeting

Shareholders wishing to attend the general shareholders' meeting in person may request an admission letter under the following conditions. Under no circumstances should admission letters be sent directly to the Company. On the meeting day, each shareholder will have to prove their identity for registration process.

1. Request for admission letter by post:

Registered shareholders: it is their responsibility to make sure that its request for an admission letter reach Société Générale Securities Services, Service Assemblée Générale, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, by returning the proxy voting forms or by returning a duly completed and signed power of attorney through the pre-paid envelope attached to the call notice sent by post, unless they have requested to be convened by electronic means, or attend on the date of the general shareholders' meeting, heading directly to the specific counter envisaged to this end, with a valid form of ID.

Bearer shareholders: it is their responsibility to ask the qualified intermediary assuring the management of their securities account for an admission letter to be sent to him by Société Général Securities Services. Any shareholder who has not received his admission letter on the second working day before the date of the general shareholders' meeting (i.e. Tuesday 15 April 2025 at midnight, Paris time), shall ask the qualified intermediary to issue him with a certificate showing that he is a shareholder, to be produced at the reception desk of the general shareholders' meeting.

Only admission letter requests received by Société Générale Securities Services before Monday 14 April 2025 shall be proceeded.

2. Request for admission letter by electronic means:

Registered shareholders: Shareholders should request their letter on VOTACCESS website through Sharinbox website (<https://sharinbox.societegenerale.com>) from Friday 28 March 2025 at 9 a.m. until Wednesday 16 April 2025 at 3 p.m.

Pure registered shareholders should connect to Sharinbox with their username.

Shareholders of administered registered shares will log into the Sharinbox website using their access code sent by Société Générale Securities Services.

If shareholders no longer have their username and/or password, they should click on “Forgot your login id” or “Forgot your password” and follow the instructions, or should contact a customer adviser from the Customer Relation Centre Nomilia by telephone number +33 (0) 2 51 85 67 89, from Monday to Friday, from 9 a.m. to 6 p.m. (Paris time) to be guided through the process.

After connecting, the registered shareholders should follow the indications given on the screen in order to access VOTACCESS and request the admission letter.

Bearer shareholders: Only shareholders whose account-holding establishment has adhered to VOTACCESS are able to request their admission letter online. If the shareholder’s account-holding establishment is connected to the VOTACCESS website, the shareholder must identify themselves on the web portal of his account-holding establishment using the standard access codes. He will then need to click on the icon that appears on the line corresponding to his shares and follow the instructions given on screen to access the VOTACCESS website and request its admission letter.

B. Vote by correspondence or by power of attorney

1. Vote by correspondence or by power of attorney by post:

Shareholders not attending this general shareholders' meeting in person and who wish to vote by correspondence or grant proxy to the President of the general meeting can:

Registered shareholders: return to Société Générale Securities Services, Service Assemblée Générale, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, the single form for vote by correspondence or by power of attorney, duly completed and signed through the pre-paid envelope attached to the call notice sent by post, unless they have requested to be convened by electronic means.

Bearer shareholders: request this form from the qualified intermediary assuring the management of their securities account, as from the date on which the general shareholders' meeting is convened. Once completed by the shareholder, the form will be returned to the account-holding establishment, who will accompany it with a certificate of attendance and address it to: Société Générale Securities Services, Service Assemblée Générale, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3.

In order to be taken into account, single forms for voting by correspondence or by proxy must be sent by post, and in all cases, be received by Société Générale Securities Services at least three calendar days before the date of the general shareholders' meeting, i.e. Monday 14 April 2025.

Shareholders can dismiss their representative, provided that this revocation is made in writing under the same form conditions as the ones applicable for the designation, those conditions are detailed above. Revocation notices sent by post must be received by Société Générale Securities Services at least three calendar days before the date of the general shareholders' meeting, i.e. Monday 14 April 2025.

Under no circumstances should admission letters be sent directly to the Company.

2. Vote by correspondence or by proxy by electronic mean:

From Friday 28 March 2025 at 9 a.m. to Wednesday 16 April 2025 at 3 p.m. (Paris time), shareholders can also send their voting instructions, designate or revoke a representative over the internet before the general shareholders' meeting, using the VOTACCESS website as described below.

Registered shareholders: shareholders of directly registered or administered shares, wishing to vote over the internet, should access the VOTACCESS website via the Sharinbox website: <https://sharinbox.societegenerale.com>.

Directly registered shareholders should log into the Sharinbox website using their username and password.

Shareholders of administered registered shares will log into the Sharinbox website using their access code sent by Société Générale Securities Services.

If shareholders no longer have their username and/or password, they can click on “Forgot your username” or “Forgot your password” and follow the instructions given on the screen, or should contact a customer adviser from the Customer Relation Centre Nomilia by telephone number +33 (0) 2 51 85 67 89, from Monday to Friday, from 9 a.m. to 6 p.m. (Paris time), to be guided through the process.

After connecting, the registered shareholder should follow the instructions given on screen to access the VOTACCESS website and vote or designate or revoke a representative.

Bearer shareholders: Please note that only bearer shareholders whose account-holding establishment has adhered to the VOTACCESS website can vote or designate or revoke a representative on-line.

If the shareholder’s account-holding establishment is connected to the VOTACCESS website, the shareholder must identify themselves on the web portal of his account-holding establishment using the standard access codes. He will then need to click on the icon that appears on the line corresponding to his shares and follow the instructions given on screen to access the VOTACCESS website and vote or designate or revoke a representative.

If the shareholder’s account-holding establishment is not connected to the VOTACCESS website, notification of the designation and revocation of a representative can, however, be carried out electronically in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, as follows:

- the shareholder shall e-mail: assemblees.generales@sgss.socgen.com. This e-mail must contain the following information: name of the company concerned (Covivio), date of the general shareholders' meeting (17 April 2025), name, surname, address and bank details of the principal and the name, surname and, if possible, address of the representative;
- the shareholder must ask his account-holding establishment to send to Société Générale Securities Services, Service Assemblée Générale, 32 rue du Champ de Tir, CD 30812, 44308 Nantes Cedex 3 a holding certificate justifying the status of shareholder.

For designations or revocations of mandates expressed electronically to be validly considered, confirmations must be received at the latest three days before the general shareholders' meeting, that is by Monday 14 April 2025.

Only the notifications of designation or revocation of mandates can be addressed to the above e-mail address; all other requests or notifications concerning other matters will not be considered and/or processed.

III. Request for the inclusion of items or draft resolutions on the agenda

One or more shareholders meeting the conditions set out under Article R. 225-71 of the French Commercial Code or association of shareholders meeting the conditions set out under Article L. 22-10-44 of the French Commercial Code have the opportunity to request the inclusion of items or draft resolutions on the agenda of the general shareholders' meeting. Pursuant to the provisions of Articles R. 225-73 II. and R. 22-10-22 of the French Commercial Code, requests for the inclusion of items or draft resolutions on the agenda must reach the Company at the latest twenty-five days before the date scheduled for the general shareholders' meeting, i.e. Sunday 23 March 2025.

The request for the inclusion of an item on the agenda must be justified. The text of the draft resolutions as well as a brief explanation of the reasons and, where required, information referred to in Article R. 225-71 paragraph 9 of the French Commercial Code, shall be attached to the request for the inclusion of draft resolutions.

Requests must be sent to the Company's registered office (18 avenue François Mitterrand, 57000 Metz), to the attention of the Corporate M&A Legal Department, by letter sent recorded delivery with advice of receipt, along with a certificate of registration on account.

Examination by the general shareholders' meeting of the items and/or draft resolutions is subject to the sending, by the parties making the request, of a new certificate justifying the registration on account of the securities in the same accounts on the second working day prior to the date of the general shareholders' meeting, at midnight, Paris time, i.e. Tuesday 15 April 2025.

Pursuant to the provisions of Article R. 22-10-23 of the French Commercial Code, the text of draft resolutions submitted by Company shareholders, along with the list of the items added on the agenda, will be published without delay on the Company's website (www.covivio.eu: section "Finance/Investisseurs & actionnaires/Assemblées générales/Assemblée Générale du 17 avril 2025"), where the afore-specified conditions are met.

Pursuant to the provisions of Article L. 2312-77, subparagraph 2 of the French Employment Code, the social and economic council may request the inclusion of draft resolutions on the agenda of the general shareholders' meeting. The request must be sent by the social and economic council represented by one of its members designated for that purpose, to the Company's registered office, in accordance with the conditions laid out under Article R. 2312-32 of the French Employment Code, within ten days of publication from this notice.

IV. Written questions to the Board of Directors

Pursuant to the provisions of Articles L. 225-108, subparagraph 3 and R. 225-84 of the French Commercial Code, all shareholders shall have the right to address written questions to the Company. Such questions must be sent to the Company's registered office (18 avenue François Mitterrand, 57000 Metz) recorded delivery with advice of receipt to the attention of the Chairman of the Board of Directors, or by electronic telecommunication at the following address: assemble.generale@covivio.fr, at the latest four working days before the date of the general shareholders' meeting, i.e. Friday 11 April 2025. To be taken into account, they must be sent along with a certificate of registration on account.

The Chief Executive Officer, on delegation of the Board of Directors, will answer during the general shareholders' meeting or, in compliance with the provisions of Article L. 225-108 of the French Commercial Code, the answer will be deemed provided when included on the Company's website in the section dedicated to questions and answers, available at: www.covivio.eu (section "Finance/Investisseurs & actionnaires/Assemblées générales/Assemblée Générale du 17 avril 2025"). In compliance with applicable regulations, a joint answer may be given to these questions provided they present the same content or relate to the same subject.

V. Provisions on the temporary transfer of securities

Pursuant to the provisions of Article L. 22-10-48 of the French Commercial Code, anyone who comes to hold a number of shares representing more than 0.5% of the voting rights, alone or jointly, by virtue of one or more temporary transfers involving Company's shares or any transaction giving him the right or the obligation to sell or return these shares to the transferrer, shall inform the Company and the French Financial Markets Regulator at the latest two working days before the general shareholders' meeting, i.e. Tuesday 15 April 2025 at midnight, Paris time of this, as well as of the total number of shares held temporarily in the event the contract organising this transaction remains in force on such date.

This declaration must specify, in addition to the number of shares acquired by virtue of any of the above-mentioned transactions, the identity of the transferrer, the date and expiry of the contract for the transaction and, if applicable, the voting agreement. The Company publishes this information in accordance with the terms and conditions set out by the general regulation of the French Financial Markets Regulator.

Failure to inform the Company and the French Financial Markets Regulatory in accordance with the conditions specified hereabove will entail that all shares acquired by virtue of any of these transactions shall, in accordance with the provisions of Article L. 22-10-48 of the French Commercial Code, be deprived of their voting rights for the general shareholders' meeting concerned and for all general shareholders' meeting held until such shares are sold or returned.

VI. Shareholders' right to communication

In accordance with applicable provisions of law and regulations, all documents to be communicated for this general shareholders' meeting shall be made available to shareholders within the legal deadlines at the Company's registered office (18 avenue François Mitterrand, 57000 Metz) or sent, on simple request addressed to Société Générale Securities Services, Service Assemblée Générale, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3.

Shareholders may, within the legal deadlines, obtain the documents provided for under Articles L. 225-115, R. 225-81, R. 225-83 and R. 225-90 of the French Commercial Code.

The report by the Board of Directors setting out the explanation of reasons for the draft resolutions included in this notice, along with the summary table of the use of the latest financial authorisations, will be made available to shareholders on the Company's website (www.covivio.eu: section "Finance/Investisseurs & actionnaires/Assemblées générales/Assemblée Générale du 17 avril 2025"), at the same time as this notice.

The documents referred to in Article R. 22-10-23 of the French Commercial Code can be consulted on the Company's website (www.covivio.eu: section "Finance/ Investisseurs & actionnaires/ Assemblées générales/Assemblée Générale du 17 avril 2025"), at the latest twenty-one days before the general shareholders' meeting, i.e. Thursday 27 March 2025.

VII. Audiovisual broadcast

In accordance with the provisions of Articles L. 22-10-38-1 and R. 22-10-29-1 of the French Commercial Code, the General Meeting will be broadcasted live in its entirety on the Company's website (www.covivio.eu: section "Finance/Investisseurs & actionnaires/Assemblées générales/Assemblée Générale du 17 avril 2025"). A recording of the General Meeting will be available on the Company's website under the conditions provided for by the applicable provisions.

This notice will be followed by a call notice including any changes as may be brought to the agenda following requests for the inclusion of draft resolutions introduced by shareholders and/or the social and economic council.

The Board of Directors